

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD AT THE LONG BEACH CITY COLLEGE BOARD ROOM, 4901 EAST CARSON STREET, LONG BEACH, CALIFORNIA, ON JUNE 8, 2017 AT 9:00 A.M.

Members present:

Joe Buscaino, City of Los Angeles
Suzie Price, City of Long Beach
Tracy Egoscue, Port of Long Beach
Janice Hahn, Los Angeles County
Metropolitan Transportation Authority
Mario Cordero, Port of Long Beach
Edward Renwick, Port of Los Angeles
Tony Gioiello, Port of Los Angeles

Also present:

John T. Doherty, ACTA, Chief Executive Officer
James P. Preusch, ACTA, Chief Financial Officer
Heather McCloskey, ACTA, Co-General Counsel
Lauren Misajon, ACTA, Co-General Counsel

COUNCILMEMBER BUSCAINO PRESIDED AS CHAIR.

The meeting was called to order at 9:09 a.m. Roll call was taken.

1. ELECTION OF ACTA CHAIR AND VICE CHAIR FOR FY2018 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending the Governing Board elect a Chair and Vice-Chair of the ACTA Governing Board for FY18, was presented to the Governing Board.

Board Member Hahn made a single motion, seconded by Board Member Egoscue, that Suzie Price be elected as Chair and Joe Buscaino be elected as Vice-Chair of the Governing Board for FY18. Carried by unanimous vote.

AYES: Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: Buscaino

2. MAINTENANCE SERVICES RFP – REJECT ALL PROPOSALS – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 8, 2017, recommending the authorization for the Chief Executive Officer or Chief Financial Officer to reject all proposals received by ACTA on May 17, 2017 in response to ACTA's Request for

Proposals (RFP) for Alameda Corridor Maintenance Services issued on March 22, 2017 and to reissue a new Request for Proposals at a future date, was presented to the Governing Board.

Mr. Doherty provided background information on the Maintenance Services contract and RFP process. He stated that a uniform review and evaluation of the proposals received was not possible because of disparity among those proposals in regards to pricing and ACTA's Small Business Enterprise program. The new RFP to be issued at a future date would allow for clarification of the proposal requirements, form, and content. The proposal process could possibly begin at the end of June, only losing 30-60 days in the original schedule.

Board Member Egoscue motioned, seconded by Vice-Chair Price that the recommendation to reject of all proposals for the Alameda Corridor Maintenance Services be approved. Carried by the following vote:

AYES: Price, Cordero, Egoscue, Gioiello, Hahn, Renwick
NOES: None
ABSENT: Buscaino

Board Member Cordero recused himself from Item 3 and left the room at 9:22 a.m.

3. EK, TORRES & MOLINA, INC. – MEDIA RELATIONS SERVICES FOR FY18 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending the authorization for the Chief Executive Officer or Chief Financial Officer to execute Agreement No. C0866 with Ek, Torres & Molina, Inc. for media relations services in an amount not-to-exceed \$250,000 for three fiscal years from July 1, 2017 through June 30, 2020 with an optional three-year extension if later approved by the Board, was presented to the Governing Board.

Mr. Doherty provided an overview on the RFP process for Media Relations Services as well at information on the agreement details and contract value.

Board Member Renwick asked if there were any issues in the process. Mr. Doherty explained the ranking process which involves averaging the rankings of each evaluator vs. averaging the raw scores. The ranking process mitigates the effects of wide score swings or compressed scoring. He also explained that the initial evaluation score sheets contained an error in the value of a certain evaluation item and that the value was adjusted with the consent of the evaluators and to be consistent with the RFP. Mrs. Misajon confirmed that the ACTA process was followed correctly and the agreement would be approved as to form by the POLB co-counsel.

Chair Buscaino arrived at 9:25 a.m.

Board Member Egoscue motioned, seconded by Vice-Chair Price that Agreement No. C0866 with Ek, Torres & Molina, Inc. for FY18-FY20 Media Relations Services be approved. Carried by the following vote:

AYES: Buscaino, Egoscue, Gioiello, Hahn, Price

NOES: Renwick
ABSENT: None
NO VOTE: Cordero

Mr. Doherty thanked Cerrell Associates, former media consultant, for 12 years of outstanding services provided to ACTA.

Board Member Cordero returned to the room at 9:32 a.m.

4. REDONDO JUNCTION TOWER FIRE – ACTIONS REQUIRED TO REPAIR FACILITIES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending the authorization for the Chief Executive Officer or Chief Financial Officer to:

- 1) Secure environmental and/or building and removal permits;
- 2) Take other actions as deemed necessary to repair and replace damaged signal and communication equipment;
- 3) Arrange for the safe removal of the fire-damaged tower; and
- 4) Issue as necessary contract amendments and purchase orders and pay permit fees in the approximate aggregate amount of \$750,000 to accomplish the repairs

was presented to the Governing Board.

Vice-Chair Price motioned, seconded by Board Member Hahn that the necessary actions required to repair the Redondo Junction Tower be approved. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick
NOES: None
ABSENT: None

5. SPECIAL ACTA SALARY ADJUSTMENT – APPROVED AS AMENDED.

Communication from John T. Doherty, Chief Executive Officer, and James P. Preusch, Chief Financial Officer, dated June 8, 2017, recommending the authorization of a special salary adjustment for six ACTA employees in the total approximate amount of \$34,000 and the additional associated benefits of approximately \$15,000 to account for consolidation of functions, experience, and improved alignment within job classification salary ranges, was presented to the Governing Board.

Mr. Doherty provided an overview of the request and rationale for salary adjustment for the six ACTA positions.

Board Member Egoscue stated her concern for succession planning for ACTA. She provided her support in continuing to ensure that salaries are competitive so that the experience can be replaced at the time and in the manner necessary.

Board Member Hahn stated her support for increasing salaries and made an amended motion that the salaries be increased to the 90% level in alignment within job classification salary ranges instead of the recommended 85% level. Board Member Egoscue seconded the amended motion. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: None

6. FY 2018 BUDGET – ADOPTED

Communication from James P. Preusch, Chief Financial Officer, dated June 8, 2017, recommending adoption of the final FY 2017/2018 (FY18) Budget and appropriate cash spending of \$120,533,788, was presented to the Governing Board.

Mr. Preusch presented a summary of the underlying budget assumptions, the revenue operating budget summary, net administrative expense comparison and a breakdown by expense type as compared to FY17.

Board Member Renwick noted that the Cash Flow Summary contained in the budget does not easily tie the budget detail. Mr. Preusch explained in general which elements of the detail do not roll to cash flow and advised that he would provide information separately.

Vice-Chair Price motioned, seconded by Board Member Renwick that the FY 2017/2018 Budget be approved with an amendment to include the salary and benefit increase approved in amended Item 5. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: None

CONSENT CALENDAR - ITEM NOS. 7-17

Items 12, 15 and 17 were pulled from Consent for discussion.

7. MINUTES - ACTA GOVERNING BOARD SPECIAL MEETING OF APRIL 13, 2017 – APPROVED.

Minutes of the special meeting of April 13, 2017 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

8. MONTHLY FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2017 – RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated June 8, 2017, recommending that the monthly financial reports for the period ended March 31, 2017, be received and filed, was presented to the Governing Board.

9. LEGAL SERVICES - AMENDMENTS FOR FY18 - APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 8, 2017, recommending the authorization for the Chief Executive Officer or Chief Financial Officer to:

- 1) Allocate \$740,000 in expenses in the FY18 Budget for services provided by 12 legal firms, excluding Dominguez Channel Oil Release EPA Matters and UPRR Dolores Yard Crossover Project support;
- 2) Increase the current total 5-year aggregate contract values (FY13-18) by \$560,000 for the 12 firms to \$3,140,000; and
- 3) Issue contract value amendments to the 12 agreements incrementally as needed during FY18 provided the total cumulative amount of \$3,140,000 for all firms is not exceeded

was presented to the Governing Board.

10. ALAMEDA CORRIDOR ENGINEERING TEAM - FY18 ANNUAL CONTRACT WORK ORDERS – AGREEMENT NO. C0027– APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 8, 2017, recommending approval of Contract Work Orders (CWOs) and Change Orders (COs) and Agreement extensions and the authorization for the Chief Executive Officer or Chief Financial Officer to execute said CWOs and reallocate funding amounts as follows:

- 1) Annual CWOs and corresponding COs to Amended Agreement No. C0027 with the Alameda Corridor Engineering Team (ACET) for FY18 in the aggregate amount of \$2,337,607 allocated as follows: \$1,845,989 for ACTA Support and \$491,619 for the SR-47 Project;
- 2) Extend the term of the Agreement through June 30, 2018; and
- 3) Reallocate the FY18 CWO amounts amongst the CWO's during the fiscal year provided the aggregate total amount is not exceeded

was presented to the Governing Board.

11. MANATT, PHELPS & PHILLIPS (C0693), TETRA TECH, INC. (C0036), POSITIVE LAB SERVICES (C0791), AND VASQUEZ & COMPANY (C0840) AMENDMENTS – SHORT DURATION EXTENSIONS & VALUE ADJUSTMENTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending approval of amendments to four ACTA agreements and authorization for the Chief Executive Officer or Chief Financial Officer to execute the amendment as follows:

- 1) No. C0693 – Manatt, Phelps & Phillips for federal advocacy services – 4 month extension through October 30, 2017 and \$20,000 increase to contract value;

- 2) No. C0036 – Tetra Tech, Inc. for environmental services – 4 month extension through October 30, 2017 with no increase to contract value;
- 3) No. C0791 – Positive Lab Services for environmental lab services – 4 month extension through October 30, 2017 with no increase to contract value; and
- 4) No. C0840 – Vasquez & Company, LLP for internal auditing services – 4 month extension through October 30, 2017 with no increase to contract value

was presented to the Governing Board.

13. PUBLIC FINANCIAL MANAGEMENT (C0637), BICKMORE & ASSOCIATES (C0712), ACE ENGINEERING (C0737), EARTH MECHANICS, INC. (C0764) & AECOM TECHNICAL SERVICES, INC. (C0807) – AMENDMENTS/CHANGE ORDERS TO AGREEMENTS FOR TERM EXTENSIONS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending the authorization for the Chief Executive Officer or Chief Financial Officer to issue amendments or change orders for one-year term extensions to the following ACTA Agreements, which require no new added contract value: No. C0637 – Public Financial Management (Financial Advisor); No. C0712 – Bickmore and Associates (Insurance Advisor); No. C0737 – ACE Engineering (On-call Maintenance); No. C0764 – Earth Mechanics, Inc. (Geotechnical Engineering); and No. C0807 – AECOM Technical Services, Inc. (General Engineering), was presented to the Governing Board.

14. RFP STATUS OF ACTA CONTRACTS – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, with a status on the new Requests for Proposals (RFPs) issued during FY17 for a variety of consulting services agreements required by ACTA as well as a schedule for three new RFPs that will be released in FY18, was presented to the Governing Board.

16. IBI GROUP LTD. – ACTA SYSTEMS SUPPORT AND MAINTENANCE EFFORTS – AMENDMENTS TO AGREEMENT NOS. C0719 AND C0783 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending the authorization for the Chief Executive Officer or Chief Financial Officer to issue amendments to two existing contracts with the IBI Group, Ltd. for FY18 services as follows:

- 1) Agreement No. C0719 for a one-year term extension through June 30, 2018 at a fixed amount of \$109,725 for support and maintenance of ACTA's Revenue Assessment and Verification System and ACTA's PierPass Validation System; and
- 2) Agreement No. C-783 for a one-year term extension through June 30, 2018 with no additional contract value for special services and system enhancements, as may be required

was presented to the Governing Board.

Vice-Chair Price motioned, seconded by Board Member Egoscue that Items No. 7, 9-11, 13, 14 and 16 be approved and that Item 8 be received and filed. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: None

Items 12, 15 and 17, as follows, were pulled from Consent for discussion at the request of Member Renwick so that an explanation be given as to why these contracts were not going out to bid.

17. PACIFIC RAILWAY ENTERPRISES, INC. – AMENDMENT TO AGREEMENT NO. C0711 – RAILROAD SIGNAL ENGINEERING DESIGN SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending approval of an amendment to Agreement No. C0711 with Pacific Railway Enterprises, Inc. for on-call signal and communications engineering design services which will extend the term for one year through June 30, 2018 and add \$100,000 to the contract value and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Mr. Doherty provided information regarding the critical current work being performed by Pacific Railway Enterprises, Inc. (PRE). Mr. Doherty stated that PRE has most recently been requested by ACTA to perform the engineering design services for the signal and grade crossing changes for UPRR's Dolores Yard Cross-over Project and the Positive Train Control interfaces required by UPRR and BNSF. Mr. Doherty stated that a determination will be made whether it is practical or advantages to undertake a new competitive selection process during FY18.

Board Member Renwick motioned, seconded by Board Member Cordero that the Amendment to Agreement No. C0711 with Pacific Railway Enterprises, Inc. for On-Call Railroad Signal Engineering Design Services be approved. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: None

15. NORTH AMERICAN EMERGENCY MANAGEMENT FOR EMERGENCY PREPAREDNESS PLANNING – AMENDMENT TO AGREEMENT NO. C0337 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending approval of an amendment to Agreement No. C0337 with North American Emergency Management (NAEM) for emergency preparedness planning and annual field exercises in the amount of \$16,000 and extend the term through June 30, 2018 and

authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment. It was also recommended that the Board find that conducting a competitive selection process for these services would not be practical or advantageous to ACTA, was presented to the Governing Board.

Mr. Doherty provided background information on the services provided by North American Emergency Management for emergency preparedness planning. He stated that a reasonable substitute could not be provided due to the firm's knowledge of the fire departments and other agencies associated with this project and the minimal contract value. It is to the benefit of ACTA and the railroads to continue with the services of NAEM.

Board Member Renwick motioned, seconded by Board Member Egoscue that the Amendment to Agreement No. C0337 with North American Emergency Management for emergency preparedness planning be approved. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: None

12. DAVE DUTHIE – UTILITY COORDINATION SERVICES – NEW AGREEMENT NO. C0865 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2017, recommending authorization to approve Agreement No. C0865 with David Duthie for utility coordination services for a term of two years in an amount not to exceed \$70,000 to replace Agreement C0714, which expires on June 30, 2017 and authorize the Chief Executive Officer and Chief Operating Officer to execute said agreement, was presented to the Governing Board.

Mr. Doherty provided information on the services provided by Mr. David Duthie and the requirements under the Cooperative Agreement with Caltrans for the SR-47 Project, which involves knowledge and dealings on an ongoing bases with several utility companies. Mr. Doherty stated that all of the services provided by Mr. Duthie are paid by Caltrans and that if a replacement were necessary, consent from Caltrans would be required. The work is anticipated to be complete within 1 ½ - 2 years. The new agreement would replace an agreement originally entered into as a consultant service letter agreement and uses the most current standardized ACTA contract form.

Board Member Renwick motioned, seconded by Vice-Chair Price that new Agreement No. C0865 with David Duthie for Utility Coordination Services be approved. Carried by the following vote:

AYES: Buscaino, Price, Cordero, Egoscue, Gioiello, Hahn, Renwick

NOES: None

ABSENT: None

18. APRIL PERFORMANCE – INFORMATION ITEM.

Mr. Doherty gave an update of Corridor performance statistics including train counts,

revenue and cargo volume through April 2017.

19. PUBLIC COMMENT

20. ADJOURNMENT

At 10:42 a.m., the meeting was adjourned sine die.