

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD IN THE BOARD ROOM OF THE HARBOR DEPARTMENT ADMINISTRATION BUILDING AT 925 HARBOR PLAZA, LONG BEACH, CALIFORNIA, ON JANUARY 10, 2013, AT 9:00 A.M.

Members present:

Joe Buscaino, City of Los Angeles  
Don R. Knabe, Los Angeles County  
Metropolitan Transportation Authority  
Robin Kramer, Port of Los Angeles  
Geraldine Knatz, Port of Los Angeles  
Susan E. Anderson Wise, Port of Long Beach  
J. Christopher Lytle, Port of Long Beach

Members absent:

Gary DeLong, City of Long Beach

Also present:

John T. Doherty, ACTA, Chief Executive Officer  
James P. Preusch, ACTA, Chief Financial Officer  
Charles Gale, ACTA, Co-General Counsel  
Heather McCloskey, ACTA, Co-General Counsel  
April See, ACTA Financial Systems Manager

CHAIRPERSON BUSCAINO PRESIDED.

The meeting was called to order at 9:10 a.m.

1. CLOSED SESSION

At 9:12 a.m., Chairperson Buscaino recessed the Governing Board meeting to hold a conference with legal counsel regarding existing litigation pursuant to Government Code Section 54956.9(d)(1), (two cases).

At 9:15 a.m., Board Member Knabe arrived during the closed session.

At 9:35 a.m., the meeting was again called to order by Chairperson Buscaino.

Mr. John Doherty, ACTA Chief Executive Officer, announced that during closed session the Governing Board approved an additional \$650,000 of contract authority in accordance with an EPA order that was issued to the Ports and ACTA, and the responsible party pertaining to the Dominguez Channel oil spill matter. He stated that the additional \$650,000 raises the contract amount from \$5.8 million to \$6.45 million.

CONSENT CALENDAR - ITEMS NOS. 2-11

2. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF NOVEMBER 8, 2012 – APPROVED.

Minutes of the regular meeting of November 8, 2012, of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board for approval.

3. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDED NOVEMBER 30, 2012 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated January 10, 2013, recommending that the monthly financial reports for the period ended November 30, 2012, be received and filed, was presented to the Governing Board.

4. ALAMEDA CORRIDOR ENGINEERING TEAM – AMENDMENT TO AGREEMENT NO. 27 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated January 10, 2013, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue an amendment extending Agreement No. 27 with the Alameda Corridor Engineering Team (ACET), by six months through June 30, 2014, to be consistent with the FY14 budget process and the ACTA office lease expiration date, was presented to the Governing Board.

5. URS CORP. – CHANGE ORDER TO AGREEMENT NO. 807 FOR SR-47 SEGMENT 1 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated January 10, 2013, recommending:

- 1) Authorization for the Chief Executive Officer or Chief Financial Officer to issue a Change Order in the amount of \$183,000 to Agreement No. 807 with URS Corp. for additional design-related services for the Heim Bridge Replacement portion of the SR-47 Project (known as Segment 1); and
- 2) Approval of a contingency amount of \$100,000 to be used, if necessary, to complete the final design of Segment 1 including the separate pump station contract.

was presented to the Governing Board.

6. TRUCK REPLACEMENT PROGRAM FOR THE SR-47 PROJECT – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated January 10, 2013, regarding the Truck Replacement Program for the SR-47 Project, was presented to the Governing Board for information only.

7. ACTA LEGAL SERVICES REQUEST FOR PROPOSALS – INFORMATION ITEM.

Communication from James P. Preusch, Chief Financial Officer, dated January 10, 2013, regarding ACTA legal services Request For Proposals, was presented to the Governing Board for information only.

8. FISCAL YEAR 2014 PRELIMINARY BUDGET SCHEDULE – INFORMATION ITEM.

Communication from James Preusch, Chief Financial Officer, dated January 10, 2013, regarding the Fiscal Year 2014 Preliminary Budget Schedule, was presented to the Governing Board for information only.

9. CALTRANS – REIMBURSEMENT AGREEMENTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated January 10, 2013, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute reimbursement agreements with Caltrans for ACTA services regarding Caltrans' painting contract for the I-405 Bridge in the City of Carson, was presented to the Governing Board.

10. RON RAKICH ASSOCIATES – ASSIGNMENT AND ASSUMPTION OF RISK MANAGEMENT SERVICE OBLIGATIONS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated January 10, 2013, recommending authorization for the Chief Executive Officer or Chief Financial Officer to:

- 1) Execute the necessary document(s) for the assignment by Ron Rakich Associates (RRA) to and assumption by Bickmore and Assoc. Inc. of the obligations of RRA under Agreement No. 712; and
- 2) Issue an amendment to Agreement No. 712 to accommodate this acquisition of RRA assets by Bickmore and Assoc. Inc. and extending the term through June 30, 2013, with no increase in contract value.

was presented to the Governing Board.

11. BNSF RAILWAY AND UNION PACIFIC RAILROAD – AMENDMENTS TO DISPATCHING AGREEMENT AND THE POLICE AND SECURITY AGREEMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated January 10, 2013, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute the Second Amendments to the Dispatching Agreement and the Police and Security Agreement with BNSF Railway and the Union Pacific Railroad for a third five-year term commencing April 15, 2012, to provide comprehensive Corridor train dispatching and police and security services, was presented to the Governing Board.

Board Member Knabe motioned, seconded by Board Member Lytle, that the communications be received and filed and that Items Nos. 2-11 be approved as recommended. Carried by the following vote:

AYES: Members: Lytle, Wise, Knatz, Kramer, Knabe, Buscaino  
NOES: None  
ABSENT: DeLong

12. RESOLUTION NO. JPA 13-1 – 2013A BONDS – REFUNDING OF 1999A BONDS – ADOPTED.

Communication from James P. Preusch, Chief Financial Officer, dated January 10, 2013, recommending the Governing Board adopt a resolution entitled, "A RESOLUTION OF THE GOVERNING BOARD OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY RATIFYING AND APPROVING: (1) THE ISSUANCE AND SALE OF ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY TAX EXEMPT SENIOR LIEN REVENUE REFUNDING BONDS, SERIES 2013A AND THE REDEMPTION OF CERTAIN OUTSTANDING SERIES 1999A BONDS; (2) THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH INCLUDING APPROVAL OF FORMS OF THE NINTH SUPPLEMENTAL TRUST INDENTURE PROVIDING THE TERMS OF THE SERIES 2013A BONDS, A PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT RELATING TO THE SALE OF THE BONDS, A BOND PURCHASE AGREEMENT, A CONTINUING DISCLOSURE CERTIFICATE; AND A THIRD AMENDMENT TO FORWARD DELIVERY AGREEMENT; AND (3) SUCH OTHER ACTIONS AS ARE NECESSARY OR DESIRABLE IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2013A BONDS AND SUCH REDEMPTION." was presented to the Governing Board.

This resolution:

- 1) Approves, confirms and ratifies the authorizations and approvals granted pursuant to the original Resolution regarding the issuance and sale of Alameda Corridor Transportation Authority Tax Exempt Senior Lien Revenue Refunding Bonds, Series 2013A (the 2013A Bonds) on November 8, 2012; and
- 2) Authorizes the execution and delivery, by the Chief Executive Officer of ACTA, or the Chief Financial Officer of ACTA, or their respective designee(s) (each, an

“Authorized Authority Representative”), of the following documents in substantially final form: (i) Ninth Supplemental Trust Indenture providing the terms of the Series 2013A Bonds, Exhibit A; (ii) the Bond Purchase Agreement, Exhibit B; (iii) the Third Amendment to the Forward Delivery Agreement made as of July 1, 2000, as Amended, Exhibit C; (iv) the Continuing Disclosure Certificate, Exhibit D, all with such changes thereto as the Authorized Authority Representative may require or approve; and

- 3) Authorizes the Preliminary Official Statement attached hereto substantially in the form as Exhibit E, to be distributed with such changes thereto as the Authorized Authority Representative may require or approve; and
- 4) Authorizes all prior actions taken (a) by any officer or agent of the Authority in connection with or related to the issuance and sale of the Series 2013A Bonds or the redemption of the Series 1999A Bonds and (b) by the Authority in connection with its authorization of the execution and delivery of, and the performance of its obligations under, the Use and Operating Agreement and the Master Trust Indenture, as amended through the Eighth Supplemental Indenture, and its authorization of the performance of its obligations under the Joint Powers Agreement, to be approved, confirmed and ratified; and
- 5) Authorizes the Authorized Authority Representative, for and in the name of and on behalf of the Authority, to take any and all actions and to execute any and all documents, as may be necessary or desirable to effectuate the purposes of the Resolution, the documents, or transactions.

Ms. Andrea Townsend of Squire Sanders spoke on “Actions Taken to Date.”

Mr. Jake Campos of Stone & Youngberg spoke on “Tax-Exempt Rates Remain Near All-time Lows.”

Mr. Robert Rich of Public Financial Management spoke on “Expected Results & Savings Sensitivity.”

Ms. Heather McCloskey, ACTA Co-General Counsel, confirmed that all of the bond documents were in order.

Board Member Knatz motioned, seconded by Board Member Lytle, that Resolution No. JPA-13-1 be adopted as recommended. Carried by the following vote:

AYES:	Members: Lytle, Wise, Knatz, Kramer, Knabe, Buscaino
NOES:	None
ABSENT:	DeLong

13. REPORT ON ACTA PUBLIC AND GOVERNMENT AFFAIRS SUPPORT – INFORMATION ITEM.

Communication from John Doherty, Chief Executive Officer, dated January 10, 2013, regarding a report on ACTA public and government affairs support, was presented to the Governing Board for information only.

In June 2012, the Board requested that staff and its consultants report back in six months with regard to the effectiveness of ACTA's consultant support over that timeframe, particularly considering the reduction in ACTA's role as a constructor.

In response to that request, Mr. Doherty began the presentation by giving an overview of why ACTA needs a public and government affairs capability, and why consultants have been used to support that capability. He also presented a historical summary of the various consultant teams and contracts used over the past 18 years, including the team and three contracts now in place. He then spoke to options for FY14 for each or all of the existing contracts including: 1) continuing use of the same firms, 2) issuing a new RFP, 3) replacing fixed annual retainer provisions with hourly-rate and task order provisions, or 4) using port staff support in lieu of consultants.

Mr. Lou Baglietto of Butterfield Communications, Inc. gave an overview of Butterfield Communications' community, industry and local government outreach efforts.

Ms. Lisa Gritzner, President of Cerrell Associates, gave an overview of Cerrell Associates media relations support to ACTA.

Mr. Doherty gave an overview of Manatt, Phelps & Phillips Washington, D.C. consultant support to ACTA.

Board Member Kramer stated that the presentation with a few exceptions was not exactly as expected, because it was too broad and lacked specifics of the intensity of work over the last six months so the Board could evaluate its efficacy. She said it was difficult to discern whether the efforts are proactive or reactive. While she agreed that ACTA needs a public and government affairs capability, it is more a matter of how it is discharged and evaluated that is of concern. Board Member Knatz commented that there are no specific metrics upon which the success of the efforts can be judged. For example, how many meetings were actually attended and how many times did a matter arise at those meetings that ACTA needed to address? Mr. Doherty said he would provide such additional information.

Although this was an information item only, when questioned by Board Member Kramer as to which of the four possible options presented by him Mr. Doherty would envision going forward, he stated that he was satisfied with the team in place, but would also be open to implementing alternate options if the Board desired.

Board Member Wise indicated that ACTA outside consultant support is valuable, that ACTA should have independent experts, and that ACTA should have a presence at community meetings in order to react. However, she believes that ACTA should have a more proactive message to deliver. Board Member Lytle agreed and said that ACTA should coordinate a message with port staff in order to promote the benefits of the Alameda Corridor to attract use of the two ports as the preferred intermodal gateway. He also advised that, since three separate firms were in place, their individual messages should be coordinated and consistent.

Chairperson Buscaino recommended these items be discussed in further detail when the FY2014 budget is reviewed.

14. CY2012 PERFORMANCE – INFORMATION ITEM.

Mr. John Doherty presented the CY2012 Performance Update.

15. PUBLIC COMMENT

There was no one present to address the Governing Board.

16. ADJOURNMENT

At 10:50 a.m., the meeting was adjourned sine die.