

MINUTES OF A REGULAR AND SPECIAL 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 FEBRUARY 14, 2008, AT 9:00  
A.M.

Members present:

Bonnie Lowenthal, City of Long Beach  
Janice Hahn, City of Los Angeles  
Don R. Knabe, Los Angeles County  
Metropolitan Transportation Authority  
James C. Hankla, Port of Long Beach  
Richard D. Steinke, Port of Long Beach  
Douglas Krause, Port of Los Angeles  
Mike Christensen, Port of Los Angeles

Members absent:

None

Also present:

John T. Doherty, ACTA, Chief Executive Officer  
James P. Preusch, ACTA, Chief Financial Officer  
Charles Gale, ACTA, Co-General Counsel  
Heather Burns, ACTA, Co-General Counsel

CHAIRPERSON LOWENTHAL PRESIDED AS CHAIR.

APPROVAL OF MINUTES

Mr. Knabe moved, seconded by Mr. Krause and unanimously carried, the minutes of the regular meeting of November 8, 2007, were approved.

CONSENT CALENDAR - ITEMS NOS. 1-12

1. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDED DECEMBER 31, 2007 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated February 14, 2008, recommending that the monthly financial reports for the period ended December 31, 2007, be received and filed, was presented to the Governing Board.

2. AUDITED FINANCIAL STATEMENTS – FY2007 – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding the Audited Financial Statements for FY2007, was presented to the

Governing Board for information only.

3. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING DECEMBER 31, 2007 – RECEIVED AND FILED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending that the Quarterly Investment Report for the period ending December 31, 2007, be received and filed, was presented to the Governing Board.

4. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDERS TO AGREEMENT NO. 27 FOR FY08 CONTRACT WORK ORDERS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to issue Change Orders to Agreement No. 27 with the Alameda Corridor Engineering Team, in the net deductive amount of \$875,000, for the FY08 Contract Work Orders as follows:

- 1) Increase the SR-47 Expressway CWO by \$625,000
- 2) Decrease the ACTA Support CWO by \$1,500,000

was presented to the Governing Board.

5. WESTON BENSHOOF – AMENDMENT TO AGREEMENT NO. 744 FOR LEGAL SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to issue an Amendment to Agreement No. 744 with Weston Benshoof, increasing the not-to-exceed contract value by \$100,000, for legal services involving environmental and other general matters, was presented to the Governing Board.

6. FAST LANE TRANSPORTATION – LICENSE AGREEMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to execute a License Agreement with Fast Lane Transportation for 3,191 square feet of land in East Wilmington near the intersection of Grant Street and Perry Avenue, was presented to the Governing Board.

7. BALFOUR BEATTY RAIL, INC. – TASK ORDERS TO AGREEMENT NO. 782 FOR MISCELLANEOUS CONSTRUCTION AND INSPECTION SERVICES - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to issue Task Orders to Agreement No. 782 with Balfour Beatty Rail, Inc., in the aggregate amount

not to exceed \$100,000, for miscellaneous construction and inspection services for ACTA capital projects, was presented to the Governing Board.

8. CALTRANS – AMENDMENT TO EXISTING SR-47 PROJECT COOPERATIVE AGREEMENT NO. 07-4656 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to execute an Amendment to the existing SR-47 Project Cooperative Agreement No. 07-4656 between ACTA and Caltrans, for preliminary engineering and environmental documentation preparation that provides an additional \$350,000 in minimum funding from each party, was presented to the Governing Board.

9. RENEWAL OF ACTA INSURANCE POLICIES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Financial Officer to:

- 1) accept the recommendations of HRH, ACTA's Broker of Record, for solicitation of insurance proposals for the period April 15, 2008, through April 14, 2009; and
- 2) bind insurance, on behalf of ACTA, in accordance with the recommendations of HRH

was presented to the Governing Board.

10. LAND AMERICA/LAWYERS TITLE COMPANY – PURCHASE ORDERS FOR TITLE SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to:

- 1) execute a Second Amendment adding \$40,000 to Purchase Order No. 304 for title services with Land America/Lawyers Title Company (LALTC) for a new total amount of \$100,100; and
- 2) ratify the issuance of four previous Purchase Orders (PO 304, 325, 326, 327) and past amendments (PO 304A, 325A, 327A) with LALTC in the total amount of \$211,100

was presented to the Governing Board.

11. 2009 FISCAL YEAR BUDGET PROCESS AND SCHEDULE – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding the 2009 Fiscal Year Budget Process and Schedule, was

presented to the Governing Board for information only.

12. REQUEST FOR PROPOSALS FOR LEGAL SERVICES – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding the Request For Proposals for legal services, was presented to the Governing Board for information only.

Mr. Hankla moved, seconded by Mr. Christensen, that the communications be received and filed and that Items Nos. 1-12 be approved as recommended. Carried by the following vote:

AYES: Members: Krause, Christensen, Hankla, Steinke, Knabe, Lowenthal  
NOES: None  
ABSENT: Hahn

13. LOS ANGELES REDEVELOPMENT AGENCY – PURCHASE AND SALE DOCUMENTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to execute purchase and sale documents with the Los Angeles Redevelopment Agency for ACTA-acquired surplus property NE-078-1 on Washington Boulevard in the City of Los Angeles, was presented to the Governing Board.

Mr. Knabe moved, seconded by Hankla, that the communication be received and filed and that the Chief Executive Officer be authorized to execute purchase and sale documents with the Los Angeles Redevelopment Agency for ACTA-acquired surplus property NE-078-1 on Washington Boulevard in the City of Los Angeles. Carried by the following vote:

AYES: Members: Krause, Christensen, Hankla, Steinke, Knabe, Lowenthal  
NOES: None  
ABSENT: Hahn

At 9:20 a.m., Ms. Hahn arrived at the meeting.

14. CITY OF CARSON – PHASE 1 COOPERATIVE PROJECT DEVELOPMENT AGREEMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, recommending authorization for the Chief Executive Officer to execute the Phase 1 Cooperative Project Development Agreement with the City of Carson for noise mitigation along Alameda Street and pledge \$3,000,000 from existing ACTA Program Reserves towards implementation, was presented to the Governing Board.

Mr. Hankla moved, seconded by Mr. Knabe, that the communication be received and filed and that the Chief Executive Officer be authorized to execute the Phase 1 Cooperative Project Development Agreement with the City of Carson for noise mitigation along Alameda Street and pledge \$3,000,000 from existing ACTA Program Reserves towards implementation. Carried by the following vote:

AYES: Members: Krause, Christensen, Hankla, Steinke, Knabe, Hahn, Lowenthal  
NOES: None  
ABSENT: None

15. ACTA OFFICE LEASE AGREEMENT – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding ACTA's lease for office space at One Civic Plaza in Carson, was presented to the Governing Board for information only.

Mr. Jim Preusch gave an overview of ACTA's office lease agreement.

Mr. Bob Alperin from Cushman & Wakefield gave an overview of leasing office space in Long Beach versus the San Pedro area.

At 9:30 a.m., Mr. Knabe left the meeting.

CLOSED SESSION

At 9:31 a.m., Chairperson Lowenthal recessed the Governing Board meeting to hold a closed session:

CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION

Subdivision (a) of Section 54956.9 – FES Limited Partnership v. Huntington Land and Improvement Company, et al., Los Angeles Superior Court Case No. BC378662.

CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Subdivision (b) of Section 54956.9 of the California Government Code.

PUBLIC EMPLOYEE PERFORMANCE EVALUATION

Title: Chief Executive Officer (Section 54957)

At 10:30 a.m., the meeting was again called to order by Chairperson Lowenthal.

Mr. Charles Gale, Co-General Counsel to ACTA, reported that during closed

session, the ACTA Governing Board approved a settlement with FES Limited Partnership that is pursuant to a Resolution that will be part of the public record and; therefore, the terms of the settlement agreement will be a matter of public record.

Mr. Hankla reported that during closed session, the Governing Board undertook the initial phase of the evaluation of ACTA's CEO. He further reported that the Governing Board requested the CEO to evaluate opportunities for ACTA to involve itself in projects with the other regional transportation agencies. In addition, it was requested that ACTA staff take a lead role in facilitating the development of an electrified container movement system for the region to reduce the impact of port-related trucks. The CEO is to return to the Board with recommendations."

16. AMBAC ASSURANCE CORPORATION DOWNGRADE – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding the downgrade of Ambac Assurance Corporation, was presented to the Governing Board for information only.

17. PROPOSED LAUSD SOUTH REGION HIGH SCHOOL NO. 7 – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding a proposed LAUSD South Region High School No. 7 adjacent to the Alameda Corridor trench in Huntington Park, was presented to the Governing Board for information only.

Mr. Doherty gave an overview of the item.

18. TRADE CORRIDORS IMPROVEMENT FUND UPDATE – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated February 14, 2008, regarding an update on the Trade Corridors Improvement Fund, was presented to the Governing Board for information only.

Mr. John Doherty gave an overview of the item.

19. LEGISLATIVE UPDATE – INFORMATION ITEM.

Mr. Norm Emerson gave a brief legislative update.

At 11:00 a.m., Chairperson Lowenthal and Vice Chair Hahn left the meeting.

20. PERFORMANCE UPDATE – INFORMATION ITEM.

Mr. John Doherty gave a performance summary for Calendar Year 2007.

ADJOURNMENT

At 11:10 a.m., the meeting was adjourned sine die.