

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 MARCH 14, 2013, AT 9:00 A.M.

Members present:

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

Members absent:

Robin Kramer, Port of Los Angeles

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 9:12 a.m.

1. CLOSED SESSION

At 9:15 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) of the governing code, (two cases).

At 9:15 a.m., Board Member Knabe arrived at the beginning of closed session.

At 9:50 a.m., the meeting was again called to order by Chairperson Buscaino.

Mr. Doherty, ACTA Chief Executive Officer, announced that during closed session the Governing Board authorized the Chief Executive Officer or Chief Financial Officer to execute an amendment to the SR-47 Cooperative Agreement with Caltrans increasing the value of ACTA reimbursable right-of-way and utility support services by \$500,000 from \$1.2 million to \$1.7 million for Segment 1.

CONSENT CALENDAR - ITEMS NOS. 2-9

2. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF JANUARY 10, 2013 – APPROVED.

Minutes of the regular meeting of January 10, 2013 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 JANUARY 31, 2013– RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2013, recommending that the monthly financial reports for the period ended January 31, 2013, be received and filed, was presented to the Governing Board.

4. FOURTH QUARTER INVESTMENT REPORT - RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2013, recommending that the provided quarterly report on ACTA's Investments, as per ACTA's Investment Policy, be received and filed, was presented to the Governing Board.

5. BNSF WORK ORDER FOR COMMUNICATIONS SYSTEM UPGRADE– APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2013, recommending:

- 1) Authorization for the Chief Executive Officer or Chief Financial Officer to execute a Work Order in the amount of \$72,000 plus a 15% contingency for the BNSF to upgrade communications between the Corridor and San Bernardino Dispatch Center via connections to the ACTA fiber optic system in order to improve the reliability.

was presented to the Governing Board.

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

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2013, recommending:

Rescinding approval of the contractual recommendations presented to the Board on this subject at the January 10, 2013 meeting that involved an \$183,800 increase in contract value and re-establishment of a \$100,000 contingency amount, and instead:

- 1) Authorization for the Chief Executive Officer or Chief Financial Officer to issue a Change Order in the amount of \$50,000 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.

7. BALFOUR BEATTY RAIL, INC. – AMENDMENT TO TASK ORDER – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2013, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue an amendment to the contract task order for miscellaneous additional maintenance services with Balfour Beatty Rail Inc. (Agreement No. 782) increasing the value by \$50,000 from \$150,000 to \$200,000, was presented to the Governing Board.

8. ACTA INSURANCE POLICIES RENEWAL – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2013, recommending:

- 1) Authorization for the Chief Financial Officer to accept the recommendations of Willis, ACTA's Broker of Record, for placement of required insurance for the period April 15, 2013 through April 14, 2014; and
- 2) Authorization to bind insurance, on behalf of ACTA, in accordance with the recommendation of Willis.

was presented to the Governing Board.

9. ALAMEDA CORRIDOR ENGINEERING TEAM –CHANGE ORDER – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2013, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue a Change Order to the FY13 Contract Work Order under Agreement No. 27 with the Alameda Corridor Engineering Team (ACET) in the amount of \$90,000, including 20% contingency, to produce an EIR/EIS-required documentary of the history of the Heim Bridge before its removal as part of the SR-47 Project, was presented to the Governing Board.

Board Member Knabe motioned, seconded by Board Member DeLong, that the communications be received and filed and that Items Nos. 2-9 be approved as recommended. Carried by the following vote:

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

10. SECRETARY – GOVERNING BOARD APPOINTMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2013, recommending appointment of Maria Melendres to the part-time post of ACTA Board Secretary, was presented to the Governing Board.

Board Member Knabe asked whether it would be appropriate to appoint a part-time position to the role of secretary.

Mr. Charles Gale, ACTA Co-General Counsel, confirmed that it would be appropriate.

Board Member Knabe motioned, seconded by Board Member Knatz, that Maria Melendres be appointed ACTA Board Secretary. Carried by the following vote:

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

11. ACTA/PORT PROPERTY –SURPLUS PROPERTY AT 25TH AND ALAMEDA STREET, CITY OF VERNON – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2013, recommending:

- 1) Authorization for the Chief Executive Officer or Chief Financial Officer to offer the ACTA/Ports property at 25th St. and Alameda St. in the City of Vernon for sale using a traditional broker/commission arrangement.
- 2) Authorization for the selection of a broker through a competitive request-for-qualifications process.

Chairperson Buscaino asked about the length of the process.

Mr. Doherty, ACTA Chief Executive Officer, informed the Board that it would take 30-45 days to select a broker, returning to the board perhaps in May for approval. When asked when the sale might be complete, he advised that perhaps July of 2013 if there is a willing buyer.

Board Member Knabe motioned, seconded by Board Member DeLong, that the item be approved as recommended. Carried by the following vote:

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

12. BOND SALE UPDATE – INFORMATION ITEM.

Mr. James Preusch presented an update of the \$248,325,000 – sale of Senior Lien Bonds, Series 2013A and provided an overview of ACTA's Outstanding Debt by Series and Type before and after refunding.

13. PROJECT UPDATE – INFORMATION ITEM.

Mr. John Doherty presented an update on the SR-47 Project, Segment 1 Heim Replacement.

14. PERFORMANCE UPDATE– INFORMATION ITEM.

Mr. John Doherty presented the January 2013 Performance Update.

15. PUBLIC COMMENT

There was no one present to address the Governing Board.

16. ADJOURNMENT

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