

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 JUNE 9, 2011, AT 9:00 A.M.

Members present:

Janice Hahn, City of Los Angeles
Gary DeLong, City of Long Beach
Don R. Knabe, Los Angeles County
Metropolitan Transportation Authority
Susan E. Anderson Wise, Port of Long Beach
Richard D. Steinke, Port of Long Beach
Robin Kramer, 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
Thomas A. Russell, ACTA, Co-General Counsel
Heather McCloskey, ACTA, Co-General Counsel
April See, ACTA Financial Systems Manager
Trang Nguyen, ACTA Principal Accountant

CHAIRPERSON HAHN PRESIDED.

1. ELECTION OF CHAIR AND VICE-CHAIR FOR FY 2012.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending the Governing Board elect a Chair and Vice Chair of the ACTA Governing Board for FY 2012, was presented to the Governing Board.

Board Member Kramer moved, seconded by Board Member Wise, that Board Member Gary DeLong be elected as Chair of the Governing Board for FY 2012. Carried by unanimous vote.

Board Member Knabe moved, seconded by Board Member Steinke, that Board Member Janice Hahn be elected as Vice Chair of the Governing Board for FY 2012. Carried by unanimous vote.

2. CLOSED SESSION

At 9:15 a.m., Chairperson Hahn recessed the Governing Board meeting to hold a conference with legal counsel regarding existing litigation pursuant to Government Code Section 54956.9, Subdivision (a) (two cases), and regarding anticipated litigation, pursuant to Government Code Section 54956.9, Subdivision (b) (one potential case).

At 10:15 a.m., the meeting was again called to order by Chairperson Hahn.

Mr. Charles Gale reported that on the second item with regard to the anticipated litigation in the closed session, Mr. John Doherty has a few items that he would like to describe for the benefit of the public.

Mr. John Doherty reported with regard to the issuance of an EPA order in January 2011 concerning an oil release into the Dominguez Channel, the Governing Board today approved pursuing cost recovery under any applicable state or federal funds that are available. In addition, the Governing Board

1. Ratified the types and amounts of the expenditures incurred to date and the expenditures estimated to be incurred through June 30, 2011, in the approximate amount of \$2.5 million regarding response to the EPA Order issued to the Ports and ACTA on January 7, 2011.
2. Authorized an additional \$1.8 million for activities in support of the Order through June 30, 2012.
3. Authorized the CEO or CFO to execute any agreement or amendment necessary to meet the obligations of the Order.
4. Authorized the CEO or CFO to execute any amendments to the Cost-Sharing Agreement amongst the Ports and ACTA to fund the efforts required.
5. Authorized the continued use of ACTA's unrestricted LAIF account to fund ACTA's share of costs per the Cost-Sharing Agreement, and to front fund the Ports' share of costs until amounts are received from each Port.

3. FY 2012 BUDGET

Communication from James P. Preusch, Chief Financial Officer, dated June 9, 2011, recommending adoption of the final FY 2011/2012 (FY12) budget and appropriate cash spending of \$128,611,988, was presented to the Governing Board.

Chairperson Hahn and Board Member Knabe expressed concerns about the budget not including enough funds for legal, public relations, and government affairs issues. Board Member Knabe agreed to approve the budget with the understanding of having periodic reviews and recommendations to amend the budget as necessary for community outreach efforts.

Board Member Kramer recommended that a workshop be held within the next few months to discuss what ACTA's mission should be going forward.

It was agreed by the Governing Board that in the future to conduct a budget workshop should be held prior to considering approval of the budget. However, it was acknowledged that there was difficulty in holding a workshop this year due to Board Member schedule conflicts.

Board Member Kramer moved, seconded by Board Member DeLong, that the budget for FY12 be adopted as recommended with the understanding there may be staff recommendations to the Governing Board in the future to amend the budget. Carried by the following vote:

AYES: Members: Kramer, Christensen, Wise, Steinke, Knabe, DeLong, Hahn
NOES: None
ABSENT: None

At 11:15 a.m., Board Members Steinke and DeLong left the meeting.

CONSENT CALENDAR - ITEMS NOS. 4-18.

4. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF MARCH 10, 2011 – APPROVED.

Minutes of the March 10, 2011, regular meeting of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board for approval.

5. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING MARCH 31, 2011 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 9, 2011, recommending the Quarterly Investment Report for the period ending March 31, 2011, be received and filed, was presented to the Governing Board.

6. MONTHLY FINANCIAL STATEMENTS FOR THE PERIOD ENDED APRIL 30, 2011 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 9, 2011, recommending that the monthly financial reports for the period ended April 30, 2011, be received and filed, was presented to the Governing Board.

7. BERG ASSOCIATES, INC. – CHANGE ORDER TO CONTRACT NO. CO607 FOR FY12 CONSTRUCTION MANAGEMENT SERVICES - APPROVED.

Communication from John Doherty, Chief Executive Officer, dated June 9, 2011,

recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute a Change Order to ACTA Contract No. CO607 with Berg Associates, Inc., increasing the not-to-exceed amount by \$75,000, for document control support and extending the term through FY12, was presented to the Governing Board.

- 8. MANATT, PHELPS & PHILLIPS – AMENDMENT TO AGREEMENT NO. 693 FOR FY12 FEDERAL LEGISLATIVE ADVOCACY SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Agreement No. 693 with Manatt, Phelps & Phillips for federal legislative advocacy services that extends the term one year through June 30, 2012, for the total not-to-exceed amount of \$75,000, was presented to the Governing Board.

- 9. IBI GROUP – AMENDMENTS TO AGREEMENTS NOS. CO719 AND CO783 FOR ACTA SYSTEMS SUPPORT AND MAINTENANCE EFFORTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute amendments to:

- 1. Agreement No. CO719 with IBI, for a one year term extension through June 30, 2012, at an increased contract value not to exceed \$104,500, for support and maintenance of ACTA's Revenue Assessment and Verification System and PierPass Validation System; and
 - 2. Agreement No. CO783 with IBI, for a one year term extension through June 30, 2012, at an increased contract value not to exceed \$150,000, for special services related to ACTA's Revenue Assessment and Verification System and PierPass Validation System, was presented to the Governing Board.
- 10. BUTTERFIELD COMMUNICATIONS – AMENDMENT TO AGREEMENT NO. 729 – CERRELL ASSOCIATES, INC. – AMENDMENT TO AGREEMENT NO. 730 – APPROVED.

Communication from John Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute Amendments to government/public affairs consultant contracts:

- 1. Agreement No. 729 with Butterfield Communications in the fixed annual amount of \$100,000 for the period from July 1, 2011, to June 30, 2012; and
- 2. Agreement No. 730 with Cerrell Associates, Inc., in the fixed annual amount of \$75,000 for the period from July 1, 2011, to June 30, 2012, was presented to

the Governing Board.

11. WILLIS INSURANCE SERVICES OF CALIFORNIA INC. – AMENDMENT TO CONTRACT NO. CO761 FOR BROKER OF RECORD SERVICES – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Contract No. CO761 with Willis Insurance Services of California Inc., (formerly Hilb, Rogal & Hobbs) for insurance brokerage services, extending the contract term through June 30, 2012, and increasing the contract amount by \$100,000, was presented to the Governing Board.

12. AMENDMENTS TO ACTA LEGAL SERVICES AGREEMENTS FOR FY12 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to:

1. Issue amendments to legal services agreements with ten law firms: Gibbs, Giden; Jones Day; Keesal Young & Logan; Allen Matkins; Nossaman; O'Melveny; Quateman; Smith & Rendon; Squires Sanders; and Alston & Byrd in the aggregate amount of \$70,000 to be used in conjunction with \$745,000 of previously authorized surplus to fund \$815,000 of estimated FY12 legal expenses; and
2. Issue additional amendments, as may be required throughout the fiscal year, by shifting unused amounts from one agreement to another, was presented to the Governing Board.

13. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDERS TO FY11 ANNUAL CONTRACTS – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue Change Orders with no net increase in aggregate value to FY11 annual Contract Work Orders with the Alameda Corridor Engineering Team (ACET) through Amended Agreement No. CO027 as follows:

- 1) Increase ACTA support CWO by \$75,000;
- 2) Decrease SR-47 CWO by \$75,000;
- 3) As a result of nos. 1 & 2, the total FY11 not-to-exceed amount will remain \$4,112,065, was presented to the Governing Board.

14. URS CORP. – CHANGE ORDER TO AGREEMENT NO. CO807 FOR SR-47

SEGMENT 1 DESIGN SUPPORT DURING CONSTRUCTION – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue a Change Order to Agreement No. 807 with URS Corp., in the amount of \$1,650,000, for design support during construction for the Heim Bridge replacement portion of the SR-47 Project (known as Segment 1), was presented to the Governing Board.

15. EARTH MECHANICS INC. – CHANGE ORDERS TO AGREEMENT NO. 764 FOR GEOTECHNICAL ENGINEERING FOR SR-47 SEGMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute Change Orders to Agreement No. 764 with Earth Mechanics Inc. for additional geotechnical design and design support during construction for Segment 1 of the SR-47 Project in the aggregate amount not to exceed \$850,000, was presented to the Governing Board.

16. BALFOUR BEATTY RAIL INC. – CONTRACT TASK ORDERS TO AGREEMENT NO. 782 FOR MISCELLANEOUS ADDITIONAL SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue contract task orders for miscellaneous additional services provided by Balfour Beatty Rail Inc. under Agreement No. 782 in an amount not to exceed \$100,000, was presented to the Governing Board.

17. DAVID DUTHIE – AMENDMENT TO CONSULTANT SERVICE AGREEMENT NO. 714 FOR UTILITLY COORDINATION SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Consultant Service Agreement No. 714 with David Duthie for utility coordination services in the amount not to exceed \$75,000 for services through June 30, 2012, was presented to the Governing Board.

18. ALAMEDA CORRIDOR ENGINEERING TEAM – FY12 ANNUAL CONTRACT WORK ORDERS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue annual Contract Work Orders and corresponding Change Orders to amended Agreement No. CO027 for services provided by the Alameda Corridor Engineering Team (ACET) as follows:

- 1) Approve FY12 ACTA Support CWO for the period July 1, 2011, through June 30, 2012, and issue CO in the amount of \$2,213,712;
- 2) Approve FY11 Pacific Coast Highway closeout CWO for the period July 1, 2011, through June 30, 2012, and issue CO in the amount of \$227,958;
- 3) Approve FY11 SR-47 Expressway CWO for the period July 1, 2011, through June 30, 2012, and issue CO in the amount of \$889,154; and
- 4) Increase the not-to-exceed total contract value by the combined amount of \$3,330,824 from \$225,348,229 to \$228,679,053 to incorporate the CWOs and COs listed above exclusive of EPA amounts, was presented to the Governing Board.

Board Member Hahn recused herself from Consent Calendar Items Nos. 8 and 12.

Board Member Knabe moved, seconded by Board Member Wise, that the communications be received and filed and that Consent Items Nos. 4-18, with the exception of Items Nos. 8 and 12, be approved as recommended. Carried by the following vote:

AYES: Members: Kramer, Christensen, Wise, Knabe, Hahn
 NOES: None
 ABSENT: Members: Steinke, DeLong

Alternate Board Member Steve Rubin attended the meeting on behalf of Board Member Steinke to vote on Consent Calendar Items Nos. 8 and 12.

Board Member Knabe moved, seconded by Board Member Kramer, that the communications for Consent Items Nos. 8 and 12 be received and filed, and that the items be approved as recommended. Carried by the following vote:

AYES: Members: Kramer, Christensen, Wise, Rubin, Knabe
 NOES: None
 RECUSED: Member: Hahn
 ABSENT: Members: Steinke, DeLong

19. RESOLUTION NO. JPA 11-1 AMENDING ICMA-RC IRC 457 DEFERRED COMPENSATION PLAN – ADOPTED – STATEMENT OF INTENT TO AMEND DEFERRED COMPENSATION PLAN – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 9, 2011, recommending the Governing Board adopt a resolution amending the ICMA-RC IRC 457 Deferred Compensation Plan; and authorize the Chief Financial Officer to execute the Statement of Intent to amend the Deferred Compensation Plan, was presented to the Governing Board.

Board Member Knabe moved, seconded by Board Member Wise, that Item No. 19 be approved as recommended. Carried by the following vote:

AYES: Members: Kramer,Christensen,Wise,Knabe,Hahn
NOES: None
ABSENT: Members: Steinke,DeLong

20. CALTRANS SR-47 HENRY FORD AVENUE AND PIER S PUMP STATIONS – CONSTRUCTION COOPERATIVE AGREEMENT OR AMENDMENT TO SR-47 CONSTRUCTION COOPERATIVE AGREEMENT - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute a separate Construction Cooperative Agreement or amendment to the SR-47 Construction Cooperative Agreement enabling ACTA to administer the construction contract for the Henry Ford Ave. and Pier S pump stations with ACTA costs reimbursed by Caltrans, was presented to the Governing Board.

Board Member Knabe moved, seconded by Board Member Christensen, that Item No. 20 be approved as recommended. Carried by the following vote:

AYES: Members: Kramer,Christensen,Wise,Knabe,Hahn
NOES: None
ABSENT: Members: Steinke,DeLong

21. HNTB – AMENDMENT TO AGREEMENT NO. 811 FOR BADGER RAIL BRIDGE SEISMIC ANALYSIS RETROFIT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 9, 2011, recommending authorization for the Chief Executive Officer or Chief Financial Officer to:

1. Set aside an amount not to exceed \$800,000 from the 1999C Construction Fund for ACTA's share of the funding to advance value engineering, final design and bid document preparation for Badger Rail Bridge seismic retrofit project;
2. Execute a cost sharing agreement with the Ports to complete these activities; and
3. Issue an amendment(s) as may be required to Agreement No. 811 with HNTB to advance the work in stages after executing the funding agreement, was presented to the Governing Board.

Board Member Christensen moved, seconded by Board Member Kramer, that Item No. 21 be approved as recommended. Carried by the following vote:

AYES: Members: Kramer,Christensen,Wise,Knabe,Hahn
NOES: None

ABSENT: Members: Steinke, DeLong

At 11:25 a.m. Board Members Knabe and Hahn left the meeting.

22. RRIF LOAN UPDATE – INFORMATION ITEM.

Communication from James Preusch, Chief Financial Officer, dated June 9, 2011, regarding the RRIF loan update, was presented to the Governing Board for information only.

Mr. Jim Preusch gave a presentation on the RRIF loan update.

23. SR-47 AND OTHER PROJECTS UPDATE – INFORMATION ITEM.

24. LEGISLATIVE UPDATE – INFORMATION ITEM.

25. APRIL PERFORMANCE UPDATE – INFORMATION ITEM.

Due to time constraints, Items Nos. 23-25 were postponed until the next Governing Board meeting.

26. PUBLIC COMMENT.

There was no one present to address the Governing Board.

Board Member Kramer thanked Mr. John Doherty and Mr. Jim Preusch for all of their hard work on the budget.

27. ADJOURNMENT

At 11:30 a.m., the meeting was adjourned sine die.