

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 10, 2010, AT 9:00 A.M.

Members present:

Gary DeLong, City of Long Beach  
Janice Hahn, City of Los Angeles  
Don R. Knabe, Los Angeles County  
Metropolitan Transportation Authority  
Susan E. Anderson Wise, 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  
Art Goodwin, ACTA Director of Planning  
Charles Gale, ACTA, Co-General Counsel  
Heather McCloskey, ACTA, Co-General Counsel  
April See, ACTA Financial Systems Manager  
Trang Nguyen, ACTA Principal Accountant

CHAIRPERSON DeLONG PRESIDED.

1. CLOSED SESSION

At 9:10 a.m., Chairperson DeLong 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 a conference with real property negotiators pursuant to Government Code Section 54956.8.

At 9:20 a.m., Board Member Hahn and Board Member Knabe arrived during the closed session.

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

Mr. Charles Gale, Co-General Counsel to ACTA, reported that, with regard to the conference for real property negotiators, there's been an authorization for settlement to purchase Parcel SE-802 with Union Pacific Railroad for the settlement amount of \$75,000.

2. ELECTION OF CHAIR AND VICE-CHAIR FOR FY 2011.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending the Governing Board elect a Chair and Vice Chair of the Governing Board for FY 2011, was presented to the Governing Board.

Board Member Knabe motioned, seconded by Board Member DeLong, that Board Member Hahn be elected as Chair of the Governing Board for FY 2011. Carried by unanimous vote.

Board Member Krause motioned, seconded by Board Member Knabe, that Board Member DeLong be elected as Vice Chair of the Governing Board for FY 2011. Carried by unanimous vote.

3. FY 2011 BUDGET – ADOPTED.

Communication from James P. Preusch, Chief Financial Officer, dated June 10, 2010, recommending adoption of the final FY 2010/2011 (FY11) Budget and appropriate cash spending of \$137,620,119, was presented to the Governing Board.

Board Member Krause motioned, seconded by Board Member Christensen, that the FY11 Budget be adopted as presented. Carried by the following vote:

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

CONSENT CALENDAR - ITEMS NOS. 4-19

4. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF MARCH 11, 2010 – APPROVED.

Minutes of the March 11, 2010, regular meeting of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board for approval.

5. MINUTES - ACTA GOVERNING BOARD SPECIAL MEETING OF APRIL 22, 2010 – APPROVED.

Minutes of the April 22, 2010, special meeting of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board for approval.

6. MONTHLY FINANCIAL STATEMENTS – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 10,

2010, recommending that the monthly financial reports for the period ended April 30, 2010, be received and filed, was presented to the Governing Board.

7. QUARTERLY INVESTMENT REPORT – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 10, 2010, recommending that the Quarterly Investment Report for the period ending March 31, 2010, be received and filed, was presented to the Governing Board.

8. RELINQUISHMENT OF ACTA EASEMENT NE-135 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute documents necessary for the relinquishment of ACTA Easement NE-135, was presented to the Governing Board.

9. RON RAKICH & ASSOCIATES, INC. – AMENDMENT TO AGREEMENT NO. 712 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an Amendment to Agreement No. 712 with Ron Rakich and Associates, Inc., for risk management services, extending the term through June 30, 2011, and increasing the contract amount by \$6,000, was presented to the Governing Board.

10. BERG ASSOCIATES, INC. – CHANGE ORDER TO ACTA CONTRACT NO. CO607 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, 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 \$125,000, for construction management services and document control support and extending the term through FY11, was presented to the Governing Board.

11. BUTTERFIELD COMMUNICATIONS – AMENDMENT TO CONTRACT NO. 729 – CERRELL ASSOCIATES, INC. – AMENDMENT TO CONTRACT NO. 730 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, 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 \$235,800 for the period from July 1, 2010, to June 30, 2011;

2. Agreement No. 730 with Cerrell Associates, Inc., in the fixed annual amount of \$167,250 for the period from July 1, 2010, to June 30, 2011,

was presented to the Governing Board.

12. IBI GROUP – AMENDMENTS TO AGREEMENTS NOS. CO719 AND CO749 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute Amendments to:

1. Agreement CO719 with IBI for a one-year term extension through June 30, 2011, at an increased contract value not-to-exceed \$66,000 for support and maintenance of ACTA's Revenue Assessment and Verification System; and
2. Agreement CO749 with IBI for a one-year term extension through June 30, 2011, at an increased contract value not-to-exceed \$44,000 for support and maintenance of the PierPass Validation System,

was presented to the Governing Board.

13. NOSSAMAN – AMENDMENT TO LEGAL SERVICES AGREEMENT NO. 798 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue an Amendment to Legal Services Agreement No. 798 with Nossaman in the amount of \$175,000, for additional services through June 30, 2010, was presented to the Governing Board.

14. AMENDMENTS TO ACTA LEGAL SERVICES AGREEMENTS – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to:

1. Issue amendments to legal services agreements with ten law firms: Bergman & Dacey; Gibbs, Giden; Jones Day; Keesal Young; Allen Matkins; Nossaman; O'Melveny; Quateman; Squires Sanders; and Alston & Byrd in the aggregate amount of \$455,000 through FY11 to fund, in conjunction with previous surplus authorized amounts, \$1,350,000 of estimated FY11 legal expenses; and
2. Issue additional amendments, as may be required throughout the fiscal

year, through one or both of the following means: (a) use of a 10% contingency amount of \$135,000 and/or (b) shifting unused amounts from one agreement to another, was presented to the Governing Board.

15. MANATT, PHELPS & PHILLIPS – AMENDMENT TO AGREEMENT NO. 693 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, 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, 2011, for the total not-to-exceed amount of \$102,000, was presented to the Governing Board.

16. ACE ENGINEERING INC. – AMENDMENT TO CONTRACT NO. CO737 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an Amendment to Contract No. CO737 with Ace Engineering, Inc., for on-call services, extending the contract term through June 30, 2011, and increasing the contract value by \$1,031,660, was presented to the Governing Board.

17. ALAMEDA CORRIDOR ENGINEERING TEAM – FY10 ANNUAL CONTRACT WORK ORDERS – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue Change Orders with no net increase in aggregate value to FY10 annual Contract Work Orders with the Alameda Corridor Engineering Team (ACET) through Amended Agreement No. CO027 as follows:

- 1) Increase ACTA Support CWO by \$60,000;
- 2) Increase Pacific Coast Highway CWO by \$120,000;
- 3) Decrease SR-47 CWO by \$180,000;
- 4) As a result of 1-3, the total FY10 not-to-exceed amount will remain \$6,326,693;

was presented to the Governing Board.

18. ALAMEDA CORRIDOR ENGINEERING TEAM – FY11 ANNUAL CONTRACT WORK ORDERS TO AMENDED AGREEMENT NO. CO027 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, 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 FY11 ACTA Support CWO for the period July 1, 2010, through June 30, 2011, and issue Change Order in the amount of \$2,178,146;
- 2) Approve FY11 Pacific Coast Highway closeout CWO for the period July 1, 2010, through June 30, 2011, and issue Change Order in the amount of \$146,720;
- 3) Approve FY11 SR-47 Expressway CWO for the period July 1, 2010, through June 30, 2011, and issue Change Order in the amount of \$1,087,966;
- 4) Increase the not-to-exceed total contract value by the combined amount of \$3,412,832 from \$221,474,293 to \$224,887,125 to incorporate the CWOs and Change Orders listed above,

was presented to the Governing Board.

19. HILB, ROGAL & HOBBS INSURANCE SERVICES OF CALIFORNIA INC. (NOW WILLIS) – AMENDMENT TO CONTRACT NO. CO761 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an Amendment to Contract No. CO761 with Hilb, Rogal & Hobbs Insurance Services of California Inc. (now Willis) for insurance brokerage services, extending the contract term through June 30, 2011, and increasing the contract amount by \$100,000, was presented to the Governing Board.

Board Member Steinke motioned, seconded by Board Member Wise, that the communications be received and filed and that Items Nos. 4-19 be approved as recommended. Carried by the following vote:

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

20. ACTA COMMUNICATIONS SYSTEM UPGRADE – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 10, 2010, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an agreement with a railroad communications specialty consultant, in an amount not to exceed \$100,000, to evaluate ACTA's emergency communications systems and develop and oversee upgrades as necessary, was presented to the Governing Board.

Board Member Christensen inquired about the possibility of obtaining any grant funding for security upgrades.

Mr. Doherty stated that Board Member Christensen's inquiry was a good suggestion and that ACTA would look into the possibility of grant funding once they have the evaluation. He stated the name of the firm selected to do the evaluation is CCI (Convergent Communications, Inc.)

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

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

21. SELECTION OF ACTA'S INVESTMENT MANAGERS – APPROVED.

Communication from James Preusch, Chief Financial Officer, dated June 10, 2010, recommending approval of the selection of Chandler Asset Management to serve as ACTA's Investment Manager, and to authorize the Chief Executive Officer or Chief Financial Officer to execute a contract with Chandler Asset Management for a five-year period, cancelable on any anniversary at ACTA's discretion with 60 days notice, in the not-to-exceed amount of \$540,000, was presented to the Governing Board.

Mr. Brian Gales presented the recommendation of the ACTA staff on the selection of the Investment Manager, Chandler Asset Management.

Chairperson DeLong recommended: (1) ACTA staff follow up with the Governing Board with a memo explaining Chandler Asset Management's performance and, (2) include performance in the staff report next time when this matter comes around again.

Board Member Knabe motioned, seconded by Board Member Krause that the contract with Chandler Asset Management be extended for the full quarter through September 2010 and that the item be brought back to the Governing Board for consideration at its next meeting. Carried by the following vote:

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

22. RAILROAD REHABILITATION & INFRASTRUCTURE FINANCING (RRIF) LOAN APPLICATION UPDATE – INFORMATION ITEM.

Communication from James P. Preusch, Chief Financial Officer, dated June 10, 2010, providing an update on a Railroad Rehabilitation & Infrastructure Financing

(RRIF) loan, was presented to the Governing Board for information only.

23. SR-47 UPDATE – INFORMATION ITEM.

Mr. John Doherty gave an update on the SR-47 Project. Mr. Doherty advised that the project had made the final shortlist of national projects for possible federal TIGER I grant funding. However, it did not make the final list of 51 approved projects. He advised that an application will not be made for TIGER II funding due to TIGER II program schedule restrictions and full funding uncertainties for the project.

24. LEGISLATIVE UPDATE – INFORMATION ITEM.

Mr. Norm Emerson gave a legislative update.

25. ACTA APRIL PERFORMANCE UPDATE – INFORMATION ITEM.

Mr. John Doherty gave an update on the April performance.

26. PUBLIC COMMENT

There was no one present to address the Governing Board.

27. ADJOURNMENT

At 10:30 a.m., the meeting was adjourned sine die.