

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 14, 2012, AT 9:00 A.M.

Members present:

Gary DeLong, City of Long Beach
Joe Buscaino, City of Los Angeles
Don R. Knabe, Los Angeles County
Metropolitan Transportation Authority
J. Christopher Lytle, Port of Long Beach
Robin Kramer, Port of Los Angeles

Members absent:

Geraldine Knatz, Port of Los Angeles
Susan E. Anderson Wise, Port of Long Beach

Also present:

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

CHAIRPERSON DeLONG PRESIDED.

1. ELECTION OF CHAIR AND VICE-CHAIR FOR FY2013.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2012, recommending the Governing Board elect a Chair and Vice Chair of the ACTA Governing Board for FY2013, was presented to the Governing Board.

Board Member DeLong motioned, seconded by Board Member Lytle, that Joe Buscaino be elected as Chair of the Governing Board for FY2013. Carried by unanimous vote.

Board Member Knabe motioned, seconded by Board Member Lytle, that Gary DeLong be elected as Vice Chair of the Governing Board for FY2013. Carried by unanimous vote.

2. FINAL AUTHORIZATION TO PROCEED WITH FRA RRIF TRANSACTION – APPROVED.

Mr. James Preusch acknowledged Mr. Brian Rockwell from Bank of America and stated that Bank of America first presented the RRIF concept to ACTA almost three years ago. He stated that Bank of America will get nothing out of the FRA RRIF transaction after all of the work they have contributed, but he felt it was important to acknowledge all of their hard work, effort, and creativity in presenting this idea that will probably get ACTA financing at 2.5%.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending the Governing Board:

- a. Approve the RRIF Financing Agreement, Eighth Supplemental Trust Indenture, and Surety Agreement in substantially final form and authorize the Chief Executive Officer, Chief Financial Officer, Secretary, ACTA Co-Counsel or such other designees to execute and deliver the documents with such non-substantive changes as are necessary or appropriate; and
- b. Adopt Resolution JPA-12-1 authorizing the issuance of the 2012 Bonds, the Second Amendment to the Forward Delivery Agreement, and other related documents; and
- c. Authorize the Chief Executive Officer or Chief Financial Officer, Secretary, ACTA Co-Counsel or such other designees to:
 - i. Execute a term sheet with the Federal Railroad Administration (FRA) setting the interest rate, the principal amount and such other key financial terms with respect to the RRIF transaction; and
 - ii. Take all actions necessary to call and redeem, on or about July 24, 2012, the 1999A Senior Lien Tax-Exempt Revenue Bonds maturing on October 1, 2014 through 2018, and a portion of 2019 at par plus accrued interest thereon to the redemption date, including, without limitation, to execute and deliver a Second Amendment to the Forward Delivery Agreement with Bank of America and take certain related actions; and
 - iii. Prepare, execute and deliver all documents, and take any and all other actions necessary or appropriate to complete, close and fund the ACTA-FRA RRIF transaction, and refund selected 1999A Bonds; was presented to the Governing Board.

Board Member Kramer motioned, seconded by Board Member Lytle, that Item No. 2 be approved as recommended. Carried by the following vote:

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

Mr. John Doherty thanked Ms. Valerie Smith from O'Melveny & Myers and Mr. Jim Preusch, ACTA's Chief Financial Officer, for their tenacity over the past two and a half years on the FRA RRIF transaction.

Board Member DeLong also thanked Valerie Smith and Jim Preusch for all of their efforts in getting this transaction completed.

3. FY 2013 BUDGET – ADOPTED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending adoption of the final FY 2012/2013 (FY13) Budget and appropriate cash spending in the amount of \$132,647,836, was presented to the Governing Board.

Board Member Kramer proposed an amendment to the FY2013 Budget as it relates to Item No. 13 on the Consent Calendar regarding the Public Affairs contracts to continue funding for public affairs and media relations. She stated she would like to request, as part of the budget, the consultants and ACTA staff report back to the Governing Board in six months on the efficacy of their work over the first six months of the next fiscal year and the value added to ACTA.

Board Member Lytle concurred with Board Member Kramer's approach on the budget and complimented ACTA staff on their good work in preparing the budget. He also agreed with Board Member Kramer's recommendation to report back to the Governing Board in six months on the public affairs information. He stated that the information would be valuable.

John Doherty agreed that ACTA staff would report back to the Governing Board within six months regarding the public affairs and media relations information.

Board Member Buscaino motioned, seconded by Board Member Lytle, that Item No. 3 be approved as amended. Carried by the following vote:

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

CONSENT CALENDAR - ITEMS NOS. 4-19

4. MINUTES - ACTA GOVERNING BOARD REGULAR MEETINGS OF MARCH 8, 2012, & MAY 10, 2012, AND SPECIAL MEETING OF MARCH 23, 2012 – APPROVED.

Minutes of the regular meetings of March 8, 2012, and May 10, 2012, and special meeting of March 23, 2012, of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board for approval.

5. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDING APRIL 30, 2012 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 14, 2012, recommending that the monthly financial reports for the period ending April 30, 2012, be received and filed, was presented to the Governing Board.

6. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING MARCH 31, 2012 – RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending that the Quarterly Investment Report for the period ending March 31, 2012, be received and filed, was presented to the Governing Board.

7. ALAMEDA CORRIDOR ENGINEERING TEAM – FY12 ANNUAL CONTRACT WORK ORDERS UNDER AMENDED AGREEMENT NO. CO027 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue Change Orders in the net decrease amount of \$63,634 to FY12 annual Contract Work Orders (CWOs) with the Alameda Corridor Engineering Team (ACET) under Amended Agreement No. CO027 as follows:

- 1) Decrease ACTA Support CWO by \$45,985;
- 2) Decrease Pacific Coast Highway CWO by \$161,882;
- 3) Increase SR-47 CWO by \$144,233; and
- 4) A net decrease of \$63,634 results revising the FY12 not-to-exceed amount of \$3,267,190,

was presented to the Governing Board.

8. BERG ASSOCIATES, INC. – CHANGE ORDER TO ACTA CONTRACT NO. CO607 FOR CONSTRUCTION MANAGEMENT SERVICES FOR FY13.

Communication from John Doherty, Chief Executive Officer, dated June 14, 2012, 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 document control support and extending the term through FY13, was presented to the Governing Board.

9. DAVID DUTHIE – AMENDMENT TO CONSULTANT SERVICE AGREEMENT NO. 714 FOR UTILITY COORDINATION SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2012, 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 extending the term through June 30, 2013, and increasing the contract value by \$40,000, was presented to the Governing Board.

10. MANATT, PHELPS & PHILLIPS – AMENDMENT TO AGREEMENT NO. 693 FOR FEDERAL ADVOCACY FOR FY13 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Agreement No. 693 with Manatt, Phelps & Phillips (MPP), for federal advocacy services, extending the term one year through June 30, 2013, at the total not-to-exceed sum of \$75,000, was presented to the Governing Board.

11. AMENDMENTS TO ACTA LEGAL SERVICES AGREEMENTS FOR FY13 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to:

1. Issue amendments to legal services agreements with five law firms: Nossaman; O'Melveny; Posinelli Shughart; Smith & Rendon; and Alston & Byrd in the aggregate amount of \$547,000 to be used in conjunction with \$171,000 of previously authorized surplus to fund \$718,000 of estimated FY13 legal expenses, excluding the oil release matter; 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.

12. O'MELVENY & MYERS – AMENDMENT TO LEGAL SERVICE AGREEMENT NO. 799 FOR FY12 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue an amendment to the legal service agreement No. 799 with O'Melveny & Myers in the amount of \$200,000, for additional services required through June 30, 2012, for the RRIF transaction, was presented to the Governing Board.

13. 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 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial

Officer to execute amendments to government/public affairs and media relations contracts:

1. Agreement No. 729 with Butterfield Communications in the fixed annual amount of \$100,000 for the period from July 1, 2012, to June 30, 2013 (FY13); and

2. Agreement No. 730 with Cerrell Associates, Inc., in the fixed annual amount of \$75,000 for the period from July 1, 2012, to June 30, 2013 (FY13), was presented to the Governing Board

14. PUBLIC FINANCIAL MANAGEMENT – AMENDMENT TO AGREEMENT NO. 637 FOR FINANCIAL ADVISORY SERVICES– APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Agreement No. 637 with Public Financial Management (PFM), for financial advisory services extending the term two years through June 30, 2014, and increasing the contract value by \$80,000, was presented to the Governing Board.

15. IBI GROUP – AMENDMENT TO AGREEMENT NO. 719 FOR ACTA SYSTEMS SUPPORT AND MAINTENANCE EFFORTS– APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Agreement No. CO719 with IBI Group, for a one-year term extension through June 30, 2013, 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, was presented to the Governing Board.

16. 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 14, 2012, 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., for insurance brokerage services, extending the contract term through June 30, 2013, and increasing the contract amount by \$100,000, was presented to the Governing Board.

17. VASQUEZ & COMPANY, LLP – AMENDMENT TO AGREEMENT NO. 754 FOR FY13 AUDIT SERVICES – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14,

2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an amendment to Agreement No. 754 with Vasquez & Company, LLP increasing the contract value by \$15,000 for FY13 audit services, was presented to the Governing Board.

18. ALAMEDA CORRIDOR ENGINEERING TEAM (ACET) – FY13 ANNUAL CONTRACT WORK ORDERS – APPROVED.

Communication from James Preusch, Chief Financial Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue annual Contract Work Orders (CWOs) and corresponding Change Orders (COs) to Amended Agreement No. CO027 for services provided by the Alameda Corridor Engineering Team (ACET) as follows:

- 1) Approve FY13 ACTA Support CWO for the period July 1, 2012, through June 30, 2013, and issue CO in the amount of \$2,047,347;
- 2) Approve FY13 Pacific Coast Highway closeout CWO for the period July 1, 2012, through June 30, 2013, and issue CO in the amount of \$110,505;
- 3) Approve FY13 SR-47 Expressway CWO for the period July 1, 2012, through June 30, 2013, and issue CO in the amount of \$549,339; and
- 4) Increase the not-to-exceed total contract value by the combined amount of \$2,707,191 from \$228,557,366 to \$231,264,557 to incorporate the CWOs and COs listed above, exclusive of EPA amounts, was presented to the Governing Board.

19. WARREN E & P, INC. – EASEMENT AND LICENSE AGREEMENT – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an Easement and License Agreement with Warren E & P, Inc., concerning oil operations on ACTA property, was presented to the Governing Board.

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

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

20. PUBLIC COMMENT

There was no one present to address the Governing Board.

21. ADJOURNMENT

At 9:20 a.m., the meeting was adjourned sine die.