

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD AT THE LONG BEACH CITY COLLEGE BOARD ROOM, 4901 EAST CARSON STREET, LONG BEACH, CALIFORNIA, ON JUNE 14, 2018 AT 9:30 A.M.

Members present:

Frank Colonna, Port of Long Beach
Janice Hahn, Los Angeles County
Metropolitan Transportation Authority
Edward Renwick, Port of Los Angeles

Alternate Members present:

Tony Gioiello, Port of Los Angeles
Duane Kenagy, Port of Long Beach

Members absent:

Joe Buscaino, City of Los Angeles
Suzie Price, City of Long Beach

Also present:

John T. Doherty, ACTA, Chief Executive Officer
James P. Preusch, ACTA, Chief Financial Officer
Heather McCloskey, ACTA, Co-General Counsel
Lauren Misajon, ACTA, Co-General Counsel

BOARD MEMBER HAHN PRECIED AS ACTING CHAIR

The meeting was called to order at 9:35 a.m. Roll call was taken.

Item No. 3 was pulled from the agenda to be discussed at a future meeting.

1. ELECTION OF ACTA CHAIR AND VICE CHAIR FOR FY19 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending the Governing Board to elect a Chair and Vice-Chair of the ACTA Governing Board for FY19, was presented to the Governing Board.

Board Member Renwick made a motion, seconded by Board Member Colonna, that Joe Buscaino be elected as Chair of the Governing Board for FY19. Board Member Colonna made a motion, seconded by Board Member Renwick that Suzie Price be elected as Vice-Chair. Carried by the following vote:

AYES: Colonna, Gioiello, Hahn, Kenagy, Renwick
NOES: None

ABSENT: Buscaino, Price

2. LEGAL SERVICES – NEW AGREEMENTS – APPROVED.

Communication from Heather M. McCloskey and Lauren Misajon, Co-General Counsel, dated June 14, 2018, recommending the Governing Board to:

- 1) Approve the selection of, and proposed five-year legal services agreements with Bergman, Dacey, Goldsmith PC; Best, Best & Krieger LLP; Burke, Williams & Sorensen, LLP; Gibbs Giden Locher Turner Senet & Wittbrodt LLP; Hanson Bridgett LLP; Hawkins Delafield & Wood LLP; Kutak Rock LLP; Nixon Peabody LLP; Nossaman LLP; O'Melveny & Myers LLP; Polsinelli LLP and Theodora Oringher PC;
- 2) Authorize the Chief Executive Officer or Chief Financial Officer to execute said agreements; and
- 3) Allocate \$600,000, as appropriated in the FY19 Budget, for legal services during FY19

was presented to the Governing Board.

Acting Chair Hahn requested that more information and updates be provided to the Board in the future on the status of current and anticipated legal issues, as well as government affairs and federal advocacy matters.

Ms. Heather McCloskey stated that a "pink memo" (i.e. confidential advisory memo) would be prepared for those legal issues that are confidential and are the subject of closed vs. open session discussion.

Board Member Renwick asked that standard legal and "budget-out" statements, similar to those included in POLA Harbor Commission staff memos, be incorporated in the ACTA board memos involving contracts as well. Ms. McCloskey responded that it would be done.

Member Colonna suggested that periodic contract summary reports be provided for multi-year contracts.

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

AYES: Colonna, Gioiello, Hahn, Kenagy, Renwick

NOES: None

ABSENT: Buscaino, Price

4. FY 2019 BUDGET – ADOPTED

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2018,

recommending adoption of the final FY 2018/2019 (FY19) Budget and appropriate cash spending of \$125,485,573, was presented to the Governing Board.

Mr. Preusch stated that the budget had not changed dramatically since it was presented to the board in April. He presented a summary of the underlying budget assumptions, the revenue operating budget summary, net administrative expense comparison and administrative spending by expense type as compared to FY18.

Acting Chair Hahn asked about ACTA's plan to pay off the debt service. Mr. Preusch stated that with the restructuring in 2016, no shortfall advances were anticipated until 2026. There are opportunities to restructure the debt in 2023 and 2026.

Board Member Colonna motioned, seconded by Board Member Renwick that the FY 2018/2019 Budget be adopted as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Hahn, Kenagy, Renwick

NOES: None

ABSENT: Buscaino, Price

CONSENT CALENDAR - ITEM NOS. 5-6 & 17-18

Items No. 7-16 were pulled from Consent for discussion.

5. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF APRIL 12, 2018 – APPROVED.

Minutes of the Regular Meeting of April 12, 2018 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

6. MONTHLY FINANCIAL STATEMENTS FOR THE PERIOD ENDED APRIL 30, 2018 – RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2018, recommending that the monthly financial reports for the period ended April 30, 2018, be received and filed, was presented to the Governing Board.

17. STATUS UPDATE – REQUEST FOR PROPOSALS FOR ACTA CONTRACTS – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, with a summary of Requests for Proposals (RFPs) that have been or will be issued to re-compete various ACTA contracts for services, was presented to the Governing Board.

18. UPDATE – RATING AGENCY – INFORMATION ITEM.

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

2018, with an update to the municipal bond rating agencies Fitch, Moody's Investor Services, and Standard & Poors, was presented to the Governing Board.

Board Member Renwick motioned, seconded by Board Member Colonna that Item No. 5 be approved and that Items No. 6, 17 & 18 be received and filed. Carried by the following vote:

AYES: Colonna, Gioiello, Hahn, Kenagy, Renwick

NOES: None

ABSENT: Buscaino, Price

Board Member Renwick requested that Items No. 7-16 be pulled from Consent for discussion. The items involve agreements that have been extended without a new competitive bidding process. Mr. Renwick asked that staff explain in each case the reason for the extension of the agreement.

Acting Chair Hahn requested that Items No. 7-16 be approved as a group, as opposed to individually, after the discussion of all items.

7. BALFOUR BEATTY INFRASTRUCTURE, INC – INCREASE TO TASK ORDER NO. 10 – AGREEMENT NO. C0782 – FLAGGING SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending that the Board approve an increase of \$225,000 to Task Order No. 10 for flagging services under Agreement No. C0782 with Balfour Beatty Infrastructure, Inc. and authorize the Chief Executive Officer or Chief Financial Officer to execute Task Order No. 10, was presented to the Governing Board.

Mr. Doherty provided an overview of the item and stated that it was not an extension of the agreement but an increase of funds due to additional projects needing flagging services as requested from time to time by other agencies and utility owners.

Item No. 7 was approved as recommended.

8. BARTEL ASSOCIATES, LLC – AMENDMENT TO AGREEMENT NO. C0788 FOR ACTUARY SERVICES – APPROVED AS AMENDED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2018, recommending that the Board approve Agreement No. C0788 with Bartel Associates, LLC for actuary services in the amount of \$35,000 and extend the term through June 30, 2021 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Mr. Preusch provided an overview of the item and after some discussion, Board Member Renwick requested that an amendment be made to extend the term of the agreement with Bartel Associates through June 30, 2019 and to competitively bid the contract before the next fiscal year.

Item No. 8 was approved as amended.

Board Member Colonna requested that fewer items be placed in the Consent calendar in the future. Mr. Doherty stated that ACTA staff would comply.

9. ALAMEDA CORRIDOR ENGINEERING TEAM - FY19 ANNUAL CONTRACT WORK ORDERS – AGREEMENT NO. C0027– APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2018, recommending that the Board approve Contract Work Orders (CWOs) and Change Orders and Agreement extensions and authorize the Chief Executive Officer or Chief Financial Officer to execute said CWOs and reallocate funding amounts, was presented to the Governing Board.

Mr. Doherty provided justification for the extension of the contract, as had been previously discussed with the Board at its February 2018 meeting. Item No. 9 was approved as recommended.

10. AECOM TECHNICAL SERVICES, INC. – CHANGE ORDER NO. 25 TO AGREEMENT NO. E0807– APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2018, recommending that the Board approve Change Order No. 25 to Agreement No. E0807 with AECOM Technical Services, Inc. to add \$290,000 to the agreement and extend through June 30, 2021, and authorize the Chief Executive Officer or Chief Financial Officer to execute said change order, was presented to the Governing Board.

Mr. Doherty provided justification for the contract extension, indicating that these services are required pursuant to cooperative agreements in place with Caltrans for the SR-47 Project. Item No. 10 was approved as recommended.

11. EARTH MECHANICS, INC. – CHANGE ORDER NO. 18 TO AGREEMENT NO. C0764 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending that the Board approve Change Order No. 18 to Agreement No. C0764 with Earth Mechanics, Inc. to extend the term through June 30, 2021 and authorize the Chief Executive Officer or Chief Financial Officer to execute said change order, was presented to the Governing Board.

Mr. Doherty provided justification for the contract extension, indicating that these services are required pursuant to cooperative agreements in place with Caltrans for the SR-47 Project. Item No. 11 was approved as recommended.

12. OCEAN BLUE ENVIRONMENTAL SERVICES, INC. – FIRST AMENDMENT TO AGREEMENT NO. C0869 – EMERGENCY RESPONSE & HAZARDOUS WASTE MANAGEMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending that the Board approve the proposed First Amendment to Agreement No. C0869 with Ocean Blue Environmental Services, Inc. for Emergency Response & Hazardous Waste Management Services in the amount of \$50,000 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Mr. Doherty stated that this is a relatively new contract and the amendment is to increase funds in the contract, due to the unanticipated and continuing costs for removing debris from homeless encampments. This item was approved as recommended.

13. NORTH AMERICAN EMERGENCY MANAGEMENT – AMENDMENT NO. 13 TO AGREEMENT NO. C0337 FOR EMERGENCY PREPAREDNESS PLANNING – APPROVED AS AMENDED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending that the Board approve the amendment to Agreement No. C0337 with North American Emergency Management for emergency preparedness planning and annual field exercises in the amount of \$60,000 and extend the term through June 30, 2021 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

After some discussion, the Board requested that the term be extended by one-year only through June 30, 2019 and that the contract be re-competed before the next fiscal year.

Item No. 13 was approved as amended.

14. IBI GROUP LTD. – AMENDMENTS TO AGREEMENT NOS. C0719 AND C0783 FOR ACTA SYSTEMS SUPPORT AND MAINTENANCE EFFORTS – APPROVED AS AMENDED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending that the Board approve two proposed amendments to two existing contracts with IBI Group Ltd. for FY19-FY21 services, was presented to the Governing Board.

Mr. Doherty provided an overview and justification for the two amendments to two existing agreements with the IBI Group Ltd. including potential proprietary issues involving the systems as designed. After much discussion, Board Member Renwick made a motion that the contracts be extended by one-year only through June 30, 2019, and that they be re-competed before the next fiscal year.

Item No. 14 was approved as amended. ACTA Co-counsel was requested to review any proprietary systems issues.

15. PACIFIC RAILWAY ENTERPRISES, INC. – CHANGE ORDER NO. 21 TO AGREEMENT NO. C0711 FOR ON-CALL RAILROAD SIGNAL ENGINEERING

DESIGN SERVICES – APPROVED AS AMENDED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2018, recommending that the Board approve Change Order No. 21 to Agreement No. C071 with Pacific Railway Enterprises, Inc. for on-call signal and communications engineering design services to extend the term for two years through June 30, 2020 and add \$100,000 to the contract value and authorize the Chief Executive Officer and Chief Financial Officer to execute said Change Order, was presented to the Governing Board.

Mr. Doherty provided a justification for the contract extension, indicating the existing consultant's involvement with two ongoing railroad projects. He then suggested that this agreement be extended for one-year only through June 30, 2019, similar to the Board's request on other items above, stating that the contract will be re-competed before the next fiscal year.

Item No. 15 was approved as amended.

16. PUBLIC FINANCIAL MANAGEMENT, INC. – AMENDMENT NO. 10 TO AGREEMENT NO. C0637 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated June 14, 2018, recommending that the Board approve the amendment to Agreement No. C0637 with Public Financial Management, Inc. to extend the term through June 30, 2019 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Mr. Preusch provided an overview and justification of Amendment No. 10 to Agreement No. C0637 with Public Financial Management, Inc. Item No. 16 was approved as recommended.

Board Member Renwick motioned, seconded by Board Member Colonna that Items No. 7, 9-12, and 16 be approved as recommended and that Items No. 8, 13-15, be approved as amended. Carried by the following vote:

AYES: Colonna, Gioiello, Hahn, Kenagy, Renwick

NOES: None

ABSENT: Buscaino, Price

19. MEDIA RELATIONS PRESENTATION – INFORMATION ITEM.

Communication from Connie Rivera, Director of Government and Community Relations, dated June 14, 2018 with an update from Ek, Torres & Molina, ACTA's Media Relations consultant, was presented to the Governing Board.

Ms. Courtney Chesla Torres from Ek, Torres & Molina provided an overview of the firms' services to date and the goals moving forward, including reviewing the form and content of ACTA performance and operations information, updating communications protocol, and re-establishing community outreach regarding the benefits of the Corridor and how it fits into

the local and national goods movement picture.

Member Hahn requested that staff look into community outreach, letters to the editor, and media/op-ed opportunities highlighting ACTA's involvement in the homeless issue. Member Renwick suggested also that media opportunities be considered for commentary on issues involving the Ports' loss of discretionary cargo to other ports including the impact of the Harbor Maintenance Tax.

(Acting Chair Hahn left meeting at 11:06 a.m. and Board Member Renwick presided as Chair)

20. HOMELESS ENCAMPMENTS ON OR ADJACENT TO THE ALAMEDA CORRIDOR – INFORMATION ITEM.

Communication from Connie Rivera, Director of Government and Community Relations, dated June 14, 2018, with an update on activities at the homeless encampments on and adjacent to the Alameda Corridor, was presented to the Governing Board.

Ms. Rivera provided an update on the ongoing efforts and coordination with the Los Angeles Homeless Service Authority to provide social services to homeless encampments on and adjacent to the Alameda Corridor.

Board Member Colonna recommended that the site be cleaned more regularly, that the graffiti on the adjacent private fence be addressed, and that staff be mindful of the safety and health issues involving the services being provided. He also suggested that ACTA request there be more patrolling in the area by the L.A. County Sheriff Department. Ms. Rivera stated that she would contact the Sheriff's Department.

21. APRIL 2018 CORRIDOR PERFORMANCE – INFORMATION ITEM.

Mr. Doherty gave an update of Corridor performance statistics including train counts, revenue and cargo volume through April 2018.

22. PUBLIC COMMENT

23. ADJOURNMENT

At 11:38 a.m., the meeting was adjourned sine die.