

MINUTES OF A SPECIAL 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 21, 2007, AT 9:00 A.M.

Members present:

Bonnie Lowenthal, City of Long Beach
Don R. Knabe, Los Angeles County
Metropolitan Transportation Authority
James C. Hankla, 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:

Janice Hahn, City of Los Angeles

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
Thomas A. Russell, ACTA, Co-General Counsel

VICE CHAIRPERSON LOWENTHAL PRESIDED AS CHAIR.

APPROVAL OF MINUTES

Mr. Steinke moved, seconded by Mr. Hankla, that the minutes of the regular meeting of April 12, 2007, be approved. Carried by the following vote:

AYES: Members:
Krause, Christensen, Hankla, Steinke, Lowenthal
NOES: None
ABSENT: Knabe, Hahn

At 9:15 a.m., Mr. Knabe arrived at the meeting.

1. FY 2007/2008 PROPOSED BUDGET – ADOPTED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending adoption of the proposed FY 2007/2008 (FY08) Budget and appropriate cash spending of \$120,569,625, was presented to the Governing Board.

Mr. Hankla moved, seconded by Mr. Krause, that the communication be received

and filed and that the proposed FY 2007/2008 (FY08) Budget and appropriate cash spending of \$120,569,625, be adopted. Carried by the following vote:

AYES: Members:
Krause, Christensen, Hankla, Steinke, Knabe, Lowenthal
NOES: None
ABSENT: Hahn

CONSENT CALENDAR - ITEMS NOS. 2-16.

2. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDED APRIL 30, 2007
– RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 21, 2007, recommending that the monthly financial reports for the period ended April 30, 2007, be received and filed, was presented to the Governing Board.

3. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING MARCH 31, 2007 – RECEIVED AND FILED.

Communication from John T. Doherty, Chief Executive Officer, dated June 14, 2007, recommending that the Quarterly Investment Report for the period ending March 31, 2007, be received and filed, was presented to the Governing Board.

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

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to execute an Amendment to Agreement No. 693 with Manatt, Phelps & Phillips for federal legislative advocacy services that extends the term an additional year through FY08 for the total not-to-exceed amount of \$96,000, was presented to the Governing Board.

5. NOSSAMAN, GUTHNER, KNOX & ELLIOTT – AMENDMENT TO AGREEMENT NO. 753 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to execute an Amendment to Agreement No. 753 with Nossaman, Guthner, Knox & Elliott's Sacramento office to provide legislative advocacy in Sacramento for FY08 in the not-to-exceed amount of \$50,000, was presented to the Governing Board.

6. AMENDMENTS TO TEN LEGAL SERVICE AGREEMENTS FOR FY08 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21,

2007, recommending authorization for the Chief Executive Officer to execute amendments to legal service agreements with ten firms (Foley & Lardner; Fulbright & Jaworski; Gibbs, Giden; Jones, Day; Keesal, Young & Logan; Nossaman, Guthner, Knox & Elliott; O'Melveny & Meyers; Quateman, LLP; Smith & Rendon; Weston, Benshoof) for a one-year extension for FY08 in the aggregate increased amount of \$560,000, was presented to the Governing Board.

7. BUTTERFIELD COMMUNICATIONS – AGREEMENT NO. 729 – CERRELL ASSOCIATES, INC. – AGREEMENT NO. 730 – EXTENSION OF THE TERM OF AGREEMENTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2007, recommending authorization of the extension of the term of Agreement No. 729 with Butterfield Communications in the fixed annual amount of \$250,000 plus \$12,000 in expenses for the period July 1, 2007, through June 30, 2008; and authorization of the extension of the term of Agreement No. 730 with Cerrell Associates, Inc., in the fixed annual amount of \$211,000 plus \$12,000 in expenses for the period July 1, 2007, through June 30, 2008, was presented to the Governing Board.

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

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to execute a Change Order to Contract No. CO607 with Berg Associates, Inc., in the amount of \$550,000, for construction management services for various ACTA projects for FY08, 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 21, 2007, recommending authorization for the Chief Executive 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, 2008, in an amount not to exceed \$50,000, was presented to the Governing Board.

10. VASQUEZ & COMPANY, LLP – AMENDMENT TO CONTRACT NO. CO754 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to execute an Amendment to Contract No. CO754 with Vasquez & Company, LLP, for a one-year extension, in the not-to-exceed amount of \$100,000, for audit support services, was presented to the Governing Board.

11. ACE ENGINEERING, INC. – AMENDMENT TO CONTRACT NO. CO737 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to execute an Amendment to Contract No. CO737 with Ace Engineering, Inc., for a one-year extension for FY08 with no increase in contract value, for on-call maintenance services, was presented to the Governing Board.

12. MAYER, HOFFMAN, AND McCANN, P.C. – AMENDMENT TO CONTRACT NO. CO762 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to execute an Amendment to Contract No. CO762 with Mayer, Hoffman, and McCann, for a one-year term extension for audit support services for FY08, in the not-to-exceed amount of \$50,000, was presented to the Governing Board.

13. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDERS TO CONTRACT WORK ORDERS FOR FY07 ADJUSTMENTS - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to issue Change Orders to Contract Work Orders with the Alameda Corridor Engineering Team for FY07 adjustments in the net aggregate amount of \$240,000 as follows:

- 1) Change Order for Base CWO in the increased amount of \$100,000;
- 2) Change Order for Pacific Coast Highway CWO in the deductive amount of <\$200,000>;
- 3) Change Order for SR-47 CWO in the increased amount of \$340,000; and
- 4) Increase the current not-to-exceed total contract amount by \$240,000 from \$200,683,374 to \$200,923,374 to incorporate the Change Orders listed above

was presented to the Governing Board.

14. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDERS TO AMENDED AGREEMENT NO. CO027 - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to issue and execute annual Contract Work Orders and corresponding Change Orders to Amended Agreement No. CO027 for services provided by the Alameda Corridor Engineering Team from July 1, 2007 through June 30, 2008 as follows:

- 1) ACTA Support Work Order and CO in the amount of \$6,722,795;
- 2) Pacific Coast Highway CWO and CO in the amount of \$132,410;

- 3) SR-47 Expressway CWO and CO in the amount of \$1,646,000; and
- 4) Increase the not-to-exceed total contract value by the combined amount of \$8,501,205 from \$200,923,374 to \$209,424,579 to incorporate the CWOs and Change Orders listed above

was presented to the Governing Board.

15. CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD – AMENDMENT TO AGREEMENT NO. 758 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to issue an Amendment to Agreement No. 758 with California Regional Quality Control Board to provide regulatory oversight services through June 30, 2009, at a not-to-exceed additional cost of \$240,000, was presented to the Governing Board.

16. GOODWILL INDUSTRIES OF CARSON – DONATION OF COMPUTER EQUIPMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending retroactive approval of the donation of ACTA-owned computer hardware to the Goodwill Industries of Carson on June 5, 2007, was presented to the Governing Board.

Mr. Knabe moved, seconded by Mr. Krause, that the communications be received and filed and that Items Nos. 2-16 be approved as recommended. Carried by the following vote:

AYES:	Members:
	Krause,Christensen,Hankla,Steinke,Knabe,Lowenthal
NOES:	None
ABSENT:	Hahn

17. OWNER-FURNISHED MATERIAL PROCUREMENT CONTRACT FOR WEST THENARD TRACK CONNECTION PROJECT – REJECTION OF BID – AUTHORIZED.

Communication from John T. Doherty, Chief Executive Officer, dated June 21, 2007, recommending authorization for the Chief Executive Officer to reject the single bid received for owner-furnished track materials for the West Thenard Track Connection Project, was presented to the Governing Board.

Mr. Knabe moved, seconded by Mr. Hankla, that the communication be received and filed and that the Chief Executive Officer be authorized to reject the single bid received for owner-furnished track materials for the West Thenard Track Connection Project. Carried by the following vote: