

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 AUGUST 21, 2009, AT 9:00 A.M.

Members present:

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  
Mike Christensen, Port of Los Angeles

Members absent:

Janice Hahn, City of Los Angeles  
Douglas Krause, Port 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  
Tiffani Shin, ACTA, Co-General Counsel  
Heather McCloskey, ACTA, Co-General Counsel

VICE CHAIRPERSON DeLONG PRESIDED.

APPROVAL OF MINUTES

Board Member Steinke moved, seconded by Board Member Christensen and unanimously carried, the minutes of the regular meeting of May 14, 2009, were approved.

Mr. John Doherty welcomed Port of Long Beach Commissioner Susan Wise as the newest member of the ACTA Governing Board.

1. ELECTION OF CHAIR AND VICE-CHAIR FOR FY 2010.

Communication from John T. Doherty, Chief Executive Officer, dated August 13, 2009, recommending the Governing Board elect a Chair and Vice Chair of the ACTA Governing Board for FY 2010, was presented to the Governing Board.

Board Member Steinke moved, seconded by Board Member Wise, that Gary DeLong be elected as Chair of the Governing Board for FY 2010. Carried by unanimous vote.

Board Member Knabe moved, seconded by Board Member Christensen, that Janice Hahn be elected as Vice Chair of the Governing Board for FY 2010. Carried by unanimous vote.

Newly elected Chairperson DeLong presided for the remainder of the meeting.

2. CLOSED SESSION

At 9:05 a.m., Chairperson DeLong recessed the Governing Board meeting to hold an attorney-client meeting pursuant to Government Code Section 54956.9, Subdivision (b), regarding anticipated litigation.

At 9:40 a.m., the meeting was again called to order by Chairperson DeLong.

Ms. Heather McCloskey, ACTA Co-General Counsel, announced, "During the closed session, the ACTA Board approved a settlement with BNSF Railway concerning implementation rules to be applied commencing July 1, 2009, when counting containers subject to Use Fees and Container Charges to be paid to ACTA and determining whether those containers are waterborne or non-waterborne containers. The settlement also includes resolution of certain disputes between BNSF Railway and ACTA with respect to counting containers for periods prior to July 1, 2009."

CONSENT CALENDAR - ITEMS NOS. 3-8.

3. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDED MAY 31, 2009 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated August 13, 2009, recommending that the monthly financial reports for the period ended May 31, 2009, be received and filed, was presented to the Governing Board.

4. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING JUNE 30, 2009 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated August 13, 2009, recommending that the Quarterly Investment Report for the period ending June 30, 2009, be received and filed, was presented to the Governing Board.

5. BOYS AND GIRLS CLUB OF CARSON – DONATION OF COMPUTER EQUIPMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated August 13, 2009, recommending retroactive approval of the donation of ACTA-owned computer hardware to the Boys and Girls Club of Carson on March 18, 2009, was presented to the Governing Board.

6. WEST COAST COMPUTER RECYCLER – DISPOSAL OF COMPUTER EQUIPMENT - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated August 13, 2009, recommending retroactive approval of the disposal of ACTA-owned computer hardware on July 21, 2009, through West Coast Computer Recycler, a State of California approved electronic recycler, was presented to the Governing Board.

7. ALAMEDA CORRIDOR ENGINEERING TEAM – FY09 CLOSEOUT CHANGE ORDERS TO AGREEMENT NO. 27 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated August 13, 2009, recommending authorization for the Chief Executive Officer or Chief Financial Officer to issue Change Orders to Contract Work Orders with the Alameda Corridor Engineering Team (ACET) for FY09 final adjustments in the net aggregate deductive amount of \$561,226 as follows:

- 1) Change Order for Base CWO in the decreased amount of <\$866,462>,
- 2) Change Order for Pacific Coast Highway CWO in the decreased amount of <\$116,557>,
- 3) Change Order for SR-47 CWO in the increased amount of \$421,793,
- 4) Adjust the total ACET contract value for FY09 in the decreased amount of <\$561,226> from \$7,243,286 to \$6,682,060, was presented to the Governing Board.

8. BARTEL ASSOCIATES LLC – AMENDMENT TO ACTA AGREEMENT NO. 788 – APPROVED.

Communication from James Preusch, Chief Financial Officer, dated August 5, 2009, recommending authorization for the Chief Executive Officer or Chief Financial Officer to execute an Amendment to Agreement No. 788 with Bartel Associates LLC, in an amount of \$50,000 for a six-year extended period of July 1, 2010, through June 30, 2016, was presented to the Governing Board.

Board Member Knabe moved, seconded by Board Member Steinke, that the communications be received and filed and that Items Nos. 3-8 be approved as recommended. Carried by the following vote:

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

9. URS CORP. – SR-47 PROJECT – DESIGN AGREEMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated August 13,

2009, recommending, after issuance of the Record of Decision (ROD) by FHWA and the CEQA Certification by Caltrans, as well as completion of certain other Caltrans-required administrative matters, authorization be given to:

- 1) execute a "cost plus fixed fee" agreement with URS Corp. for the final engineering and preparation of construction documents for the SR-47 Project in the not-to-exceed total amount of \$23,400,000, subject to available funding, and
- 2) issue a limited notice-to-proceed for the Heim Bridge Replacement segment (\$5,700,000), as well as certain advance tasks for the Expressway portion, including, but not limited to, geotechnical studies and survey mapping (\$2,000,000) in the total not-to-exceed amount of \$7,700,000, and
- 3) issue subsequent notices-to-proceed as funding becomes available, was presented to the Governing Board.

Mr. Doherty proposed to amend this authorization request by deleting (3) and revising (2) to read as follows:

- 2) Issue a limited notice to proceed for the Heim Bridge Replacement segment not-to-exceed \$5,700,000 with engineering to be advanced to the 50% level only.

He stated that ACTA counsel has advised that the matter as posted sufficiently describes to the public the nature of the action to be taken and therefore the amended recommendation can be considered by the Board. Mr. Doherty stated that the Board had in January 2009 approved entering into negotiations with URS for the design of the SR-47 Project. A price of \$23.4 million was negotiated, which is roughly five percent of the construction value of the project and considered reasonable. Therefore, there would be no cause to negotiate with any of the other firms that had submitted proposals.

Mr. Doherty stated what is being requested is authorization to execute a "cost plus fixed fee" agreement with URS and issue a limited notice to proceed (NTP) as amended, once the final approval from FHWA of the Record of Decision has been received and once Caltrans has issued its Notice of Determination on the CEQA certification for the Environmental Impact Report. He stated that Caltrans has issued the Notice of Determination for the CEQA portion of the project, and FHWA's approval is considered imminent. Furthermore, as information, we will be coming back to the Governing Board at its next session with a resolution for adoption of the findings of the Record of Decision and the Caltrans Notice of Determination.

The amended NTP will limit the design activities of the consultant to the Heim Bridge replacement portion only, not the expressway portion, and to no more than the 50% level to avoid issues with prematurely advancing final design prior to receipt of all environmental approvals. Mr. Doherty stated that this is a two segment project – replacement of the Heim Bridge and the attachment of an expressway to connect to

Alameda Street. They are two independent operating segments. A request to advance the design further will be brought to the Governing Board at subsequent meetings.

Board Member Christensen requested additional background information be provided to the Governing Board by memorandum summarizing the monies available for the remaining ACTA projects. Mr. Doherty clarified Board Member Christensen's request. He stated that the Board has approved, as part of the budget process, using the remaining funds for additional projects. Staff will prepare a summary of those approved projects and unspent amounts to help determine if it's prudent to continue the projects or instead reserve the funds for other purposes.

Board Member Christensen moved, seconded by Board Member Steinke that Agenda Item No. 9 be approved with recommended amendments. Carried by the following vote:

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

10. EARTH MECHANICS INC. – AMENDMENT TO AGREEMENT NO. 764 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated August 13, 2009, recommending authorization for the Chief Executive Officer to execute an Amendment to Agreement No. 764 with Earth Mechanics Inc., for additional geotechnical design development for the SR-47 Project in the amount not to exceed \$850,000, was presented to the Governing Board.

Mr. Doherty stated that this is a related item to agenda Item No. 9. He stated that there is a current contract with Earth Mechanics Inc. for geotechnical design development for the Heim Bridge and that further advancement of geotechnical engineering is needed as part of the preliminary engineering process to stay on schedule for the project. This too would not constitute going beyond the 50 percent level. This is background information that is needed for the final designers to move forward. Because there are some urgent issues to move this project forward, particularly the bridge portion, and because of the safety implications of not replacing the seismic deficient bridge, permission is asked to amend the contract. He stated there will be no task orders issued to advance any of the geotechnical engineering for the expressway portion. This is limited to the Heim Bridge and seismic replacement.

Board Member Knabe moved, seconded by Board Member Wise that Agenda Item No. 10 be approved as recommended. Carried by the following vote:

AYES: Members: Christensen,Wise,Steinke,Knabe,DeLong  
NOES: None

ABSENT: Krause,Hahn

11. Mr. Doherty requested that Item No. 11 be deferred until further discussions with the Ports in terms of advancing several of the projects we are currently working on.

12. PROJECT UPDATES – INFORMATION ITEM.

Mr. Doherty gave an update on the following project:

- Zero Emissions Electric Container Mover System (ZECMS)

13. PUBLIC COMMENT

There was no one present to address the Governing Board.

14. ADJOURNMENT

At 9:55 a.m., the meeting was adjourned sine die.