

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 SEPTEMBER 13, 2012, AT 9:00 A.M.

Members present:

Joe Buscaino, City of Los Angeles
Gary DeLong, City of Long Beach
Don R. Knabe, Los Angeles County
Metropolitan Transportation Authority
Mike Christensen, Port of Los Angeles
Susan E. Anderson Wise, Port of Long Beach
J. Christopher Lytle, Port of Long Beach

Members absent:

Robin Kramer, Port of Los Angeles

Also present:

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

CHAIRPERSON BUSCAINO PRESIDED.

CLOSED SESSION

At 9:05 a.m., Chairperson Buscaino recessed the Governing Board meeting to hold an attorney-client meeting pursuant to Government Code Section 54956.9(a) regarding existing litigation (two cases).

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

Mr. Charles Gale reported from closed session that the Governing Board had unanimously approved an item during the session, and asked Mr. Doherty to describe the approval item. Mr. Doherty stated that the Board approved a \$500,000 increase to the budget for actions related to the EPA Order involving the December 2010 Dominguez Channel Oil Release, thereby increasing the budget from \$5.3 million to \$5.8 million.

CONSENT CALENDAR - ITEMS NOS. 2-6

2. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF JUNE 14, 2012, AND SPECIAL MEETING OF JULY 24, 2012 – APPROVED.

Minutes of the regular meeting of June 14, 2012, and special meeting of July 24, 2012, of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board for approval.

3. DRAFT MONTHLY FINANCIAL STATEMENTS FOR THE PERIOD ENDED JUNE 30, 2012, AND EXECUTIVE SUMMARY AS OF JULY 31, 2012 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated September 13, 2012, recommending that the draft Monthly Financial Statements for the period ended June 30, 2012, and Executive Summary as of July 31, 2012, be received and filed, was presented to the Governing Board.

4. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING JUNE 30, 2012 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated September 13, 2012, recommending that the Quarterly Investment Report for the period ending June 30, 2012, be received and filed, was presented to the Governing Board.

5. ACTA INVESTMENT POLICY RECONFIRMED – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated September 13, 2012, recommending the Governing Board reconfirm the ACTA Investment Policy, was presented to the Governing Board.

Board Member Christensen commented on Consent Calendar Item No. 5 regarding ACTA's Investment Policy. He stated that it was his understanding there is possibly a requirement that the ACTA Investment Policy mirror the Investment Policy for the City of Los Angeles according to the ACTA bylaws. Board Member Christensen requested that ACTA staff research this because there has been a very recent change in the City of Los Angeles Investment Policy.

Mr. Preusch stated that ACTA staff is not aware of any recent changes to the City of Los Angeles Investment Policy. He stated that ACTA staff would research this and bring any changes back to the Governing Board for review and/or approval as appropriate.

6. ALAMEDA CORRIDOR ENGINEERING TEAM – FY12 CLOSEOUT CHANGE ORDERS TO AGREEMENT NO. 27 – APPROVED.

Communication from James Preusch, Chief Financial Officer, dated September 13, 2012, 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 FY12 final adjustments in the aggregate additive amount of \$72,543 as follows:

- 1) Change Order for Base CWO in the increased amount of \$95,594;
- 2) Change Order for Pacific Coast Highway CWO in the decreased amount of <\$20,877>;
- 3) Change Order for SR-47 CWO in the decreased amount of <\$2,174>;
- 4) Adjust the total ACET contract value for FY12 in the increased amount of \$72,543 from \$3,267,190 to \$3,339,733, was presented to the Governing Board.

Chairperson Buscaino motioned, seconded by Board Member DeLong, that the communications be received and filed and that Items Nos. 2-6 be approved as recommended. Carried by the following vote:

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

7. RESOLUTION NO. JPA 1-12 RESTATING THE ACTA EXPANDED MISSION – ADOPTED.

Communication from John T. Doherty, Chief Executive Officer, dated September 13, 2012, recommending the Governing Board adopt Resolution No. 1-12 restating the ACTA Expanded Mission to include:

1. Advancement of Segment 1 of the SR-47 Project pursuant to Caltrans cooperative agreements, while Segment 2 is deferred due to litigation and funding issues; and
2. Deletion of the other three existing initiatives involving the Cerritos Channel Rail Bridge Project, zero emissions container movement, and off-port empty container storage, was presented to the Governing Board.

Chairperson Buscaino motioned, seconded by Board Member Wise, that Item No. 7 be adopted as recommended. Carried by the following vote:

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

8. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDER TO FY13 CONTRACT WORK ORDER UNDER AGREEMENT NO. 27 TO ADMINISTER TRUCK REPLACEMENT PROGRAM FOR THE SR-47 PROJECT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated September

13, 2012, recommending:

1. Authorization for the Chief Executive Officer or Chief Financial Officer to issue a Change Order to the FY13 Contract Work Order under Agreement No. 27 with the Alameda Corridor Engineering Team (ACET) in the amount of \$175,000 to administer the EIR/EIS-mandated truck replacement program for SR-47 Project; and
2. Authorization that the replacement program target trucks that are currently classified as "exempt" under the ports' clean truck program, was presented to the Governing Board.

Board Member Christensen requested, to the extent that ACTA can within the context of the Truck Replacement Program, that construction trucks working in the Ports be given priority due to the large amount of construction projects in the Ports.

Mr. Doherty stated that ACTA staff would try to accommodate this request to the extent possible.

Board Member Knabe motioned, seconded by Board Member Wise, that Item No. 8 be approved as recommended. Carried by the following vote:

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

At 10:00 a.m., Board Member Wise left the meeting.

9. ACTA DEBT RESTRUCTURING – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated September 13, 2012, recommending:

1. Approve in concept the refunding of \$289M of 1999A senior bonds with a surety in lieu of a debt service reserve fund if insurance can be secured, or with a debt service reserve fund if it cannot; and
2. Authorize all actions necessary to bring transaction documents to the Governing Board for approval at a future Governing Board meeting, was presented to the Governing Board.

Board Member Knabe recommended Stone & Youngberg be the senior manager and Bank of America – Merrill Lynch be the co-manager.

Board Member Knabe motioned, seconded by Board Member DeLong, that Item No. 9 be approved as amended. Carried by the following vote:

AYES: Members: Lytle, Christensen, Knabe, DeLong, Buscaino

NOES: None
ABSENT: Wise, Kramer

10. "THE ALAMEDA CORRIDOR STORY" BOOK – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated September 13, 2012, recommending authorization for the Chief Executive Officer or Chief Financial Officer to:

1. Submit the final manuscript of "The Alameda Corridor Story" for printing, publication and distribution commemorating the tenth anniversary of Corridor operations; and
2. Execute such agreements, releases, consent forms or other documents as may be required involving the publication of the book, was presented to the Governing Board.

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

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

11. ACTA JULY PERFORMANCE REPORT – INFORMATION ITEM.

Mr. John Doherty gave a performance update.

12. PUBLIC COMMENT.

There was no one present to address the Governing Board.

13. ADJOURNMENT

At 10:15 a.m., the meeting was adjourned sine die.