

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 OCTOBER 11, 2007, AT 9:00 A.M.

Members present:

Bonnie Lowenthal, City of Long Beach
Janice Hahn, City of Los Angeles
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:

None

Also present:

John T. Doherty, ACTA, Chief Executive Officer
James P. Preusch, ACTA, Chief Financial Officer
Charles Gale, ACTA, Co-General Counsel
Thomas A. Russell, ACTA, Co-General Counsel
Heather Burns, ACTA, Co-General Counsel

CHAIRPERSON LOWENTHAL PRESIDED AS CHAIR.

APPROVAL OF MINUTES

Ms. Hahn moved, seconded by Mr. Steinke and unanimously carried, the minutes of the regular meeting of July 12, 2007, and the amended minutes of the special meeting of June 21, 2007, were approved.

CONSENT CALENDAR - ITEMS NOS. 1-9.

1. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDED JUNE 30, 2007 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated October 11, 2007, recommending that the monthly financial reports for the period ended June 30, 2007, be received and filed, was presented to the Governing Board.

2. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDED JUNE 30, 2007 – RECEIVED AND FILED.

Communication from John T. Doherty, Chief Executive Officer, dated September 13, 2007, recommending that the Quarterly Investment Report for the period ended June 30, 2007, be received and filed, was presented to the Governing Board.

3. RATIFICATION OF WORK ORDERS WITH BNSF AND UPRR FOR ADDITIONAL CORRIDOR PROJECTS - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated October 5, 2007, recommending authorization to ratify the issuance of Work Orders to BNSF and UPRR to implement the May 2002 Governing Board-approved Resolution for the additional Corridor projects as follows:

- 1) Work Order No. 661 with BNSF in the not-to-exceed amount of \$5,450,492 for the Watson Lead Track Improvements;
- 2) Work Order No. 718 with UPRR in the not-to-exceed amount of \$5,000,000 for the ICTF Dolores Yard Improvements;
- 3) Work Order No. 735 with BNSF for signal materials in the not-to-exceed amount of \$1,300,000 for the Additional Control Points Project;
- 4) Work Order No. 787 with BNSF for signal materials in the not-to-exceed amount of \$1,381,978 for the West Thenard Track Connection Project and additional signal materials for the Additional Control Points Project;
- 5) Work Order No. 789 with BNSF for track materials in the not-to-exceed amount of \$828,935 for the West Thenard Track Connection Project; A 10% contingency amount to be added to Items 3, 4 and 5, if necessary,

was presented to the Governing Board.

4. COUNCIL FOR EXCEPTIONAL CHILDREN PROGRAM AT HAMILTON MIDDLE SCHOOL – DONATION OF COMPUTER EQUIPMENT - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated October 5, 2007, recommending authorization to donate 18 pieces of older computer equipment which includes a computer, servers, and networking equipment to the Council for Exceptional Children Program at Hamilton Middle School in Long Beach Unified School District, was presented to the Governing Board.

5. ALAMEDA CORRIDOR ENGINEERING TEAM – CHANGE ORDERS TO AGREEMENT NO. 27 FOR FY07 CONTRACT WORK ORDERS - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated September 7, 2007, recommending authorization for the Chief Executive Officer to issue Change Orders to Contract Work Orders with the Alameda Corridor Engineering Team for FY07 final adjustments in the net aggregate additional amount of \$306,614, was presented to the Governing Board.

6. SO PAC RAIL – AWARD OF CONTRACT NO. CO734 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated September 21, 2007, recommending authorization for the Chief Executive Officer to execute Construction Contract No. CO734 with So Pac Rail, in the amount of \$3,538,699, for the CP Thenard Track Connection Project, was presented to the Governing Board.

7. PACIFIC RAILWAY ENTERPRISES, INC. – SECOND AMENDMENT TO AGREEMENT NO. 711 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated September 7, 2007, recommending authorization for the Chief Executive Officer to execute a Second Amendment to Agreement No. 711 with Pacific Railway Enterprises, Inc., in an amount not to exceed \$200,000, to provide additional on-call railroad signal design and support services, was presented to the Governing Board.

8. NORTH AMERICAN EMERGENCY MANAGEMENT – THIRD AMENDMENT TO AGREEMENT NO. 337 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated September 14, 2007, recommending authorization for the Chief Executive Officer to execute a Third Amendment to Agreement No. 337 with North American Emergency Management, in the amount of \$50,000, for emergency preparedness planning and annual field exercises, and extend the term through June 30, 2008, was presented to the Governing Board.

9. PRE-FUNDING CALPERS POST EMPLOYMENT BENEFITS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated October 5, 2007, recommending to:

- 1) Approve the Agreement and Election to participate in the Pre-funding Plan administered by the CalPERS Board of Administration for Other Post Employment Benefits (OPEB), as required by applicable government standards;
- 2) Authorize the Chief Executive Officer to act as the Presiding Officer for the purpose of executing the required Agreement with the CalPERS Board;
- 3) Appropriate \$448,000 to the Benefits Account to fund the past actuarial accrued liabilities (\$392,000) for current and past employees and the FY 2008 OPEB obligation (\$56,000), and to make future annual deposits to meet continuing obligations;
- 4) Adopt the required Resolution authorizing the Chief Executive Officer or the Chief Financial Officer to request on behalf of ACTA disbursements from the Pre-funding Plan and to certify the purpose and use of the disbursed funds

was presented to the Governing Board.

Mr. Hankla moved, seconded by Mr. Steinke, that the communications be received and filed and that Items Nos. 1-9 be approved as recommended. Carried by the following vote:

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

10. PURCHASE ORDER FOR CROSSING DIAMOND FOR THE WEST THENARD TRACK CONNECTION PROJECT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated October 5, 2007, recommending authorization for the Chief Executive Officer to issue a Purchase Order to Nortrak, in the amount of \$117,457, excluding applicable taxes, for a crossing diamond for the West Thenard Track Connection Project; and authorize a not-to-exceed 15% contingency amount to be used, if required, was presented to the Governing Board.

Mr. Christensen moved, seconded by Mr. Krause, that the item be approved as recommended. Carried by the following vote:

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

At 9:20 a.m., Mr. Knabe arrived at the meeting.

11. PRESENTATION ON SR-47 – INFORMATION ITEM.

Mr. Doherty stated that a Public Hearing was held on the SR-47 draft environmental documents on September 25, 2007.

A video was shown on the SR-47 Project.

Ms. Maria Melendres, ACTA Director of Public Affairs, gave a presentation on the public outreach efforts that were conducted in preparation of the circulation of the draft EIR/EIS and the process that lead up to the September 25, 2007, Public Hearing.

Mr. Doherty gave an update on the Public Hearing that was held on September 25, 2007.

Mr. Christensen asked who would be the certifying agency on the SR-47 draft environmental documents.

Mr. Doherty stated that Caltrans would be the certifying agency on the draft EIR and draft EIS documents.

Chairperson Lowenthal asked what Port-growth scenario was used and if the SCIG and the expanded ICTF were included in this scenario.

Mr. Doherty responded that the overall Port growth scenario was considered for the 20/30 volumes. He stated it did not necessarily presume the incorporation of SCIG or not. He stated it was drafted to take the current projected distribution of trucking that currently exists and apply that to nearly a tripling of the base.

The environmental consultant, Mr. Holly Martin, stated that SCIG was included as part of the overall projects listed under the cumulative analysis of the SR-47 Project. He stated the UP expansion was not included; it was not a project as defined under CEQA.

Ms. Hahn stated she believed the only way to reduce pollution is to implement the Clean Truck Program.

Mr. Doherty gave an overview of six alternatives that were presented at the September 25, 2007, Public Hearing.

Mr. Doherty stated that the comment period for the draft EIR/EIS ends October 16, 2007. He stated that Caltrans was willing to grant an informal extension of a couple of weeks to those that had requested more time.

Ms. Hahn motioned, seconded by Mr. Krause and unanimously carried, that it be recommended to Caltrans to extend the overall comment period for 30 days for all parties.

12. AUGUST PERFORMANCE UPDATE – INFORMATION ITEM.

Mr. Doherty gave an update on the August Performance.

13. LEGISLATIVE UPDATE – INFORMATION ITEM.

Mr. Norm Emerson gave a legislative update.

At 10:20 a.m., Mr. Knabe left the meeting.

Chairperson Lowenthal asked Norm Emerson about the Consensus Working Group, if they were closed meetings. She stated that she would like to be made aware of when the Consensus Working Group meetings would be taking place.

Mr. Emerson responded that he would make the Governing Board aware of when the Consensus Working Group meetings would be taking place.

Mr. Hankla moved, seconded by Mr. Krause that the Legislative Update be

received and filed.

14. CLOSED SESSION

CONFERENCE WITH LEGAL COUNSEL
ANTICIPATED LITIGATION
(Four potential cases)
Subdivision [b] of Section 54956.9

Mr. Doherty stated that the Closed Session was an Information Only item. The Governing Board agreed to forego the Closed Session.

ADJOURNMENT

At 10:40 a.m., the meeting was adjourned sine die.