

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 NOVEMBER 13, 2008, AT 9:00 A.M.

Members present:

Gary DeLong, 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  
Carl Wolf, ACTA, Auditor  
Charles Gale, ACTA, Co-General Counsel  
Heather McCloskey, ACTA, Co-General Counsel

MR. DeLONG PRESIDED AS CHAIR.

APPROVAL OF MINUTES

Mr. Krause moved, seconded by Mr. Hankla and unanimously carried, the minutes of the regular meeting of August 14, 2008, were approved.

CONSENT CALENDAR - ITEMS NOS. 1-9.

1. AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDING JUNE 30, 2008 – RECEIVED AND FILED.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, recommending that the Audited Financial Statements for fiscal year ending June 30, 2008, be received and filed, was presented to the Governing Board.

2. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING JUNE 30, 2008 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated November 13, 2008, recommending that the Quarterly Investment Report for the period ending June 30, 2008, be received and filed, was presented to the Governing Board.

3. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING SEPTEMBER 30, 2008 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated November 13, 2008, recommending that the Quarterly Investment Report for the period ending September 30, 2008, be received and filed, was presented to the Governing Board.

4. BOYS & GIRLS CLUBS OF THE L.A. HARBOR, WILMINGTON BRANCH – DONATION OF COMPUTER EQUIPMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 7, 2008, recommending authorization to donate four computers to the Boys & Girls Clubs of the L.A. Harbor, Wilmington Branch, for use in the Club's computer center for homework assistance and computer training, was presented to the Governing Board.

5. SHELL OIL – WORK ORDERS FOR PHASE 2 THENARD TRACK CONNECTION PROJECT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, recommending authorization for the Chief Executive Officer to increase the not-to-exceed value of utility relocation work orders for Shell Oil by \$300,000, from \$550,000 to \$850,000 for the preliminary and final design phases of the Phase 2 Thenard Track Connection Project, was presented to the Governing Board.

6. BST ASSOCIATES – AMENDMENT TO AGREEMENT NO. 780 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, recommending authorization for the Chief Executive Officer to amend Agreement No. 780 with BST Associates to update the Trade Impact Study using 2007 data, increasing the not-to-exceed amount from \$170,000 to \$230,000, was presented to the Governing Board.

7. BALFOUR BEATTY RAIL, INC. – RATIFY ADMINISTRATIVE PROCEDURES FOR AGREEMENT NO. 782 FOR CORRIDOR MAINTENANCE – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, recommending: (1) ratify the procedures that have been in place for the administration of Maintenance Agreement No. 782 with Balfour Beatty Rail, Inc. regarding use of the budgeted contingency amount for miscellaneous services included in the annual budget and additional services not included in the annual budget or in the original contract scope; and, (2) authorize the CEO or CFO to amend the contract as necessary to clarify certain related procedures, was presented to the Governing Board.

8. RESOLUTION - TAX DEFER MEMBER PAID CONTRIBUTIONS – ADOPTED.

Communication from John T. Doherty, Chief Executive Officer, dated November 3, 2008, recommending adoption of a resolution ratifying the Board's action of April 20, 2000, which implemented Employer Pick-Up (EPU) of member contributions as tax deferred member paid contributions, was presented to the Governing Board.

9. SELECTION OF INVESTMENT BANKING TEAM – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, regarding the selection of investment banking team, was presented to the Governing Board for information only.

Mr. Hankla moved, seconded by Mr. Krause, 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, Knabe, DeLong  
NOES: None  
ABSENT: Hahn

10. KONOIKE-PACIFIC, INC. – AMENDMENT TO MAINTENANCE AGREEMENT FOR THENARD TRACK CONNECTION PROJECT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, recommending authorization for the Chief Executive Officer to amend an existing drainage facility maintenance agreement with Konoike-Pacific, Inc., increasing the current \$20,000 value by an amount not-to-exceed \$80,000, for the Thenard Track Connection Project, was presented to the Governing Board.

Mr. Steinke moved, seconded by Mr. Krause, that Item No. 10 be approved as recommended. Carried by the following vote:

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

11. SO PAC RAIL – CHANGE ORDER AUTHORITY FOR CONTRACT NO. CO734 – THENARD TRACK CONNECTION PROJECT - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 13, 2008, recommending granting the Chief Executive Officer an additional \$100,000 of aggregate change order authority for Contract No. CO734 with So Pac Rail for the Thenard Track Connection Project, was presented to the Governing Board.

Mr. Krause moved, seconded by Mr. Hankla that Item No. 11 be approved as recommended. Carried by the following vote:

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

12. SR-47 UPDATE – INFORMATION ITEM.

Mr. Doherty gave an update on the SR-47 Project.

13. LEGISLATIVE UPDATE – INFORMATION ITEM.

Mr. Doherty gave an update on three legislative items:

- 2009 is the time for Congress to reauthorize the Highway Bill.
- SB974, the Lowenthal \$30 per TEU container fee bill, was vetoed by the Governor.
- Under the \$2 billion of funding made available for goods movement from Prop 1-B, \$1.5 to \$1.6 billion was dedicated to our specific region, including Colton Crossing.

Mr. Steinke recommended a letter be prepared to the new Secretary of Transportation or the transition team that explains the importance of the Alameda Corridor pertaining to goods movement and the Highway Bill that will be brought before Congress in 2009. He stated that both Ports are going to be making efforts to educate the new Transportation Administration on goods movement and thinks ACTA should also play a part.

Mr. Doherty agreed and stated that a letter would be prepared.

14. SEPTEMBER PERFORMANCE UPDATE – INFORMATION ITEM.

Mr. Doherty gave an update on the September performance.

15. PUBLIC COMMENT

There was no one present to address the Governing Board.

CLOSED SESSION

At 9:25 a.m., Mr. DeLong recessed the Governing Board meeting to hold an attorney-client meeting pursuant to Government Code Section 54956.9, Subdivision (b), four potential cases, regarding anticipated litigation, and Government Code Section 54956.9, Subdivision (a), one case, regarding existing litigation.

At 9:35 a.m., the meeting was again called to order by Mr. DeLong.

There were no reportable actions from the Closed Session.

#### ADJOURNMENT

At 9:36 a.m., the meeting was adjourned sine die.