

MINUTES OF A SPECIAL MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD AT THE LONG BEACH CITY COLLEGE BOARD ROOM, 4901 EAST CARSON STREET, LONG BEACH, CALIFORNIA, ON NOVEMBER 15, 2019 AT 3:15 P.M.

Members present:

Suzie, Price, City of Long Beach
Mario Cordero, Port of Long Beach
Janice Hahn, Los Angeles County
Metropolitan Transportation Authority
Edward Renwick, Port of Los Angeles

Alternate Members present:

Tony Gioiello, Port of Los Angeles

Members absent:

Joe Buscaino, City of Los Angeles
Frank Colonna, Port of Long Beach

Also present:

John T. Doherty, ACTA, Chief Executive Officer
James P. Preusch, ACTA, Chief Financial Officer
Heather McCloskey, ACTA, Co-General Counsel

BOARD MEMBER PRICE PRECIEDED AS CHAIR.

The meeting was called to order at 3:25 p.m. Roll call was taken.

1. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF SEPTEMBER 12, 2019 – RECEIVED AND FILED.

Minutes of the Regular Meeting of September 12, 2019 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

Board Member Hahn motioned, seconded by Board Member Renwick that Item No. 1 be received and filed. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick
NOES: None
ABSTAIN: None
ABSENT: Buscaino, Colonna

2. AUDIT COMMITTEE REPORT – RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated November 15, 2019, recommending that the FY19 Audited Financial Statements and the FY19 Single Audit Report be received and file, was presented to the Governing Board.

Board Member Hahn stated that the Audit Committee met before the regular meeting of the Governing Board and recommended that the FY19 Audited Financial Statements and the FY19 Single Audit Report be received and filed.

Mr. Preusch added that a presentation with the results of the FY19 Audited Financial Statement and FY19 Single Audit Report was given by Moss Adams, LLP during the Audit Committee meeting.

Board Member Hahn motioned, seconded by Board Member Cordero that Item No. 2 be received and filed. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick
NOES: None
ABSTAIN: None
ABSENT: Buscaino, Colonna

3. ALAMEDA CORRIDOR ENGINEERING TEAM – FY19 CLOSEOUT CHANGE ORDERS 68 & 50 – AGREEMENT NO. 27– APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated November 15, 2019, recommending the authorization of the Chief Executive Officer or Chief Financial Officer to issue Change Orders to Contract Work Orders with the Alameda Corridor Engineering Team for FY19 final adjustment in the aggregate decreased amount of \$175,054, was presented to the Governing Board.

Board Member Cordero motioned, seconded by Board Member Renwick that Item No. 3 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick
NOES: None
ABSTAIN: None
ABSENT: Buscaino, Colonna

4. NORTH AMERICAN EMERGENCY MANAGEMENT – APPROVAL OF AGREEMENT NO. C0888 AND TERMINATION OF AGREEMENT NO. C0337 – EMERGENCY FIELD EXERCISE COORDINATION SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 15, 2019, recommending: 1) the approval of Agreement No. C0888 with North American Emergency Management for Emergency Field Exercise Coordination Services in an amount not-to-exceed \$125,000 for the five-year term and authorize the Chief Executive Officer or Chief Financial Officer to execute said agreement; and 2) the approval to terminate

Agreement No. C0337 with North American Emergency Management and authorize the Chief Executive Officer or Chief Financial Officer to issue the termination letter, was presented to the Governing Board.

Board Member Renwick motioned, seconded by Board Member Hahn that Item No. 4 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick

NOES: None

ABSTAIN: None

ABSENT: Buscaino, Colonna

5. PACIFIC RAILWAY ENTERPRISES, INC. – APPROVAL OF AGREEMENT NO. C0889 AND TERMINATION OF AGREEMENT NO. C0711 – ON-CALL RAILROAD SIGNAL ENGINEERING DESIGN SERVICES – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 15, 2019, recommending: 1) the approval of Agreement No. C0889 with Pacific Railway Enterprises, Inc. for On-Call Railroad Signal Engineering Design Services in an amount not-to-exceed \$250,000 for a five-year term, with one 3-year option to renew and authorize the Chief Executive Officer or Chief Financial Officer to execute said agreement; and 2) the approval to terminate Agreement No. C0711 with Pacific Railway Enterprises, Inc. and authorize the Chief Executive Officer or Chief Financial Officer to issue the termination letter, was presented to the Governing Board.

Board Member Renwick motioned, seconded by Board Member Cordero that Item No. 5 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick

NOES: None

ABSTAIN: None

ABSENT: Buscaino, Colonna

6. BARTEL ASSOCIATES, LLC – NINTH AMENDMENT TO AGREEMENT NO. C0788 – ACTUARY SERVICES – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated November 15, 2019, recommending: 1) the approval of the proposed Ninth Amendment to Agreement No. C0788 with Bartel Associates, LLC, for actuary services, to extend the term for five years through December 31, 2024, add \$75,000 to the contract value, and update the hourly rates; and 2) the authorization of the Chief Executive Officer or Chief Financial Officer to execute said agreement, was presented to the Governing Board.

Chair Price motioned, seconded by Board Member Renwick that Item No. 6 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick
NOES: None
ABSTAIN: None
ABSENT: Buscaino, Colonna

7. PFM FINANCIAL ADVISORS LLC – TWELFTH AMENDMENT TO AGREEMENT NO. C0637 – FINANCIAL ADVISORY SERVICES – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated November 15, 2019, recommending the approval of the proposed Twelfth Amendment to Agreement No. C0637 with PFM Financial Advisors LLC for financial advisory services, to extend the term for two years through December 31, 2021 and authorize the Chief Executive Officer or Chief Financial Officer to execute said agreement, was presented to the Governing Board.

Chair Price motioned, seconded by Board Member Cordero that Item No. 7 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick
NOES: None
ABSTAIN: None
ABSENT: Buscaino, Colonna

8. IBI GROUP LTD – AGREEMENT NO. FOURTEEN TO AGREEMENT NO. C0719 & C0783 – ACTA SYSTEMS SUPPORT & MAINTENANCE EFFORTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated November 15, 2019, recommending the approval of the two proposed amendments to two existing contracts with the IBI Group Ltd. for services as follows: 1) Agreement No. C0719 – two-year term extension through December 31, 2021 with an increase of \$175,560 to be paid in equal monthly amounts for support and maintenance of ACTA's Revenue Assessment Verification System and ACTA's PierPass Validation System; and 2) Agreement No. C0783 – two-year term extension through December 31, 2021 for special services and system enhancements, was presented to the Governing Board.

Chair Price motioned, seconded by Board Member Cordero that Item No. 8 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick
NOES: None
ABSTAIN: None
ABSENT: Buscaino, Colonna

9. MOSS ADAMS LLP – THIRD AMENDMENT TO AGREEMENT NO. C0855 – INDEPENDENT AUDIT SERVICES – APPROVED AS AMENDED.

Communication from James P. Preusch, Chief Financial Officer, dated November 15, 2019, recommending: 1) the approval of the proposed Third Amendment to Agreement

No. C0855 with Moss Adams LLP, for independent audit services, to extend the term for five years through April 30, 2025 and add \$475,960 to the contract value; and 2) the authorization for the Chief Executive Officer or Chief Financial Officer to execute said agreement, was presented to the Governing Board.

After some discussion by the Board, Chair Price made a motion to request that staff revisit the terms of the contract looking at a term for three years, instead of the proposed five, priced to reflect the three-year term, and return to the Board with a proposal. The motion was seconded by Board Member Cordero. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick

NOES: None

ABSTAIN: None

ABSENT: Buscaino, Colonna

10. BCA WATSON RICE – WESTERN REGION, LLP – FIRST AMENDMENT TO AGREEMENT NO. C0864 – INTERNAL AUDIT SERVICES – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated November 15, 2019, recommending: 1) the approval of the proposed First Amendment to Agreement No. C0864 with BCA Watson Rice-Western Region, LLP, for internal audit services, to extend the term for three years through June 30, 2023 and add \$250,000 to the contract value; and 2) the authorization of the Chief Executive Officer or Chief Financial Officer to execute said agreement, was presented to the Governing Board.

Board Member Gioiello motioned, seconded by Board Member Renwick that Item No. 10 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick

NOES: None

ABSTAIN: None

ABSENT: Buscaino, Colonna

11. SOUTHERN CALIFORNIA CENTER FOR NONPROFIT MANAGEMENT – APPROVAL OF AGREEMENT NO. C0890 – EXECUTIVE RECRUITMENT SERVICES – APPROVED.

Communication from Heather M. McCloskey, Co-General Counsel, dated November 15, 2019, recommending: 1) the approval of Agreement No. C0890 with Southern California Center for Nonprofit Management for Executive Recruitment Services in an amount not-to-exceed \$200,000 for a one-year term; and 2) the authorization of the Chief Executive Officer or Chief Financial Officer to execute said agreement, was presented to the Governing Board.

Chair Price introduced the item and stated that the *ad hoc* succession planning committee had interviewed the top three firms, ultimately making a selection. She stated that the committee recommends the approval of the Item by the Board.

Ms. McCloskey provided an overview of the RFP process and introduced representatives from the firm selected, Ms. Maura Harrington, Senior Vice President of Center for Nonprofit Management and Mr. Peter Deragon, Managing Director of Stanton Chase.

Ms. Harrington and Mr. Deragon introduced themselves to the Governing Board.

Chair Hahn asked whether the firm had worked with an entity like the Alameda Corridor Transportation Authority in the past. Mr. Deragon stated that the closest was the Canadian Pacific Rail and the Port of Long Beach. Ms. Hahn asked what positions were recruited for the Port of Long Beach. Mr. Deragon stated that they were engaged in recruiting the Chief of Staff for the Board of Harbor Commissioners, Communications Director and head of Human Resources for the Port of Long Beach. Ms. Hahn asked whether they had dealt with a joint powers authority in the past. Mr. Deragon stated that he had not personally, but would look into whether the firm Stanton Chase had in their 30-year history and report back to the Board.

Chair Price stated that the *ad hoc* succession planning committee had been working closely with co-counsel on this process to make sure it was being handled in a transparent manner and that all the guidelines and best practices were followed. The next phase would involve communication with the Board in regards to the qualifications and characteristics in preparation to the posting of the positions, as well as with staff.

Chair Price motioned, seconded by Board Member Hahn that Item No. 11 be approved. Carried by the following vote:

AYES: Cordero, Gioiello, Hahn, Price, Renwick

NOES: None

ABSTAIN: None

ABSENT: Buscaino, Colonna

12. HOMELESS ENCAMPMENTS ON OR ADJACENT TO THE ALAMEDA CORRIDOR – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated November 15, 2019, with an update on activities at the homeless encampments on and adjacent to the Alameda Corridor, was presented to the Governing Board.

Mr. Doherty provided an update on the activities at the homeless encampments on and adjacent to the Alameda Corridor.

Board Member Hahn asked whether there were any success stories from individuals being transitioned to housing. Mr. Manny Hernandez stated that since the last major activity, there hadn't been a need for Los Angeles Homeless Service Authority (LAHSA) to provide social services. He stated that most of the current activity is transitory but that he would contact LAHSA to see if they maintain follow up on the placements that were accomplished during the last major activity.

13. SEPTEMBER 2019 CORRIDOR PERFORMANCE – INFORMATION ITEM.

Mr. Doherty gave an update of Corridor performance statistics including train counts, revenue and cargo volume through September 2019.

14. RECOGNITION OF THE RETIREMENT OF JOHN T. DOHERTY, CHIEF EXECUTIVE OFFICER OF ACTA – INFORMATION ITEM.

Chair Price thanked Mr. John Doherty for the service he provided to the Alameda Corridor Transportation Authority (ACTA) and to making ACTA what it is today. Mr. Doherty received accolades from all members of the Board and was presented with certificates of appreciation.

15. PUBLIC COMMENT ON NON-AGENDA ITEMS

16. ADJOURNMENT IN MEMORY OF CONNIE RIVERA, DIRECTOR OF GOVERNMENT AND COMMUNITY AFFAIRS.

At 4:37 p.m., the meeting was adjourned sine die.