

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 JUNE 8, 2006, AT 8:30 A.M.

Members present:

Frank Colonna, 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
Geraldine Knatz, Port of Los Angeles

Members absent:

None

Also present:

John T. Doherty, ACTA, Chief Executive Officer
James P. Preusch, ACTA, Chief Financial Officer
Art Goodwin, ACTA, Director of Planning
Charles Gale, ACTA, Co-General Counsel
Thomas A. Russell, ACTA, Co-General Counsel

CHAIRPERSON COLONNA PRESIDED AS CHAIR.

Mr. John Doherty introduced Mr. Art Goodwin, ACTA's Director of Planning.

APPROVAL OF MINUTES

Mr. Hankla moved, seconded by Mr. Steinke and unanimously carried, the minutes of the regular meeting of April 13, 2006, were declared read and approved as read.

At 8:45 a.m., Mr. Knabe arrived at the meeting.

CONSENT CALENDAR - ITEMS NOS. 1-8.

1. MONTHLY FINANCIAL REPORTS FOR THE PERIOD ENDED APRIL 30, 2006 – RECEIVED AND FILED.

Communication from James Preusch, Chief Financial Officer, dated June 8, 2006, recommending that the monthly financial reports for the period ended April 30, 2006, be received and filed, was presented to the Governing Board.

2. QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING MARCH 31, 2006 – RECEIVED AND FILED.

Communication from John T. Doherty, Chief Executive Officer, dated May 1, 2006, recommending that the Quarterly Investment Report for the period ending March 31, 2006, be received and filed, was presented to the Governing Board.

3. BUTTERFIELD COMMUNICATIONS – AMENDMENT TO AGREEMENT NO. 729 – CERRELL ASSOCIATES, INC. – AMENDMENT TO AGREEMENT NO. 730 - APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to extend the term of Agreement No. 729 with Butterfield Communications in an amount not to exceed \$144,000 plus \$6,000 in expenses for the period December 31, 2006, through June 30, 2007, and extend the term of Agreement No. 730 with Cerrell Associates, Inc., in an amount not to exceed \$105,500 plus \$6,000 in expenses for the period December 31, 2006, through June 30, 2007, was presented to the Governing Board.

4. BERG ASSOCIATES, INC. – CHANGE ORDER TO CONTRACT NO. CO607 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute a Change Order to Contract No. CO607 with Berg Associates, Inc., in the amount of \$350,000, for construction management services for various ACTA projects for FY07, was presented to the Governing Board.

5. MANATT, PHELPS & PHILLIPS – AMENDMENT TO AGREEMENT NO. 693 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute an amendment to Agreement No. 693 with Manatt, Phelps & Phillips for federal legislative advocacy services that extends the term an additional year through FY07 for the total not-to-exceed amount of \$90,000, was presented to the Governing Board.

6. NOSSAMAN, GUTHNER, KNOX & ELLIOTT – AMENDMENT TO AGREEMENT NO. 753 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute an amendment to Agreement No. 753 with Nossaman, Guthner, Knox & Elliott's Sacramento office to provide legislative advocacy in Sacramento for FY07 in the not-to-exceed amount of \$50,000, was presented to the Governing Board.

7. PORT OF LOS ANGELES AND PORT OF LONG BEACH – AGREEMENT FOR REIMBURSEMENT OF ACTA CO-COUNSEL COSTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute an agreement with the Port of Los Angeles and the Port of Long Beach to provide retroactive and future reimbursement in the fixed amount of \$100,000 per year per port for ACTA co-counsel services, was presented to the Governing Board.

8. DAVID DUTHIE – AMENDMENT TO CONSULTANT SERVICE AGREEMENT NO. 714 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute an amendment to Consultant Service Agreement No. 714 with David Duthie for utility coordination services in an amount not to exceed \$50,000, was presented to the Governing Board.

Mr. Krause moved, seconded by Mr. Hankla, that the communications be received and filed and that Items Nos. 1-8 be approved as recommended. Carried by the following vote:

AYES: Members: Krause, Hankla, Steinke, Knabe, Hahn, Colonna
NOES: None
ABSENT: Knatz

9. ACE ENGINEERING, INC. – AMENDMENT TO CONTRACT NO. CO737 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute an amendment to Contract No. CO737 with ACE Engineering, Inc., for on-call maintenance services for a one-year extension for FY07 and an increase in the contract value in the amount of \$1,493,000, was presented to the Governing Board.

Mr. Knabe moved, seconded by Mr. Steinke, that the communication be received and filed and that amendment to Contract No. CO737 with ACE Engineering, Inc., for a one-year extension for FY07 and a \$1,493,000, increase in contract value be approved. Carried by the following vote:

AYES: Members: Krause, Hankla, Steinke, Knabe, Hahn, Colonna
NOES: None
ABSENT: Knatz

10. AMENDMENTS TO LEGAL SERVICES AGREEMENTS – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to execute amendments to legal services agreements with ten law firms for a one year extension in the aggregate amount of \$2,250,000, for FY07, and to execute an amendment to the legal services agreement with Nossaman, Guthner, Knox & Elliott for FY06 close-out for the not-to-exceed increased amount of \$200,000 each, was presented to the Governing Board.

Mr. Hankla moved, seconded by Ms. Hahn, that the communication be received and filed and that Item No. 10 be approved as presented. The Board further authorized that FY07 approved amounts for legal service firms could also be applied to FY06 overruns of previously approved not-to-exceed amounts. Carried by the following vote:

AYES: Members: Krause, Hankla, Steinke, Knabe, Hahn
NOES: None
ABSENT: Knatz
ABSTAIN: Colonna (Mr. Colonna left the room during the vote.)

11. ALAMEDA CORRIDOR ENGINEERING TEAM – ANNUAL CONTRACT WORK ORDERS AND CORRESPONDING CHANGE ORDERS TO AMENDED AGREEMENT NO. CO027 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, recommending authorization for the Chief Executive Officer to issue and execute annual Contract Work Orders and corresponding Change Orders to Amended Agreement No. CO027 for services provided by the Alameda Corridor Engineering Team, was presented to the Governing Board.

Mr. Knabe moved, seconded by Mr. Hankla, that the communication be received and filed and that the Chief Executive Officer be authorized to issue and execute annual Contract Work Orders and corresponding Change Orders to Amended Agreement No. CO027 be approved. Carried by the following vote:

AYES: Members: Krause, Hankla, Steinke, Knabe, Hahn, Colonna
NOES: None
ABSENT: Knatz

12. FY 2006/2007 ACTA BUDGET – ADOPTED.

Communication from James Preusch, Chief Financial Officer, dated June 8, 2006, recommending approval to adopt the FY 2006/2007 ACTA Budget and appropriate cash spending in the amount of \$118,948,981 during FY07, was presented to the Governing Board.

At 9:05 a.m. Ms. Geraldine Knatz arrived at the meeting.

Ms. Knatz stated that the budget should include a list of positions and their respective salaries.

Mr. Steinke asked, with the departure of the internal auditor this past year, what ACTA intends to do to keep this important function in place.

Mr. Doherty stated there are three elements to this function: some of the auditing responsibilities involve the non-financial side that the Chief Financial Officer has picked up, others have been delegated to one of ACTA's outside audit firms, and Mr. Carl Wolf will be coming back to ACTA on a part-time basis on July 1, 2006, to provide general oversight and delegation.

Mr. Hankla moved, seconded by Mr. Krause, that the communication be received and filed and that the ACTA Budget for FY 2006/2007 be adopted. Carried by the following vote:

AYES: Members: Krause,Knatz,Hankla,Steinke,Knabe,Hahn,Colonna
NOES: None
ABSENT: None

13. COLTON CROSSING FEASIBILITY STUDY – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated June 8, 2006, providing information on the Colton Crossing Feasibility Study.

14. LEGISLATIVE UPDATE.

Mr. Norm Emerson gave a legislative update.

15. APRIL PERFORMANCE UPDATE – INFORMATION ITEM.

CLOSED SESSION

At 10:05 a.m., Chairperson Colonna recessed the Governing Board meeting to hold an attorney-client meeting pursuant to Government Code Section 54956.9, Subdivision (b), regarding anticipated litigation.

At 10:06 a.m., Chairperson Colonna left the meeting.

At 10:25 a.m., the meeting was again called to order by Vice Chairperson Hahn.

There were no reportable actions from the closed session.