



# **A G E N D A**

## **REGULAR MEETING**

### **Governing Board of the Alameda Corridor Transportation Authority**

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Meeting Date and Time:	December 12, 2024, 10:00 A.M.
Location:	Long Beach City College Liberal Arts Campus Board Room 4901 East Carson Street, Building T1100 Long Beach, CA 90808
The public may attend the meeting in person or view the meeting online via Zoom:	<a href="https://us02web.zoom.us/j/5622477111">https://us02web.zoom.us/j/5622477111</a> Meeting ID: 562 247 7111 Passcode: boardmtg

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#### **OPPORTUNITIES FOR THE PUBLIC TO ATTEND THE MEETING AND PROVIDE PUBLIC COMMENTS**

In-person comments may be provided at the meeting but will not be accepted via Zoom. Members of the public attending the meeting in person will be given an opportunity to address the Board on (1) any item on the agenda prior to the Board’s consideration of that item, including the consent and closed session agendas; and (2) subjects within the subject matter jurisdiction of the Governing Board during Public Comment on Non-Agenda Items. Members of the public who wish to speak should complete a speaker card indicating the agenda item number on which they will comment or designate “general public comment” and return the card to the Board Secretary. Each speaker will be allowed to speak for up to 3 minutes per agenda item.

Written comments or materials may be submitted by emailing [publiccomment@acta.org](mailto:publiccomment@acta.org) or brought to the meeting. If you request to distribute documents to the Governing Board, please present the Board Secretary with twelve (12) copies. All written comments or materials submitted for the meeting will be entered into the official meeting minutes. For comments by email, please submit written comments prior to 3:00 pm on the day before the scheduled meeting. Comments submitted by email will be distributed to the Governing Board prior to the meeting and entered into the official meeting minutes.

As a covered entity under Title II of the Americans with Disabilities Act, the Alameda Corridor Transportation Authority (ACTA) does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities. Sign language interpreters, assistive listening devices, and translation services may be provided. To ensure availability, 72-hour advance notice is required. Contact the ACTA Office at (562) 247-7777.

#### **ROLL CALL**



**CLOSED SESSION**

**CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION**

Significant exposure to litigation pursuant to subdivision (d)(2) of Section 54956.9: (one case)

**OPEN SESSION**

**A. COMMENTS FROM THE PUBLIC ON NON-AGENDA ITEMS**

**B. REPORTS AND PRESENTATIONS**

- i. Report of the Audit Committee Meeting held on December 12, 2024
- ii. October 2024 Performance Report
- iii. ACTA Public Policy Activities

**C. APPROVAL OF THE MINUTES**

- Minutes of the October 10, 2024, Regular Governing Board Meeting of the Alameda Corridor Transportation Authority

**D. AGENDA ITEMS**

**Consent Agenda (1):**

1. RECEIVE AND FILE Monthly Financial Reports as of September 30, 2024

**Regular Agenda (2-5):**

2. APPROVE FY24 Closeout Change Orders 82 and 63 to Agreement No. 27 with Alameda Corridor Engineering Team, decreasing contract compensation amount \$322,069 in aggregate
3. APPROVE Fourth Amendment to Agreement No. C0889 with Pacific Railway Enterprises, Inc. for Rates during Years 6, 7 and 8 of the Agreement
4. DISCUSS AND APPROVE proposed adjustments to the ACTA Chief Executive Officer Salary and Benefits Package (Resolution No. JPA 24-3)
5. APPROVE Resolution No. JPA 24-4 Setting the Calendar Year 2025 Date & Time for the Regular Meetings of the ACTA Governing Board

**ADJOURNMENT**

**REPORT ITEM 1**

**ACTA Audit Committee Report Out  
December 12, 2024**

## **REPORT ITEM 2**

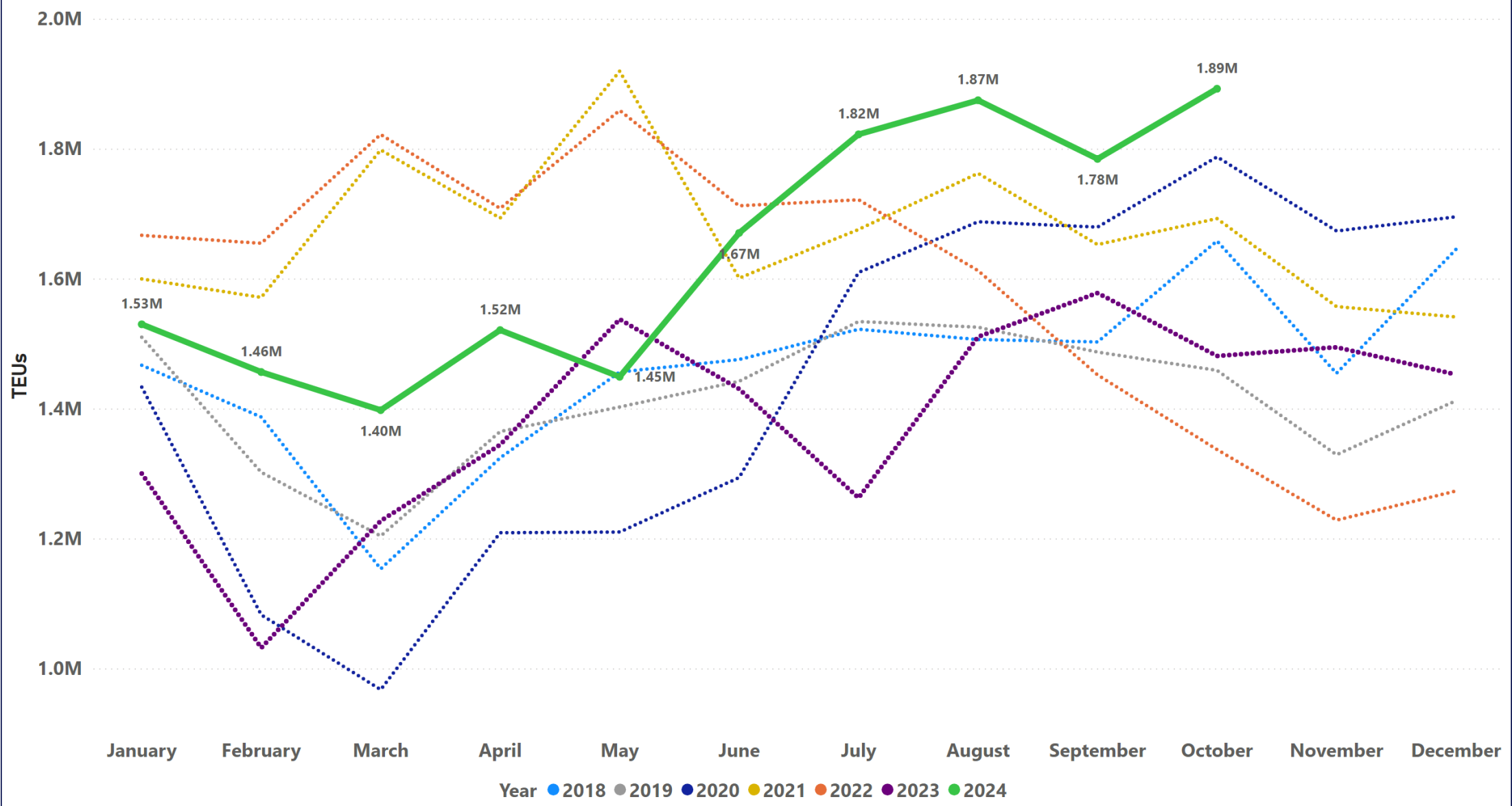
# **Performance Report Oct - 2024**

## Port Container Throughput (TEUs) – Oct 2024

Port	POLA		POLB		POLA & POLB	
Category	Monthly TEUs	YoY % Change	Monthly TEUs	YoY % Change	Monthly TEUs	YoY % Change
Imports	462,740	24.2%	487,563	34.2%	<b>950,303</b>	<b>29.2%</b>
Exports	122,715	1.2%	112,845	25.3%	<b>235,560</b>	<b>11.5%</b>
<b>Total Loaded</b>	585,455	18.6%	600,408	32.4%	<b>1,185,863</b>	<b>25.2%</b>
Empties	319,569	37.7%	386,782	28.2%	<b>706,351</b>	<b>32.3%</b>
<b>Total TEUs</b>	905,024	24.7%	987,190	30.7%	<b>1,892,214</b>	<b>27.8%</b>

Port	POLA		POLB		POLA & POLB	
Category	YTD	YTD % Change	YTD	YTD % Change	YTD	YTD % Change
Imports	4,437,595	20.2%	3,883,855	24.7%	<b>8,321,450</b>	<b>22.2%</b>
Exports	1,259,595	19.0%	987,163	-7.7%	<b>2,246,758</b>	<b>5.6%</b>
<b>Total Loaded</b>	5,697,190	19.9%	4,871,018	16.4%	<b>10,568,208</b>	<b>18.3%</b>
Empties	2,794,215	17.7%	3,033,553	26.8%	<b>5,827,768</b>	<b>22.3%</b>
<b>Total TEUs</b>	8,491,405	19.2%	7,904,571	20.2%	<b>16,395,976</b>	<b>19.7%</b>

# SP Bay Port TEUs Trends



# Alameda Corridor Performance

October

CY2024

FY2025

REVENUE

**\$12.1M**

+32.4% | \$9.2M  
vs Last Year

**\$108.9M**

+33.6% | \$81.5M  
vs Previous CYTD

**\$46.3M**

+33.0% | \$34.9M  
vs Previous FYTD

TEUs

**529.0K**

+27.7% | 414.4K  
vs Last Year

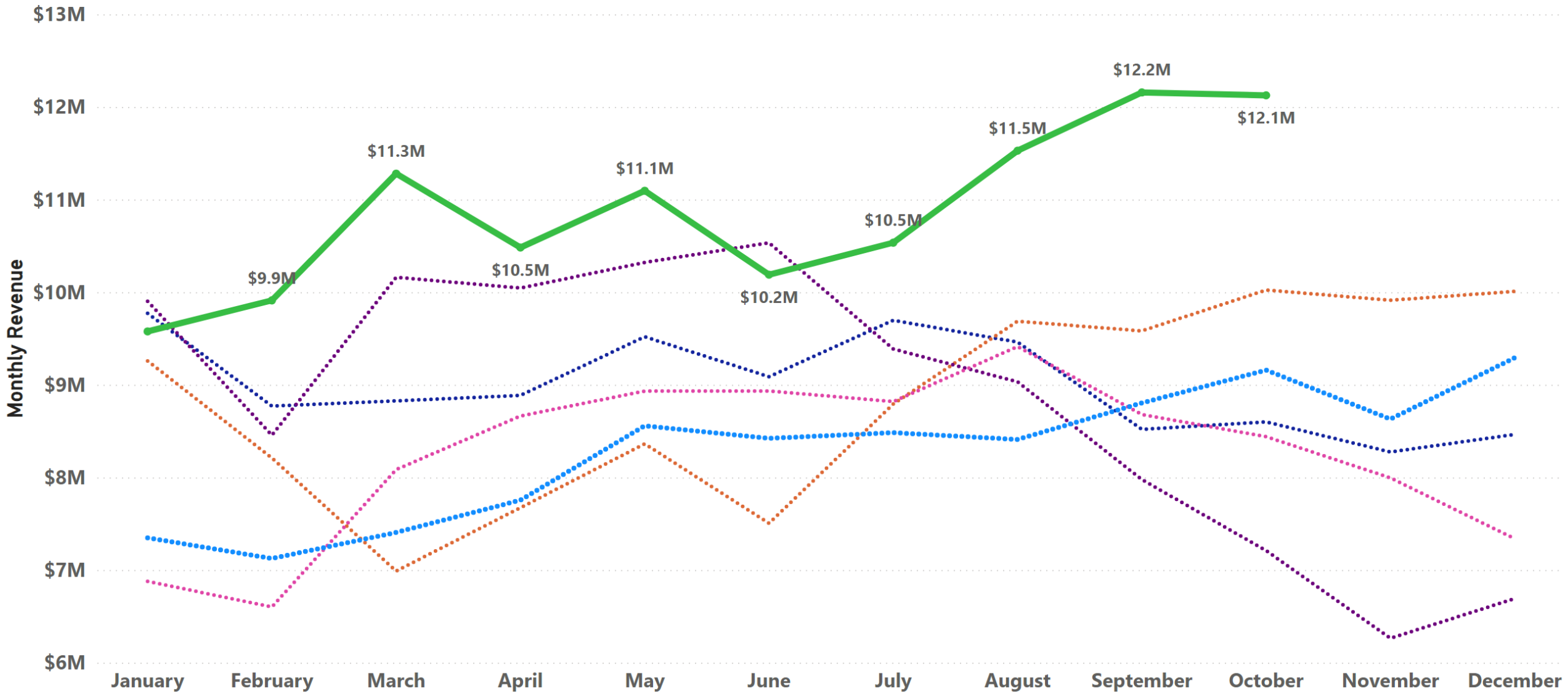
**4.7M**

+31.2% | 3.6M  
vs Previous CYTD

**2.1M**

+32.1% | 1.6M  
vs Previous FYTD

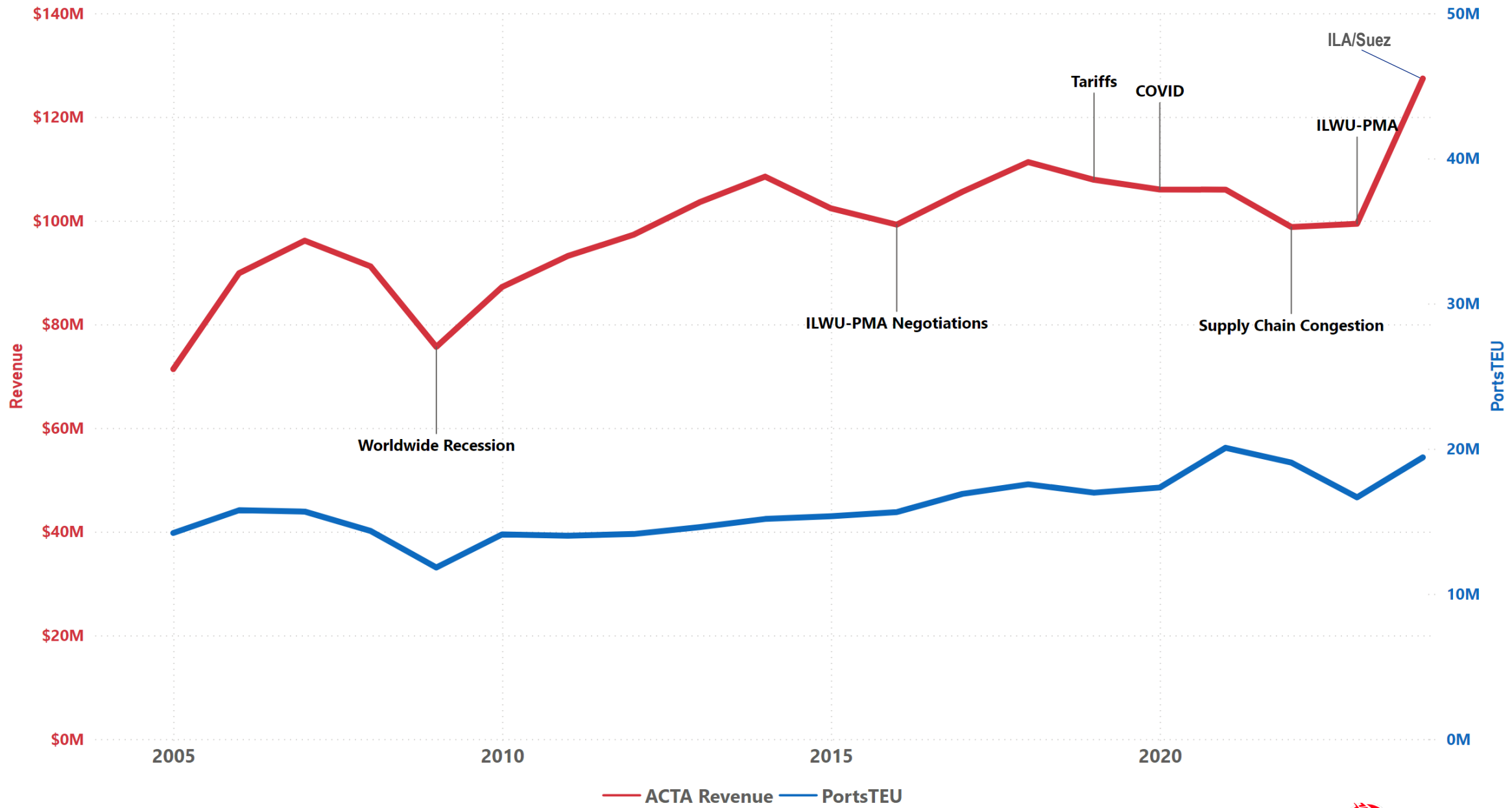
# Corridor Revenue Performance



Year ● 2019 ● 2020 ● 2021 ● 2022 ● 2023 ● 2024



# Revenue and PortsTEU Trends



• Actuals through October 2024; remaining CY numbers from ACTA's forecast model

## **REPORT ITEM 3**

# **ACTA Public Policy December 12, 2024**

# Discussion

The Public Policy will focus ACTA efforts and facilitate collaboration between ACTA and other agencies to advance investment and policy strategies.

1. Finance – Provide analysis of alternative financing plans  
Present financial analysis to Board for approval  
Goal – Develop bond strategy that balances total cost, shortfalls considering revenue forecast
2. State of Good Repair – First project is Signals/Communications  
ACTA not selected for CRISI grant  
ACTA MOW Contract RFP approaching selection
3. Security – Continue enhancement of security for infrastructure/cargo  
Collaboration task forces & joint camera deployment
4. Expert Consultant – Selection/procurement of Railroad Strategist  
Advise on approach to Class I RRs in ACTA revenue, RR rates & performance



MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD AT LONG BEACH CITY COLLEGE LIBERAL ARTS CAMPUS BOARD ROOM, 4901 E. CARSON STREET, BUILDING T1100, LONG BEACH, CALIFORNIA 90808 ON OCTOBER 10, 2024 AT 10:00 A.M.

**ROLL CALL**

Members present:

- Michael Cano, Los Angeles County Metro
- Frank Colonna, Port of Long Beach
- Tim McOsker, City of Los Angeles
- Edward Renwick, Port of Los Angeles

Alternate members present:

- Michael DiBernardo, Port of Los Angeles
- Sam Joumblat, Port of Long Beach

Members absent:

- Suely Saro, City of Long Beach

Also present:

- Michael Leue, ACTA, Chief Executive Officer
- Kevin Scott, ACTA, Chief Financial Officer
- Heather McCloskey, ACTA, Co-General Counsel
- Maria Melendres, ACTA, Governing Board Secretary

The meeting was called to order at 10:17 a.m. by Chair McOsker.

**OPEN SESSION**

**A. COMMENTS FROM THE PUBLIC ON NON-AGENDA ITEMS**

There were no requests by the public to address the Governing Board.

**B. REPORTS AND PRESENTATIONS**

- AUGUST 2024 CORRIDOR PERFORMANCE

Michael Leue presented the Corridor performance statistics through August 2024. He stated that the Port year-to-date numbers needed to be updated. The Performance Report, Port Container Throughput (Year to Date TEUs) – Aug 2024 slide will be revised, sent to Board members, and reflected in ACTA’s records.

- ACTA LEGISLATIVE PROGRAM

Michael Leue presented an update on ACTA’s Legislative Program.

**CLOSED SESSION**

At 10:45 a.m., Chair McOsker recessed the Governing Board meeting to consider the public employee performance evaluation for the Chief Executive Officer (Government Code Section 54957).

At 12:08 a.m., the meeting was again called to order. Ms. Heather McCloskey, ACTA Co-General Counsel, announced that the Governing Board addressed the item on the Governing Board agenda on page 2. The Board Secretary was directed to remove Item 4 from the agenda.

**C. MINUTES**

ACTA GOVERNING BOARD REGULAR MEETING OF AUGUST 15, 2024 – APPROVED.

Minutes of the Regular Meeting of August 15, 2024, of the Governing Board of the Alameda Corridor Transportation Authority, were presented to the Governing Board.

Board Member Joumblat requested confirmation that staff would follow up on the Board's request to implement an annual or biannual internal audit. Mr. Leue confirmed that staff is actively working on the necessary steps to fulfill this request to the Governing Board’s satisfaction. Kevin Scott then provided an update on the progress made so far.

Board Member Colonna motioned, seconded by Board Member Cano that the minutes of the August 15, 2024, Regular Meeting of the Alameda Corridor Transportation Authority be approved as submitted. Carried by the following vote:

- AYES: Cano, Colonna, DiBernardo, Joumblat, McOsker, Renwick
- NOES: None
- ABSENT: Saro

**D. AGENDA ITEMS**

**Regular Agenda**

**1. DAVCO PROPERTIES, LLC – REAL ESTATE BROKERAGE SERVICES FOR ACTA’S OFFICE LEASE – APPROVED.**

Communication from Kevin Scott, Chief Financial Officer, dated October 10, 2024, recommending the approval of Agreement No. C0924 with DavCo Properties, LLC doing business as DavCo Realty Advisors to provide Real Estate Brokerage Services for ACTA’s office lease, was presented to the Governing Board.

No public comment was received on Item No. 1.

Board Member Colonna motioned, seconded by Board Member Joumblat that Item No. 1 be approved as recommended. Carried by the following vote:

- AYES: Cano, Colonna, DiBernardo, Joumblat, McOsker, Renwick
- NOES: None
- ABSENT: Saro

**2. ALAMEDA CORRIDOR DISPATCHING AGREEMENT – TWELFTH AMENDMENT – APPROVED.**

Communication from Michael C. Leue, Chief Executive Office, dated October 10, 2024, recommending the approval of the twelfth amendment to the Alameda Corridor Dispatching Agreement and authorization of the Chief Executive Officer to execute the proposed amendment, was presented to the Governing Board.

No public comment was received on Item No. 2.

Board Member DiBernardo motioned, seconded by Board Member Cano that Item No. 2 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, DiBernardo, Joublat, McOsker, Renwick

NOES: None

ABSENT: Saro

**3. POLICE & SECURITY SERVICES AGREEMENT – ELEVENTH AMENDMENT – APPROVED.**

Communication from Michael C. Leue, Chief Executive Office, dated October 10, 2024, recommending the approval of the eleventh amendment to the Police & Security Services Agreement and authorization of the Chief Executive Officer to execute the proposed amendment, was presented to the Governing Board.

No public comment was received on Item No. 3.

Board Member Joublat motioned, seconded by Board Member DiBernardo that Item No. 3 be approved as recommended. Carried by the following vote:

AYES: Cano, Colonna, DiBernardo, Joublat, McOsker, Renwick

NOES: None

ABSENT: Saro

(Item 4 was pulled from the agenda)


**ADJOURNMENT**

At 12:19 a.m., the meeting was adjourned sine die.

# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board  
Meeting Date: December 12, 2024  
From: Kevin L. Scott, Chief Financial Officer   
Subject: RECEIVE AND FILE Monthly Financial Reports as of September 30, 2024

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### **Recommendation:**

Receive and file the Monthly Financial Reports as of September 30, 2024.

### **Discussion:**

The financial package includes the following:

- Monthly Financial Statements (See Transmittal 1).

Statements of Net Position - Unaudited statement of ACTA's assets and liabilities as of September 30, 2024. The audited June 30, 2024 financial information is also included for comparative purposes to the beginning of the fiscal year.

Statement of Revenues, Expenses and Changes in Net Position – Fiscal Year 2025 unaudited statement of revenues, expenses and changes in net position through September 30, 2024. Also included is the statement as of September 2023 which has been included for comparative purposes for three months of information.

Comparison of Budget Functional Expenses – Operating Budget by Expense Type - The fiscal year-to-date budget is compared to actual revenue and expenditures incurred as of September 30, 2024.

Comparison of Budget Functional Expenses – Operating Budget by Funds - The fiscal year-to-date budget is compared to actual revenue and expenditures incurred as of September 30, 2024.

Cash and Investment Summary – Cash and investment balances and the corresponding investment schedule are being presented as of September 30, 2024. The cash and investment balances are segregated by institution, account number reference, and account description. Balances are presented in book and market value. Also included are the grant funds received for the SR-47 project during the current fiscal year. The investment schedule summarizes the composition of the agency's investment portfolio and how the portfolio complies with the Board approved Investment Policy.

Cash Flow – Cash flow for the month of September 2024 is presented. It is presented in both a summary format and a detailed format. A fiscal year-to-date cash flow showing all activity through September 30, 2024 is also presented in both a summary format and a detailed format. The dollar amounts represent the book values for each account.



December 12, 2024  
**ITEM #01**

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.

**Transmittals:**

Transmittal 1 - Monthly Financial Statements as of September 30, 2024





## Statements of Net Position

September 30, 2024 and June 30, 2024

	<u>September 2024</u>	<u>June 2024</u>
<b><u>Assets &amp; Deferred Outflows of Resources</u></b>		
<b>Current Assets:</b>		
Restricted Cash & Cash Equivalents, & Investments	\$ 80,086,956	\$ 143,137,200
Receivables	14,944,675	12,752,663
Prepaid Expenses	2,972,407	2,448,458
<b>Total Current Assets</b>	98,004,038	158,338,321
Prepaid Bond Insurance Premiums, net	29,410,389	29,697,138
Restricted Investments *	144,795,171	51,132,104
Assets Held for Transfer	311,990	311,990
Net OPEB Asset	370,904	370,904
Capital Assets Not Being Depreciated	438,148,732	438,148,732
Capital Assets, Net	1,008,049,036	1,013,329,849
<b>Total Assets</b>	1,719,090,260	1,691,329,038
<b>Deferred Outflows of Resources:</b>		
Loss on Refunding	37,245,435	38,795,381
Pension and OPEB Related Items	1,571,245	1,571,245
<b>Total Assets &amp; Deferred Outflows of Resources</b>	\$ 1,757,906,940	\$ 1,731,695,664
<b><u>Liabilities, Deferred Inflows of Resources, &amp; Net Position</u></b>		
<b>Current Liabilities:</b>		
Accounts Payable	\$ 777,652	\$ 6,005,375
Unearned Revenue	7,983,232	5,372,279
Accrued Interest Payable, Current Portion	24,839,823	12,419,912
Revenue Bonds Payable, Current Portion	16,255,000	16,255,000
Other Liabilities	661,270	736,000
<b>Total Current Liabilities</b>	50,516,977	40,788,566
<b>Noncurrent Liabilities:</b>		
Shortfall Advances Payable to Ports	14,016,280	13,839,081
Net Pension Liability	2,340,987	2,340,987
Accrued Interest Payable, Net of Current Portion	572,137,838	551,790,732
Revenue Bonds Payable, Net of Current Portion & Unamortized Discount	1,779,574,188	1,780,332,982
<b>Total Noncurrent Liabilities</b>	2,368,069,293	2,348,303,782
<b>Total Liabilities</b>	\$ 2,418,586,270	\$ 2,389,092,348
<b>Deferred Outflows of Resources:</b>		
Gain on refunding	44,174,518	44,555,018
Deferred Inflows of Resources	436,591	436,591
<b>Total Deferred Outflows of Resources</b>	44,611,109	44,991,609
<b><u>Net Position</u></b>		
Net Investment in Capital Assets	-	-
Restricted for Debt Service	159,890,505	124,137,739
Restricted for Capital Projects	-	-
Restricted by Master Trust Agreement	101,646,485	90,762,509
Unrestricted	(966,827,429)	(917,288,541)
<b>Total Net Position</b>	(705,290,439)	(702,388,293)
<b>Total Liabilities, Deferred Inflows of Resources, &amp; Net Position</b>	\$ 1,757,906,940	\$ 1,731,695,664

\* All investments with a maturity within three months are considered cash for the year-end financial statements. Monthly, unaudited financial statements, carry all investments, regardless of maturity date(s), as Restricted Investments. Fully detailed classifications are only done at year-end in accordance with GASB 40, therefore classification differences exist.

	<u>September 2024</u>	<u>June 2024</u>	<u>FY2025 Increase</u>
<b>Current</b>	\$ 80,086,956	\$ 143,137,200	
<b>Noncurrent</b>	144,795,171	51,132,104	
	\$ 224,882,127	\$ 194,269,304	\$ 30,612,823



## Statement of Revenues, Expenses, & Changes in Net Position

Three Months ended September 30, 2024 and 2023

	<u>September 2024</u>	<u>September 2023</u>
<b>Operating Revenues:</b>		
Use Fees & Container Charges	\$ 34,225,225	\$ 25,995,905
Maintenance-of-Way Charges	965,823	793,206
<b>Total Operating Revenues</b>	<u>35,191,048</u>	<u>26,789,111</u>
<b>Operating Expenses:</b>		
Salaries & Benefits	1,020,518	546,084
Administrative Expenses	202,425	252,378
Professional Services	248,908	138,440
Maintenance-of-Way	1,025,029	1,650,408
Depreciation	5,280,813	5,277,884
<b>Total Operating Expenses</b>	<u>7,777,693</u>	<u>7,865,194</u>
<b>Operating Income (Loss)</b>	27,413,355	18,923,917
<b>Nonoperating Revenues:</b>		
Interest & Investment Revenue, Net	2,121,910	1,111,239
Public Benefit Income	(43,431)	15,235
Miscellaneous Revenue	1,304,656	242,034
<b>Total Nonoperating Revenues</b>	<u>3,383,135</u>	<u>1,368,508</u>
<b>Nonoperating Expenses:</b>		
Interest Expense	34,022,119	31,783,649
Expenses for Public Benefit & Pass Thru Expenses	57,017	18,458
Amortization of deferred gain on bond refunding	(380,500)	-
Costs of Issuance	-	-
Gain/Loss Sale or Transfer of Capital Assets	-	-
<b>Total Nonoperating Expenses, Net</b>	<u>33,698,636</u>	<u>31,802,107</u>
<b>Changes in Net Position</b>	(2,902,146)	(11,509,682)
<b>Net Position:</b>		
Net Position, Beginning of Year	(702,388,293)	(585,539,734)
<b>Net Position - End of Year</b>	<u>\$ (705,290,439)</u>	<u>\$ (597,049,416)</u>



## Comparison of Budget By Expenses Type as of September 30, 2024

(\$ in thousands)	Fiscal Year-to-Date		
	Budget*	Actuals	Variance
<b>Revenues</b>			
<b>Operating Revenues</b>			
Use Fees & Container Charges	\$ 22,930,486	\$ 34,225,225	\$ 11,294,739
Maintenance-of-Way Charges	4,279,454	965,823	(3,313,631)
<b>Total Operating Revenues</b>	<u>27,209,940</u>	<u>35,191,048</u>	<u>7,981,108</u>
<b>Other Revenues</b>			
<b>Projects</b>			
Pier Pass	15,000	15,000	-
EPA Order & Pass Thru Income	738,922	1,289,656	550,734
<b>Subtotal Projects</b>	<u>753,922</u>	<u>1,304,656</u>	<u>550,734</u>
<b>Miscellaneous</b>			
Public Benefit Income	18,750	(43,431)	(62,181)
Gain/Loss from Sale of Fixed Assets	-	-	-
Ports-Shortfall Advances	-	-	-
Investment Income	1,354,443	2,121,910	767,467
<b>Subtotal Miscellaneous</b>	<u>1,373,193</u>	<u>2,078,479</u>	<u>705,286</u>
<b>Subtotal Other Revenues</b>	<u>2,127,115</u>	<u>3,383,135</u>	<u>1,256,020</u>
<b>Total Sources of Funds</b>	<u>29,337,055</u>	<u>38,574,183</u>	<u>9,237,128</u>
<b>Expenses</b>			
Salaries	596,003	490,950	(105,053)
Benefits	663,044	529,568	(133,476)
Office Expenses	136,928	146,876	9,948
Other Management Expenses	26,475	7,514	(18,961)
Information Technologies	41,125	7,899	(33,226)
Bank & Investment	48,125	39,453	(8,672)
ACET Administrative & Capital Support	-	682	682
Audit	52,843	10,646	(42,198)
Legal	170,000	65,578	(104,422)
Governmental Affairs	22,500	11,535	(10,965)
Other Professional Services	495,175	161,150	(334,025)
Pass Thru Expenses & EPA Order	642,541	21,181	(621,360)
Expenses for Public Benefit	18,750	35,836	17,086
<b>Total Administrative Expenses</b>	<u>2,913,509</u>	<u>1,528,868</u>	<u>(1,384,642)</u>
Maintenance-of-Way Expenses-Rail - Contractors	3,130,121	(419)	(3,130,540)
Maintenance-of-Way Expenses-Rail - Capital	-	-	-
Maintenance-of-Way Expenses-Rail - Other	1,149,333	966,243	(183,090)
Maintenance-of-Way Expenses-Nonrail - Contractors	427,676	(15)	(427,691)
Maintenance-of-Way Expenses-Nonrail - Capital	3,115,628	19,387	(3,096,241)
Maintenance-of-Way Expenses-Nonrail - Other	73,335	39,301	(34,034)
Maintenance-of-Way Expenses - ACTA	50,231	532	(49,699)
<b>Total Maintenance-of-Way Expenses</b>	<u>7,946,324</u>	<u>1,025,029</u>	<u>(6,921,295)</u>
<b>Subtotal Administrative and M&amp;O Expenses</b>	<u>10,859,833</u>	<u>2,553,896</u>	<u>(8,305,938)</u>
<b>Financing Expenses</b>			
Debt & Port Advance Interest/Bonds Premium Discount	13,064,453	13,675,013	610,560
Debt Service - Accrued CAB Interest	20,277,888	20,347,106	69,218
<b>Subtotal Financing Expenses</b>	<u>33,342,341</u>	<u>34,022,119</u>	<u>679,778</u>
<b>Depreciation &amp; Amortization Expenses</b>			
Depreciation	5,246,291	5,280,813	34,522
Amortization of deferred gain on bon refunding	-	(380,500)	(380,500)
Cost of Issuance	-	-	-
<b>Subtotal Depreciation &amp; Amortization Expenses</b>	<u>5,246,291</u>	<u>4,900,313</u>	<u>(345,978)</u>
<b>Total Operating Expenses</b>	<u>49,448,465</u>	<u>41,476,329</u>	<u>(7,972,136)</u>
<b>Income (Loss)</b>	<u>\$ (20,111,410)</u>	<u>\$ (2,902,146)</u>	<u>\$ 17,209,264</u>

\* Y-T-D Budget calculated on a straight line basis.



## Comparison of Budget By Funds as of September 30, 2024

(\$ in thousands)	Fiscal Year-to-Date		
	Budget*	Actuals	Variance
<b>Revenues</b>			
<b>Operating Revenues</b>			
Use Fees & Container Charges	\$ 22,930,486	\$ 34,225,225	\$ 11,294,739
Maintenance-of-Way Charges	4,279,454	965,823	(3,313,631)
<b>Total Operating Revenues</b>	<u>27,209,940</u>	<u>35,191,048</u>	<u>7,981,108</u>
<b>Other Revenues</b>			
<b>Projects</b>			
Pier Pass	15,000	15,000	-
EPA Order & Pass Thru Income	738,922	1,289,656	550,734
<b>Subtotal Projects</b>	<u>753,922</u>	<u>1,304,656</u>	<u>550,734</u>
<b>Miscellaneous</b>			
Public Benefit Income	18,750	(43,431)	(62,181)
Gain/Loss from Sale of Fixed Assets	-	-	-
Ports-Shortfall Advances	-	-	-
Investment Income	1,354,443	2,121,910	767,467
<b>Subtotal Miscellaneous</b>	<u>1,373,193</u>	<u>2,078,479</u>	<u>705,286</u>
<b>Subtotal Other Revenues</b>	<u>2,127,115</u>	<u>3,383,135</u>	<u>1,256,020</u>
<b>Total Sources of Funds</b>	<u>29,337,055</u>	<u>38,574,183</u>	<u>9,237,128</u>
<b>Expenses</b>			
Financing Fees	415,151	238,863	(176,288)
Administrative Costs	1,837,067	1,232,989	(604,078)
Capital	-	-	-
Railroads-M&O	4,279,454	965,824	(3,313,630)
Reserve-M&O	3,616,639	58,673	(3,557,966)
Financing Fees-M&O	50,231	532	(49,699)
Revenue Fund-Interest & Bonds Premium/Discount	13,064,453	13,675,013	610,560
Expenses for Public Benefit	18,750	35,836	17,086
LAIF General Fund-Pass Thru & EPA	642,541	21,181	(621,360)
<b>Total Expenses</b>	<u>23,924,286</u>	<u>16,228,911</u>	<u>(7,695,374)</u>
<b>Non Cash Expenses</b>			
Accrued CAB Debt Service Interest	20,277,888	20,347,106	69,218
Depreciation	5,246,291	5,280,813	34,522
Amortization of deferred gain on bond refunding	-	(380,500)	(380,500)
Cost of Issuance	-	-	-
<b>Subtotal Interest, Depreciation, &amp; Amortization Expenses</b>	<u>25,524,179</u>	<u>25,247,419</u>	<u>(276,760)</u>
<b>Total Operating Expenses</b>	<u>49,448,465</u>	<u>41,476,329</u>	<u>(7,972,136)</u>
<b>Income (Loss)</b>	<u>\$ (20,111,410)</u>	<u>\$ (2,902,146)</u>	<u>\$ 17,209,264</u>

\* Y-T-D Budget calculated on a straight line basis.



## Cash & Investment Summary as of September 30, 2024

Cash and Investment Balances (\$ in thousands)				
Institution	Account Reference #	Account Description	Book Value	Market Value
<b>Bank of America</b>				
	0457 & 0796	Concentration & Disbursement Accounts	592	592
<b>Pre Bond Sale Accounts-Union Bank- Now US Bank</b>				
Grant Reimbursement Received this month \$0.00	5080	SR-47	4,706	4,789
Grant Reimbursement Received FY to Date \$0.00				
<b>Local Agency Investment Fund (LAIF)</b>				
	40-19-006	General Fund	10,207	10,207
<b>1999, 2004, 2012, 2016, 2022 Bond Funds- US Bank</b>				
Revenue Funds	1170	Revenue Fund	53,334	53,334
	1171	M & O Fund	6,357	6,166
	1172	Reserve Account	16,538	16,679
	1189	Administrative Costs	9,898	10,028
		Subtotal Revenue Funds	86,127	86,207
Debt Service Funds	61180	99A Interest	1	1
	61181	99A Principal	-	-
	61183	99A Redemption	-	-
	61192	99A Senior Lien	376	380
	61193	99A 17th Level	119	119
	61186	99A Construction	-	-
	61200	99C Interest Account	6,305	6,305
	61201	99C Principal Account	25,970	26,409
	38003	04B Debt Service Reserve	25,577	25,431
	39004	04A Debt Service Reserve	15,516	15,516
	39006	04A Financing fee	1,557	1,586
	39002	04A Debt Service Principal Account	-	-
	59001	12 Debt Service Interest Account	900	900
	59002	12 Debt Service Principal Account	9,995	9,995
	59004	12 Debt Service Reserve Account	7,927	7,788
	27000	16A Debt Service	15	15
	27004	16A Debt Service Reserve	3,752	3,704
	27001	16A Interest	321	321
	27002	16A Principal	6,260	6,260
	108006	16B Financing fee	729	740
	108000	16B Financing fee	27	27
	108001	16B Interest	8,433	8,433
	98000	2022A DS Fund	34	34
	98006	2022A Bond Proceeds Account	-	-
	53000	2022B DS Fund	67	67
	53002	2022B Interest Account	6,067	6,067
	86000	2022C DS Fund	41	41
	86002	2022C Interest Account	2,655	2,655
	86006	2022C Bond Proceeds Account	-	-
	40000	2024A DS Fund	22	22
	40002	2024A Interest Account	170	170
	740000	2024B DS Fund	-	-
	280000	2024C DS Fund	14	14
	90000	2024D DS Fund	87	87
		Subtotal Debt Service Funds	122,937	123,087
<b>Total 1999, 2004, 2012, 2016, 2022, 2024 Bond Funds- U.S. Bank</b>			209,064	209,294
<b>Total Cash &amp; Investment Balances</b>			\$ 224,569	\$ 224,882



## Cash & Investment Summary (Cont'd) as of September 30, 2024

### Investment Schedule MTI and non-MTI (\$ in thousands)

Type of Investment	Book Value	Market Value	Percentage of Total	Investment Policy Limit
Money Market Funds	69,288	69,288	30.81%	20.00%
U.S. Government & Agency Obligations	77,662	77,694	34.55%	100.00%
Commercial Paper	-	-	0.00%	15.00%
U.S. Treasury Note	58,116	58,234	25.90%	100.00%
Corporate Bonds	8,704	8,867	3.94%	30.00%
Bank of America	592	592	0.26%	20.00%
Local Agency Investment Fund	10,207	10,207	4.54%	\$40 Million
Total	\$ 224,569	\$ 224,882	100.00%	

### Investment Schedule (MTI) (\$ in thousands)

Type of Investment	Book Value	Market Value	Percentage of Total	Investment Policy Limit
Money Market Funds	69,020	69,020	30.69%	20.00%
U.S. Government & Agency Obligations	73,354	73,357	32.62%	100.00%
Commercial Paper	-	-	0.00%	15.00%
U.S. Treasury Note	51,629	51,884	23.07%	100.00%
Corporate Bonds	8,704	8,867	3.94%	30.00%
Bank of America	-	-	0.00%	20.00%
Local Agency Investment Fund	-	-	0.00%	\$40 Million
Total	\$ 202,707	\$ 203,128	90.33%	

### Investment Schedule (non-MTI) (\$ in thousands)

Type of Investment	Book Value	Market Value	Percentage of Total	Investment Policy Limit
Money Market Funds	268	268	0.12%	20.00%
U.S. Government & Agency Obligations	4,308	4,337	1.93%	100.00%
Commercial Paper	-	-	0.00%	15.00%
U.S. Treasury Note	6,487	6,350	2.82%	100.00%
Corporate Bonds	-	-	0.00%	30.00%
Bank of America	592	592	0.26%	20.00%
Local Agency Investment Fund	10,207	10,207	4.54%	\$40 Million
Total	\$ 21,862	\$ 21,754	9.67%	



## Cash Flow as of September 30, 2024

### Monthly Cash Flow

September 2024

<b>Total Beginning Cash</b>		<u>\$ 98,292,430</u>
<b>Receipts</b>		
Use Fees & Container Charges	\$ 11,555,312	
M&O & Misc. Revenues, & Funds Transfers	<u>12,550,387</u>	
<b>Total Receipts</b>	<b>24,105,699</b>	
<b>Disbursements</b>		
Debt Service - Transfer to Accounts	30,654,405	
M&O, Administrative, & Financing Expenses	<u>2,952,709</u>	
<b>Total Disbursements</b>	<b>33,607,114</b>	
<b>Cash Flow for Month</b>		<u>\$ (9,501,415)</u>
	<b>Total Ending Cash</b>	<u>\$ 88,791,015</u>



## Cash Flow as of September 30, 2024

September 2024

### Beginning Cash

Master Indenture Revenue Fund 1170	71,203,124
Master Indenture M&O Fund 1171	6,332,282
Master Indenture Reserve Fund 1172	9,980,432
Admin Fund 1189	7,931,538
Financing Fee-Senior	266,630
Financing Fee-1st Sub	1,850,180
Financing Fee-2nd Sub	728,244
<b>Total Beginning Cash</b>	<u>98,292,430</u>

### Receipts

Use Fee & Container Charges	11,555,312
M&O	654,789
Funds Transferred from BOA to Admin Fund	3,596,064
Funds Transferred from BOA to Reserve Fund	6,820,616
Funds Transferred from BOA to Revenue Fund	114,664
Interest Income / Loss	1,364,255
<b>Total Receipts</b>	<u>24,105,699</u>

**Total Cash** \$ 122,398,129

### Disbursements

Debt Service - transfer to 1999C Principal	-
Debt Service - transfer to 1999C Interest	977,207
Debt Service - transfer to 2012 Interest	139,487
Debt Service- transfer to 2012 Principal	380,983
Debt Service- transfer to 2022B Interest	940,725
Debt Service - transfer to 2024A Interest	26,831
Semi-Annual Accounting - Transfers & Debt Service	
Transfer to 2012 Reserve	-
Transfer to 2004A Financing Fee	368
Transfer to 2016B Financing fee	8,424,703
Transfer to 1999A Financing fee	114,296
Transfer to Admin Fund	3,596,064
Transfer to Master Reserve	6,820,616
Transfer to 2016A Reserve	6,580,500
Transfer to 2016B Financing Fee	-
Transfer to 2022C Reserve Fund	2,652,625
Transfer to 17th level	-
Debt service payment - 2016A Interest	-
Debt service payment - 2016B Interest	-
Debt service payment - 2022C Interest	-
M&O - Railroads expense payments	643,788
M&O - Reserve expense payments	303,456
Administrative expense payments	1,692,844
Financing expense payments	312,620

**Total Disbursements** 33,607,114

**Net Ending Cash** \$ 88,791,015

### Ending Cash

Master Indenture Revenue Fund 1170	53,333,512
Master Indenture M&O Fund 1171	6,357,329
Master Indenture Reserve Fund 1172	16,539,833
Admin Fund 1189	9,898,425
Financing Fee-Senior	376,475
Financing Fee-1st Sub	1,556,706
Financing Fee-2nd Sub	728,735
<b>Total Ending Cash</b>	<u>\$ 88,791,015</u>





## Cash Flow - YTD as of September 30, 2024

### Cash Flow - Fiscal Year-to-Date

September 2024

<b>Total Beginning Cash as of 7/1/24</b>		\$	85,331,920
<b>Receipts</b>			
Use Fees & Container Charges	\$	32,669,103	
M&O & Misc. Revenues, & Funds Transfers		15,795,143	
		<u>48,464,246</u>	
<b>Total Receipts</b>			48,464,246
<b>Disbursements</b>			
Debt Service - Transfer to Accounts		36,800,903	
M&O, Administrative, & Financing Expenses		8,204,248	
		<u>45,005,151</u>	
<b>Total Disbursements</b>			45,005,151
<b>Cash Flow for Fiscal Year</b>		\$	<u>3,459,095</u>
		\$	<u><u>88,791,015</u></u>
<b>Total Ending Cash</b>			



## Cash Flow - YTD as of September 30, 2024

September 2024

### Beginning Cash as of 7/1/24

Master Indenture Revenue Fund 1170	56,182,560
Master Indenture M&O Fund 1171	6,156,876
Master Indenture Reserve Fund 1172	11,142,356
Admin Fund 1189	8,794,789
Financing Fee-Senior	288,408
Financing Fee-1st Sub	2,030,262
Financing Fee-2nd Sub	736,669
<b>Total Beginning Cash</b>	<b>85,331,920</b>

### Receipts

Use Fee & Container Charges	32,669,103
M&O	3,603,959
Funds Transferred from BOA to Admin Fund	3,596,064
Funds Transferred from BOA to Reserve Fund	6,820,616
Annual Accounting - Transfer from Revenue Fund	114,664
Interest Income / Loss	1,659,840
<b>Total Receipts</b>	<b>48,464,246</b>

**Total Cash**      \$      133,796,166

### Disbursements

Debt Service - transfer to 1999C Principal	-
Debt Service - transfer to 1999C Interest	3,078,866
Debt Service - transfer to 2012 Interest	439,443
Debt Service- transfer to 2012 Principal	2,046,817
Debt Service - transfer to 2022B Interest	2,963,191
Debt Service- transfer to 2024A Interest	83,414
Semi-Annual Accounting - Transfers & Debt Service	
Transfer to 2012 Reserve	-
Transfer to 2004A Financing Fee	368
Transfer to 2016B Financing fee	8,424,703
Transfer to 1999A Financing fee	114,296
Transfer to Admin Fund	3,596,064
Transfer to Master Reserve	6,820,616
Transfer to 2016A Reserve	6,580,500
Transfer to 2016B Financing Fee	-
Transfer to 2022C Interest	2,652,625
Transfer to 17th level	-
Debt service payment - 2016A Interest	-
Debt service payment - 2016B Interest	-
Debt service payment - 2022C Interest	-
M&O - Railroads expense payments	3,479,457
M&O - Reserve expense payments	1,548,963
Administrative expense payments	2,626,409
Financing expense payments	549,420
<b>Total Disbursements</b>	<b>45,005,151</b>

**Net Ending Cash**      \$      88,791,015

### Ending Cash


Master Indenture Revenue Fund 1170	53,333,512
Master Indenture M&O Fund 1171	6,357,329
Master Indenture Reserve Fund 1172	16,539,833
Admin Fund 1189	9,898,425
Financing Fee-Senior	376,475
Financing Fee-1st Sub	1,556,706
Financing Fee-2nd Sub	728,735
<b>Total Ending Cash</b>	<b>\$      88,791,015</b>

# M E M O

## Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: December 12, 2024

From: Michael C. Leue, Chief Executive Officer 

Subject: APPROVE FY24 Closeout Change Orders 82 and 63 to Agreement No. 27 with Alameda Corridor Engineering Team, decreasing contract compensation amount \$322,069 in aggregate

### Recommendation:

Authorize the Chief Executive Officer or Chief Financial Officer to issue Change Orders to Contract Work Orders (CWO) with the Alameda Corridor Engineering Team (ACET) for FY24 as follows:

1. Change Order No. 82 for ACTA Support Work Order (ASA) CWO in the decreased amount of <\$234,471>
2. Change Order No. 63 for SR47 Project (SR47) CWO in the decreased amount of <\$87,598>

Final adjustments in the aggregate decreased the total contract value for FY24 in the amount of <\$322,069> from \$2,734,568 to \$2,412,499.

### Discussion:

The annual ACET CWO process is comprised of three steps. First at the end of each fiscal year, the Governing Board approves CWOs for ACET for the next fiscal year beginning July 1 based on scope of work assumptions and corresponding cost estimates. The second step occurs during the fiscal year when amounts are shifted from one CWO to another as necessary to account for overruns and underruns, provided the aggregate annual Board-approved amount for both CWOs is not exceeded. If the aggregate amount is exceeded, a separate item will be brought to the Board for approval. The third and final step occurs after the end of the fiscal year when all actual costs have been compiled, including prior period audit adjustments, and the Board is asked to approve adjustment of the contract value accordingly.

The table below summarizes the proposed adjustments:

	FY24			Prior Period	Net FY24	
	FY24 Approved CWO	Actual FY24 Total Cost	CWO Remaining Balance	Audit Adjustments	Net FY24 Closeout Amount	Net FY24
<b>ASA</b>	\$2,558,568	\$2,320,712	\$237,856	\$3,385	<\$234,471>	\$2,324,097
<b>SR47</b>	<u>176,000</u>	<u>88,610</u>	<u>87,390</u>	<u>&lt; 207&gt;</u>	<u>&lt; 87,598&gt;</u>	<u>88,402</u>
<b>Total</b>	\$2,734,568	\$2,409,322	\$325,246	\$3,178	<\$322,069>	\$2,412,499

This memorandum and adjustment request involves the final step described above and is broken down as follows:

***ASA (Base) CWO – Proposed Change Order No. 82 (Transmittal 1)***

FY24 efforts included involvement in the transfer of Corridor property to the ports and other jurisdictions, compliance with environmental obligations to the various governmental agencies regarding reporting, testing and monitoring of air, water, and soils generated by the Corridor operations, certain project closeout activities, continued support of third-party work requests in the ACTA ROW, continued to attend the coordination and progress meetings for projects affecting Corridor operations, maintaining the various signal, alarm and surveillance security systems within the Corridor, maintenance and operations support, and ACTA administrative support.

In June 2023, the Board approved a FY24 CWO amount of \$2,558,568 for the ASA CWO. At that time, approval was also given to allow ACTA to move monies between CWOs as needed during the fiscal year, as long as the aggregate total amount is not exceeded. The ASA CWO closeout for FY24 is a net decrease of \$234,471 (net includes the JV firm’s overhead audit adjustments for the prior period). The final FY24 total requested to be approved is \$2,324,097. Note that the amount shown in Transmittal 1 is cumulative of this and all previous adjustments.

***SR47 CWO – Proposed Change Order No. 63 (Transmittal 2)***

FY24 efforts included finalizing environmental mitigation measures, various right-of-way acquisitions and finalizing payment of two utility relocation as required by the cooperative agreements with Caltrans.

In June 2023, the Board approved a FY24 amount of \$176,000 for the SR47 CWO. The SR47 CWO closeout for FY24 is a net decrease of \$87,598 (net includes the JV firm’s overhead audit adjustments for the prior period). The final total for FY24 requested to be approved is \$88,402. Note that the amount shown in Transmittal 2 is cumulative of this and all previous adjustments.

**Budget Impact:**

There is a net decrease of \$322,069 to the total FY24 CWO value. The final FY24 ACET CWO amount, if approved, is \$2,412,499. This final FY24 CWO amount does not include ACET work on the EPA oil release matter (Project R10). This decrease has no impact on the FY25 Governing Board approved Budget. However, per the Agreement, ACTA has up to three (3) years after final payment to complete audits. Over the past few years, audit results have ranged between \$90,000 being reimbursed to ACTA for overbillings and \$2,500 owed to the consultant. Final audits are scheduled to be completed during FY25. To cover potential findings, funds in the amount of \$50,000 may be adjusted from Professional Services and the M&O budget, if needed.

**Co-General Counsel Review:**

ACTA’s Co-General Counsel has reviewed and approved the proposed change orders as to form.

**Transmittals:**

- Transmittal 1 - Proposed Change Order No. 82 to ASA CWO
- Transmittal 2 - Proposed Change Order No. 63 to SR-47 CWO
- Transmittal 3 - CWO FY24 ACET Cumulative Contract Values
- Transmittal 4 - June 2023 ACTA Board Memo

# ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

## First Amended Agreement No. C0027 Program Management Services

### CHANGE ORDER NO. 82

Modifies the First Amended Agreement No. C0027 (hereinafter “the Agreement”) to decrease the maximum compensation as approved by the ACTA Governing Board on December 12, 2024 for the ACTA Support Work Order (ASA CWO).

CONSULTANT: **Alameda Corridor Engineering Team (ACET)**

#### SUMMARY

**OF** The Agreement value is decreased by <\$234,471> to a total Agreement value of \$221,861,158 for the ASA CWO.

#### CHANGE

1. This is the closeout change order to reconcile final cost amounts for FY '24 as set forth in this Change Order No. 82 and the statements set forth in ACTA Board Authorization of December 12, 2024.

The ACET contract total value of all CWO's is \$256,119,700 *excluding compensation for the R10 Oil Release*. See attached documents titled “CWO FY24 ACET Cumulative Contract Values” and “Summary of Contract Values” as of November 18, 2024.

2. In **ARTICLE 5, COMPENSATION, Paragraph 5.1**, is revised to provide “**Cost-Plus-Fixed-Fee through June 30, 2024**”, is as follows:

	(No R10) ASA CWO through CO 81	(No R10) FY '24 CO 82	(No R10) Total ASA CWO (Base)
<b>Reimbursable Costs not-to-exceed</b>	\$202,623,456	<\$234,471>	\$202,388,985
Plus Fixed Fee (calculated in accordance with Paragraph 5.2.3, Fixed Fee) of	\$19,472,173	\$-0-	\$19,472,173
For a Total Estimated Cost of	\$222,095,629	<\$234,471>	\$221,861,158

3. Except as provided herein, all terms and conditions of the Agreement remain unchanged. The terms and conditions of this ASA CWO Change Order to the Agreement constitute full accord and satisfaction for all costs and period of performance related to the Change described or referenced herein.
  
4. For services performed under the Agreement through the expiration date of June 30, 2024, final payment was made to the Consultant on Oct. 23, 2024. Per **Article 7, Record Maintenance, Access and Audit, Paragraph 7.2.3**, ACTA shall have the right to examine all books and records for a period of three (3) years following final payment. Outstanding audits for periods ending June 30, 2024 are expected to be completed by June 30, 2025.

IN WITNESS WHEREOF, the Parties hereto have executed this Change Order No. 82 to the Agreement on the date next to their signatures.

*AUTHORITY:*

**ALAMEDA CORRIDOR  
TRANSPORTATION AUTHORITY**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

Hydee Feldstein-Soto,  
City of Los Angeles City Attorney

By: \_\_\_\_\_

**Deputy City Attorney**

Date: \_\_\_\_\_

*CONSULTANT:*

**ALAMEDA CORRIDOR ENGINEERING  
TEAM, a Joint Venture**

**AECOM TECHNICAL SERVICES, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**MOFFATT & NICHOL, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**Signatures of Change Order No. 82 (continued)**

IN WITNESS WHEREOF, the Parties hereto have executed this Change Order No. 82 to the Agreement on the date next to their signatures.

*CONSULTANT:*

**JENKINS/GALES & MARTINEZ, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**TELACU CONSTRUCTION  
MANAGEMENT, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

# ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

## First Amended Agreement No. C0027 Program Management Services

### CWO SR-47 PROJECT CHANGE ORDER NO. 63

Modifies the First Amended Agreement No. C0027 (hereinafter “the Agreement”) to decrease the maximum compensation as approved by ACTA Governing Board on December 12, 2024 for the SR-47 Project CWO.

CONSULTANT: **Alameda Corridor Engineering Team (ACET)**

#### SUMMARY

**OF** The total SR-47 Project CWO is decreased by <\$87,598> for a total not-to-exceed amount of \$23,609,823.

#### CHANGE

- This is the closeout change order to reconcile final cost amounts for FY '24 as set forth in this Change Order No. 63 and the statements set forth in the ACTA Board Authorization of December 12, 2024.

The ACET contract total value of all CWO's is \$256,119,700 *excluding compensation for the R10 Oil Release*. See attached documents titled “CWO FY24 ACET Cumulative Contract Values” and “Summary of Contract Values” as of November 18, 2024.

- In **ARTICLE 5, COMPENSATION, Paragraph 5.1**, is revised to provide “**Cost-Plus-Fixed-Fee through June 30, 2024**”, as follows:

	<b>SR-47 Project CWO Through CO 62</b>	<b>FY '24 CO 63</b>	<b>Total SR-47 Project CWO Only</b>
<b><i>Reimbursable Costs not-to-exceed</i></b>	<u>\$21,866,307</u>	<u>&lt;\$87,598&gt;</u>	<u>\$21,778,709</u>
Plus Fixed Fee (calculated in accordance with Paragraph 5.2.3, Fixed Fee) of	<u>\$1,831,114</u>	<u>\$-0-</u>	<u>\$1,831,114</u>
For a Total Estimated Cost of	<u>\$23,697,421</u>	<u>&lt;\$87,598&gt;</u>	<u>\$23,609,823</u>



3. Except as provided herein, all terms and conditions of the Agreement remain unchanged. The terms and conditions of this SR-47 Project CWO Change Order to the Agreement constitute full accord and satisfaction for all costs and period of performance related to the Change described or referenced herein.
  
4. For services performed under the Agreement through the expiration date of June 30, 2024, final payment was made to the Consultant on Oct. 23, 2024. Per **Article 7, Record Maintenance, Access and Audit, Paragraph 7.2.3**, ACTA shall have the right to examine all books and records for a period of three (3) years following final payment. Outstanding audits for periods ending June 30, 2024 are expected to be completed by June 30, 2025.

IN WITNESS WHEREOF, the Parties hereto have executed this SR-47 CWO Change Order No. 63 to the Agreement on the date next to their signatures.

*AUTHORITY:*

**ALAMEDA CORRIDOR  
TRANSPORTATION AUTHORITY**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

Hydee Feldstein-Soto,  
City of Los Angeles City Attorney

By: \_\_\_\_\_  
**Deputy City Attorney**

Date \_\_\_\_\_

*CONSULTANT:*

**ALAMEDA CORRIDOR ENGINEERING  
TEAM, a Joint Venture**

**AECOM TECHNICAL SERVICES, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**MOFFATT & NICHOL, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**Signatures of Change Order No. 63 (continued)**

IN WITNESS WHEREOF, the Parties hereto have executed this Change Order No. 63 to the Agreement on the date next to their signatures.

*CONSULTANT:*

**JENKINS/GALES & MARTINEZ, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

**TELACU CONSTRUCTION  
MANAGEMENT, INC.**

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST**

Signature \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

ATTACHMENT CWO FY24 ACET CUMULATIVE CONTRACT VALUES

	ASA (BASE)				PCH	SR47				TOTALS	
	ITD (Base + R10) Thru CO 81	ASA (Base) FY 24 CLOSEOUT CO 82	ASA (Base) FY 24 TO DATE	TOTAL ASA (Base + R10) TO DATE CO 82	TOTAL PCH TO DATE  (PROJECT CLOSED in FY15)	ITD SR47 THRU CO 62	SR47 CO 63 FY 24 CLOSEOUT	Total SR47 FY 24 TO DATE	ITD SR47 THRU CO 63	TOTAL FY 24 TO DATE	GRAND TOTAL
Direct Labor	\$ 68,420,635	\$ 114,956	\$ 730,051	\$ 68,535,591	\$ 3,431,270	\$ 4,506,123	\$ (11,328)	\$ 18,449	\$ 4,494,795	\$ 748,500	\$ 76,461,656
Indirect Costs	\$ 96,036,055	\$ (380,530)	\$ 1,054,690	\$ 95,655,525	\$ 4,805,744	\$ 7,602,014	\$ (10,415)	\$ 32,849	\$ 7,591,599	\$ 1,087,539	\$ 108,052,868
Offsite/On Call/OT	\$ 2,327,586	\$ -	\$ -	\$ 2,327,586	\$ 27,331	\$ 1,577,326	\$ -	\$ -	\$ 1,577,326	\$ -	\$ 3,932,243
S/t - Labor	\$ 166,784,276	\$ (265,574)	\$ 1,784,741	\$ 166,518,702	\$ 8,264,345	\$ 13,685,463	\$ (21,743)	\$ 51,298	\$ 13,663,720	\$ 1,836,039	\$ 188,446,767
Subconsultants	\$ 30,887,209	\$ 30,983	\$ 297,403	\$ 30,918,192	\$ 1,219,633	\$ 7,864,714	\$ (65,855)	\$ 25,245	\$ 7,798,859	\$ 322,648	\$ 39,936,684
MIS	\$ 994,701	\$ -	\$ -	\$ 994,701	\$ 33,827	\$ 60,664	\$ -	\$ -	\$ 60,664	\$ -	\$ 1,089,192
ODC's	\$ 6,455,419	\$ 119	\$ 119	\$ 6,455,538	\$ 207,883	\$ 255,466	\$ -	\$ -	\$ 255,466	\$ 119	\$ 6,918,887
S/t - Subs & ODC's	\$ 38,337,329	\$ 31,102	\$ 297,522	\$ 38,368,431	\$ 1,461,343	\$ 8,180,844	\$ (65,855)	\$ 25,245	\$ 8,114,989	\$ 322,767	\$ 47,944,763
											\$ -
FY 01 Underrun (rolled over)	\$ 978,500	\$ -	\$ -	\$ 978,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 978,500
Correction of '99 discrepancy	\$ (2,021,501)	\$ -	\$ -	\$ (2,021,501)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2,021,501)
To Balance	\$ 32,231	\$ -	\$ -	\$ 32,231	\$ (22)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 32,209
<b>Total Direct Costs</b>	<b>\$ 204,110,834</b>	<b>\$ (234,471)</b>	<b>\$ 2,082,263</b>	<b>\$ 203,876,363</b>	<b>\$ 9,725,666</b>	<b>\$ 21,866,307</b>	<b>\$ (87,598)</b>	<b>\$ 76,543</b>	<b>\$ 21,778,709</b>	<b>\$ 2,158,806</b>	<b>\$ 235,380,738</b>
											\$ -
Labor Fee	\$ 17,820,152	\$ -	\$ 227,812	\$ 17,820,152	\$ 844,081	\$ 1,350,710	\$ -	\$ 7,304	\$ 1,350,710	\$ 235,116	\$ 20,014,943
Administrative Fees	\$ 1,806,238	\$ -	\$ 14,022	\$ 1,806,238	\$ 78,972	\$ 480,404	\$ -	\$ 4,555	\$ 480,404	\$ 18,577	\$ 2,365,614
<b>Total Fixed Fee</b>	<b>\$ 19,626,390</b>	<b>\$ -</b>	<b>\$ 241,834</b>	<b>\$ 19,626,390</b>	<b>\$ 923,053</b>	<b>\$ 1,831,114</b>	<b>\$ -</b>	<b>\$ 11,859</b>	<b>\$ 1,831,114</b>	<b>\$ 253,693</b>	<b>\$ 22,380,557</b>
											\$ -
<b>Total Costs w/ Fees</b>	<b>\$ 223,737,224</b>	<b>\$ (234,471)</b>	<b>\$ 2,324,097</b>	<b>\$ 223,502,753</b>	<b>\$ 10,648,719</b>	<b>\$ 23,697,421</b>	<b>\$ (87,598)</b>	<b>\$ 88,402</b>	<b>\$ 23,609,823</b>	<b>\$ 2,412,499</b>	<b>\$ 257,761,295</b>
<b>Less figures for R10</b>	<b>(1,641,595)</b>			<b>(1,641,595)</b>							<b>(1,641,595)</b>
<b>TOTAL figures excluding R10</b>	<b>222,095,629</b>			<b>221,861,158</b>							<b>256,119,700</b>

**SUMMARY OF CONTRACT VALUES**

**ASA (Base) CWO:**

DESCRIPTION			DIRECT COST	RUNNING TOTAL DIRECT COST	FIXED FEE	RUNNING TOTAL FIXED FEE	CWO TOTAL	RUNNING TOTAL CWO
FY 02 Total			\$ 5,200,032		\$ 479,720		\$ 5,679,752	
FY 03 Total			\$ 9,455,175		\$ 840,981		\$ 10,296,155	
FY 04 Total			\$ 4,102,568		\$ 438,842		\$ 4,541,410	
FY 05 Total			\$ 4,882,523		\$ 424,411		\$ 5,306,935	
FY 06 Total			\$ 4,942,537		\$ 400,425		\$ 5,342,962	
FY 07 Total			\$ 3,749,203		\$ 333,937		\$ 4,083,140	
FY 08 Total			\$ 4,115,386		\$ 459,590		\$ 4,574,975	
FY 09 Total			\$ 4,071,344		\$ 365,944		\$ 4,437,288	
FY 10 Total			\$ 3,480,697		\$ 288,596		\$ 3,769,294	
FY 11 Total			\$ 2,546,627		\$ 210,824		\$ 2,757,450	
FY 12 Total			\$ 2,451,050		\$ 223,354		\$ 2,674,404	
FY 13 Total			\$ 2,095,394		\$ 205,833		\$ 2,301,226	
FY 14 Total			\$ 1,880,110		\$ 174,775		\$ 2,054,885	
FY 15 Total			\$ 1,632,890		\$ 176,181		\$ 1,809,071	
FY 16 Total			\$ 1,563,189		\$ 147,075		\$ 1,710,264	
FY 17 Total			\$ 1,562,390		\$ 150,882		\$ 1,713,272	
FY 18 Total			\$ 1,634,182		\$ 157,532		\$ 1,791,714	
FY 19 Total			\$ 1,717,163		\$ 164,626		\$ 1,881,789	
FY 20 Total			\$ 1,882,399		\$ 166,223		\$ 2,048,622	
FY 21	ASA	CO 69	\$ 1,719,419	\$ 197,782,804	\$ 160,629	\$ 19,022,421	\$ 1,880,048	\$ 216,805,224
FY 21	(R10 - 9)	CO 54 / SPLIT	\$ 13,976	\$ 197,796,780	\$ -	\$ 19,022,421	\$ 13,976	\$ 216,819,200
FY 21	ASA	CO 72	\$ 170,000	\$ 197,966,780	\$ -	\$ 19,022,421	\$ 170,000	\$ 216,989,200
FY 21	CLOSEOUT	CO 74	\$ (100,111)	\$ 197,866,668	\$ -	\$ 19,022,421	\$ (100,111)	\$ 216,889,089
FY 21 Total			\$ 1,803,284		\$ 160,629		\$ 1,963,913	
FY 22	ASA	CO 73	\$ 1,835,879	\$ 199,702,547	\$ 172,210	\$ 19,194,631	\$ 2,008,089	\$ 218,897,177
FY 22	(R10 - 9)	CO 54 / SPLIT	\$ 9,244	\$ 199,711,791	\$ -	\$ 19,194,631	\$ 9,244	\$ 218,906,421
FY 22	ASA	CO 76	\$ 200,000	\$ 199,911,791	\$ -	\$ 19,194,631	\$ 200,000	\$ 219,106,421
FY 22	CLOSEOUT	CO 77	\$ (183,408)	\$ 199,728,383	\$ -	\$ 19,194,631	\$ (183,408)	\$ 218,923,013
FY 22 Total			\$ 1,861,715		\$ 172,210		\$ 2,033,925	
FY 23	ASA	CO 75	\$ 2,049,052	\$ 201,777,435	\$ 189,925	\$ 19,384,555	\$ 2,238,977	\$ 221,161,990
FY 23	(R10 - 9)	CO 54 / SPLIT	\$ 6,347	\$ 201,783,782	\$ -	\$ 19,384,555	\$ 6,347	\$ 221,168,337
FY 23	ASA Reduction	CO 78	\$ (47,000)	\$ 201,736,782	\$ -	\$ 19,384,555	\$ (47,000)	\$ 221,121,337
FY 23	ASA	CO 80	\$ 25,000	\$ 201,761,782	\$ -	\$ 19,384,555	\$ 25,000	\$ 221,146,337
FY 23	CLOSEOUT	CO 81	\$ (21,232)	\$ 201,740,550	\$ -	\$ 19,384,555	\$ (21,232)	\$ 221,125,105
FY 23 Total			\$ 2,012,167		\$ 189,925		\$ 2,202,092	
FY 24	ASA	CO 79	\$ 2,316,734	\$ 204,057,284	\$ 241,834	\$ 19,626,389	\$ 2,558,568	\$ 223,683,673
FY 24	(R10 - 9)	CO 54 / SPLIT	\$ 53,548	\$ 204,110,832	\$ -	\$ 19,626,389	\$ 53,548	\$ 223,737,221
FY 24 Total	CLOSEOUT	CO 82	\$ (234,471)	\$ 203,876,360	\$ -	\$ 19,626,389	\$ (234,471)	\$ 223,502,750
FY 24 Total			\$ 2,135,811		\$ 241,834		\$ 2,377,645	
<b>Grand Total</b>			\$ 203,876,363		\$ 19,626,390		\$ 223,502,753	
<b>Total of all Base exclusive of R10</b>			\$ 202,388,984		\$ 19,472,174		\$ 221,861,158	
<b>R10 Totals</b>			\$ 1,487,379		\$ 154,216		\$ 1,641,595	

**SUMMARY OF CONTRACT VALUES**

**PCH CWO:**

DESCRIPTION	DIRECT COST	RUNNING TOTAL DIRECT COST	FIXED FEE	RUNNING TOTAL FIXED FEE	CWO TOTAL	RUNNING TOTAL CWO
FY 02 Total	\$ 1,758,838		\$ 140,099		\$ 1,898,937	
FY 03 Total	\$ 3,183,381		\$ 307,669		\$ 3,491,050	
FY 04 Total	\$ 3,189,176		\$ 339,883		\$ 3,529,059	
FY 05 Total	\$ 490,130		\$ 34,093		\$ 524,223	
FY 06 Total	\$ 528,227		\$ 27,709		\$ 555,936	
FY 07 Total	\$ 111,812		\$ 10,787		\$ 122,599	
FY 08 Total	\$ 110,794		\$ 11,838		\$ 122,632	
FY 09 Total	\$ 27,734		\$ 11,838		\$ 39,572	
FY 10 Total	\$ 55,064		\$ 8,914		\$ 63,978	
FY 11 Total	\$ 68,375		\$ 9,473		\$ 77,848	
FY 12 Total	\$ 43,133		\$ 2,066		\$ 45,199	
FY 13 Total	\$ 76,836		\$ 7,997		\$ 84,833	
FY 14 Total	\$ 65,738		\$ 7,554		\$ 73,292	
FY 15 Total	\$ 16,429		\$ 3,133		\$ 19,562	
FY 16 Total	\$ -		\$ -		\$ -	
<b>Grand Total</b>	<b>\$ 9,725,666</b>		<b>\$ 923,053</b>		<b>\$ 10,648,719</b>	

**SUMMARY OF CONTRACT VALUES**

**SR 47 CWO:**

DESCRIPTION		DIRECT COST	RUNNING TOTAL DIRECT COST	FIXED FEE	RUNNING TOTAL FIXED FEE	CWO TOTAL	RUNNING TOTAL CWO
FY 02 Total		\$ 715,367		\$ 62,321		\$ 777,688	
FY 03 Total		\$ 1,479,222	\$ 2,194,589	\$ 138,600	\$ 200,921	\$ 1,617,822	
FY 04 Total		\$ 401,173		\$ 33,083		\$ 434,256	
FY 05 Total		\$ 2,370,581		\$ 189,925		\$ 2,560,505	
FY 06 Total		\$ 1,901,388		\$ 85,153		\$ 1,986,541	
FY 07 Total		\$ 2,187,304		\$ 143,149		\$ 2,330,453	
FY 08 Total		\$ 2,399,265		\$ 138,680		\$ 2,537,945	
FY 09 Total		\$ 2,056,700		\$ 148,500		\$ 2,205,200	
FY 10 Total		\$ 2,053,959		\$ 201,332		\$ 2,255,292	
FY 11 Total		\$ 1,531,589		\$ 148,592		\$ 1,680,181	
FY 12 Total		\$ 944,613		\$ 86,600		\$ 1,031,213	
FY 13 Total		\$ 496,611		\$ 55,734		\$ 552,345	
FY 14 Total		\$ 619,218		\$ 71,587		\$ 690,805	
FY 15 Total		\$ 407,749		\$ 32,965		\$ 440,714	
FY 16 Total		\$ 371,599		\$ 36,251		\$ 407,849	
FY 17 Total		\$ 347,879		\$ 37,517		\$ 385,397	
FY 18 Total		\$ 393,101		\$ 37,863		\$ 430,965	
FY 19 Total		\$ 350,770		\$ 39,303		\$ 390,073	
FY 20 Total		\$ 202,911		\$ 39,219		\$ 242,130	
FY 21	CO 51	\$ 470,339	\$ 21,701,337	\$ 39,522	\$ 1,765,897	\$ 509,861	\$ 23,467,234
FY 21	CO 54	\$ (170,000)	\$ 21,531,337	\$ -	\$ 1,765,897	\$ (170,000)	\$ 23,297,234
FY 21	CLOSEOUT CO 56	\$ (102,181)	\$ 21,429,156	\$ -	\$ 1,765,897	\$ (102,181)	\$ 23,195,053
FY 21 Total		\$ 198,158		\$ 39,522		\$ 237,680	
FY 22	CO 55	\$ 401,974	\$ 21,831,130	\$ 33,710	\$ 1,799,607	\$ 435,684	\$ 23,630,737
FY 22	CO 58	\$ (200,000)	\$ 21,631,130	\$ -	\$ 1,799,607	\$ (200,000)	\$ 23,430,737
FY 22	CLOSEOUT CO 59	\$ (44,647)	\$ 21,586,483	\$ -	\$ 1,799,607	\$ (44,647)	\$ 23,386,090
FY 22 Total		\$ 157,327		\$ 33,710		\$ 191,037	
FY 23	CO 57	\$ 261,359	\$ 21,847,842	\$ 19,649	\$ 1,819,256	\$ 281,008	\$ 23,667,098
FY 23	CO 61	\$ (25,000)	\$ 21,822,842	\$ -	\$ 1,819,256	\$ (25,000)	\$ 23,642,098
FY 23	CLOSEOUT CO 62	\$ (120,677)	\$ 21,702,165	\$ -	\$ 1,819,256	\$ (120,677)	\$ 23,521,421
FY 23 Total		\$ 115,682		\$ 19,649		\$ 135,331	
FY24	CO 60	\$ 164,141	\$ 21,866,306	\$ 11,859	\$ 1,831,115	\$ 176,000	\$ 23,609,823
FY24	CLOSEOUT CO 63	\$ (87,598)		\$ -		\$ (87,598)	\$ 23,609,823
FY 24 Total		\$ 76,543		\$ 11,859		\$ 88,402	
<b>Grand Total</b>		<b>\$ 21,778,709</b>		<b>\$ 1,831,114</b>		<b>\$ 23,609,823</b>	

**SUMMARY OF CONTRACT VALUES**

**ALL ACET CWO's:**

DESCRIPTION			DIRECT COST	RUNNING TOTAL DIRECT COST	FIXED FEE	RUNNING TOTAL FIXED FEE	CWO TOTAL	RUNNING TOTAL CWO
FY 02 Total			\$ 7,674,237		\$ 682,140		\$ 8,356,377	
FY 03 Total			\$ 14,117,777		\$ 1,287,250		\$ 15,405,027	
FY 04 Total			\$ 7,692,917		\$ 811,808		\$ 8,504,725	
FY 05 Total			\$ 7,743,234		\$ 648,429		\$ 8,391,663	
FY 06 Total			\$ 7,372,152		\$ 513,287		\$ 7,885,439	
FY 07 Total			\$ 6,048,319		\$ 487,873		\$ 6,536,191	
FY 08 Total			\$ 6,625,445		\$ 610,108		\$ 7,235,552	
FY 09 Total			\$ 6,155,778		\$ 526,282		\$ 6,682,060	
FY 10 Total			\$ 5,589,721		\$ 498,842		\$ 6,088,563	
FY 11 Total			\$ 4,146,591		\$ 368,888		\$ 4,515,479	
FY 12 Total			\$ 3,438,796		\$ 312,020		\$ 3,750,816	
FY 13 Total			\$ 2,668,841		\$ 269,564		\$ 2,938,404	
FY 14 Total			\$ 2,565,066		\$ 253,916		\$ 2,818,982	
FY 15 Total			\$ 2,057,068		\$ 212,279		\$ 2,269,347	
FY 16 Total			\$ 1,934,787		\$ 183,326		\$ 2,118,113	
FY 17 Total			\$ 1,910,269		\$ 188,400		\$ 2,098,669	
FY 18 Total			\$ 2,027,283		\$ 195,396		\$ 2,222,679	
FY 19 Total			\$ 2,067,933		\$ 203,929		\$ 2,271,863	
FY 20 Total			\$ 2,085,309		\$ 205,442		\$ 2,290,751	
FY 21	ASA	CO 69	\$ 1,719,419	\$ 228,739,468	\$ 160,629	\$ 21,671,848	\$ 1,880,048	\$ 250,411,316
FY 21	SR47	CO 51	\$ 470,339	\$ 229,209,807	\$ 39,522	\$ 21,711,370	\$ 509,861	\$ 250,921,177
FY 21	ASA (R10) 9	CO 54/SPLIT-9	\$ 13,976	\$ 229,223,783	\$ -	\$ 21,711,370	\$ 13,976	\$ 250,935,153
FY 21	ASA	CO 72	\$ 170,000	\$ 229,393,783	\$ -	\$ 21,711,370	\$ 170,000	\$ 251,105,153
FY 21	SR47	CO 54	\$ (170,000)	\$ 229,223,783	\$ -	\$ 21,711,370	\$ (170,000)	\$ 250,935,153
FY 21	ASA	CO 74	\$ (100,111)	\$ 229,123,671	\$ -	\$ 21,711,370	\$ (100,111)	\$ 250,835,041
FY 21	SR47	CO56	\$ (102,181)	\$ 229,021,490	\$ -	\$ 21,711,370	\$ (102,181)	\$ 250,732,860
FY 21 Total			\$ 2,103,623		\$ 200,151		\$ 2,303,773	
FY 22	ASA	CO73	\$ 1,835,879	\$ 230,857,369	\$ 172,210	\$ 21,883,580	\$ 2,008,089	\$ 252,740,949
FY 22	SR47	CO 55	\$ 401,974	\$ 231,259,343	\$ 33,710	\$ 21,917,290	\$ 435,684	\$ 253,176,633
FY 22	ASA (R10) 9	CO 54/SPLIT-9	\$ 9,244	\$ 231,268,587	\$ -	\$ 21,917,290	\$ 9,244	\$ 253,185,877
FY 22	ASA	CO 76	\$ 200,000	\$ 231,468,587	\$ -	\$ 21,917,290	\$ 200,000	\$ 253,385,877
FY 22	SR47	CO 58	\$ (200,000)	\$ 231,268,587	\$ -	\$ 21,917,290	\$ (200,000)	\$ 253,185,877
FY 22	ASA	CO 77	\$ (183,408)	\$ 231,085,179	\$ -	\$ 21,917,290	\$ (183,408)	\$ 253,002,469
FY 22	SR47	CO 59	\$ (44,647)	\$ 231,040,532	\$ -	\$ 21,917,290	\$ (44,647)	\$ 252,957,822
FY 22 Total			\$ 2,019,042		\$ 205,920		\$ 2,224,962	
FY 23	ASA	CO 75	\$ 2,049,052	\$ 233,089,584	\$ 189,925	\$ 22,107,215	\$ 2,238,977	\$ 255,196,799
FY 23	SR47	CO 57	\$ 261,359	\$ 233,350,943	\$ 19,649	\$ 22,126,864	\$ 281,008	\$ 255,477,807
FY 23	ASA (R10) 9	CO 54/SPLIT-9	\$ 6,347	\$ 233,357,290	\$ -	\$ 22,126,864	\$ 6,347	\$ 255,484,154
FY 23	ASA	CO 78	\$ (47,000)	\$ 233,310,290	\$ -	\$ 22,126,864	\$ (47,000)	\$ 255,437,154
FY 23	ASA	CO 80	\$ 25,000	\$ 233,335,290	\$ -	\$ 22,126,864	\$ 25,000	\$ 255,462,154
FY 23	SR47	CO 61	\$ (25,000)	\$ 233,310,290	\$ -	\$ 22,126,864	\$ (25,000)	\$ 255,437,154
FY 23	ASA	CO 81	\$ (21,232)	\$ 233,289,058	\$ -	\$ 22,126,864	\$ (21,232)	\$ 255,415,922
FY 23	SR47	CO 62	\$ (120,677)	\$ 233,168,381	\$ -	\$ 22,126,864	\$ (120,677)	\$ 255,295,245
FY 23 Total			\$ 2,269,758		\$ 209,574		\$ 2,479,332	
FY 24	ASA	CO 79	\$ 2,316,734	\$ 235,485,115	\$ 241,834	\$ 22,368,698	\$ 2,558,568	\$ 257,853,813
FY 24	SR47	CO 60	\$ 164,141	\$ 235,649,256	\$ 11,859	\$ 22,380,557	\$ 176,000	\$ 258,029,813
FY 24	ASA (R10) 9	CO 54/SPLIT-9	\$ 53,548	\$ 235,702,804	\$ -	\$ 22,380,557	\$ 53,548	\$ 258,083,363
FY 24	ASA	CO 82	\$ (234,471)	\$ 235,468,333	\$ -	\$ 22,380,557	\$ (234,471)	\$ 257,848,889
FY 24	SR47	CO 63	\$ (87,598)	\$ 235,380,735	\$ -	\$ 22,380,557	\$ (87,598)	\$ 257,761,295
FY 24 Total			\$ 2,299,952		\$ 253,693		\$ 2,553,645	
<b>Grand Total</b>			\$ <b>235,380,738</b>		\$ <b>22,380,557</b>		\$ <b>257,761,295</b>	
<b>Total of all CWO's exclusive of R10</b>			\$ <b>233,893,359</b>		\$ <b>22,226,341</b>		\$ <b>256,119,700</b>	



ITEM #09


# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board

Meeting Date: June 1, 2023

From: Michael C. Leue, Chief Executive Officer 

Subject: Approve Annual Contract Change Orders 79 and 60 and the Extension of Agreement No. C0027 with the Alameda Corridor Engineering Team for 1 year and compensation not to exceed \$2,734,568

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### **Recommendation:**

Approve the following Change Orders (COs) and Agreement extension, and authorize the Chief Executive Officer or his designee to execute said items and reallocate funding amounts as discussed herein:

1. Approve two Change Orders (COs) to First Amended Agreement No. C0027 with the Alameda Corridor Engineering Team (ACET) for FY24 in the aggregate amount of \$2,734,568 allocated as follows: \$2,558,568 for ACTA Support (Change Order No. 79 as presented in Transmittal 1) and \$176,000 for the SR-47 Project (Change Order No. 60 as presented in Transmittal 2);
2. Extend the term of the First Amended Agreement No. C0027 for one additional year through June 30, 2024 (via Change Orders Nos. 79 and 60); and
3. Authorize the Chief Executive Officer or his designee to reallocate the FY24 funding between the ACTA Support and SR-47 Project budgets during the fiscal year provided the approved aggregate total compensation amount is not exceeded.

### **Discussion:**

In February 2014, the Board expressed its preference to extend the ACET contract on a year-by-year basis until ACTA's unfinished capital support obligations are complete. For each subsequent fiscal year, the Board has approved one-year extensions to the ACET contract. In April 2023, the Board approved the inclusion of ACET in the FY24 Budget. The proposed FY23-24 ACET budget includes specialized technical services provided by subconsultants through the ACET contract.

During the height of corridor construction, approximately Fiscal Year 2000/01, ACET staffing was as high as approximately 170 full-time equivalent (FTE) positions. By FY07, ACTA's needs for ACET staffing significantly reduced to 16 FTE positions where it remained relatively constant through FY10. By FY16, ACTA's needs for ACET staffing gradually reduced further to 5 FTE positions. Excluding subconsultant needs, ACET's current FTE positions remains at 5.

As an alternative to the services provided by the ACET consortium of engineering firms, ACTA staff will start to transition to contracts with engineering firms selected through an upcoming RFP process. Therefore, the need for ACET services will vary during the next fiscal year. It is expected that certain services provided by ACET will be reduced during the second half of the fiscal year as other engineering contracts are brought forward, as approved by the Governing Board, and tasks are transitioned away from ACET.



The Amended Agreement with ACET, effective January 1, 1996, requires that an annual Contract Work Order (CWO), in the form of a Change Order (CO), be submitted to the Governing Board for approval prior to the beginning of each fiscal year on July 1. For budget purposes, separate COs are required for the ACTA Support CWO and the SR-47 Project CWO. In prior years, CWO Change Orders were also presented and approved for the PCH Project, but this is no longer required due to project completion.

The original FY23 CWO aggregate amount approved by the Board in June 2022 was \$2,519,985. It included \$2,238,977 for ACTA Support and \$281,008 for the SR-47 Project. Subsequently, ACTA issued a Board-approved reduction of \$47,000 to the ACTA Support CWO. A final FY23 closeout CO for both CWOs will be brought to the Board for approval in the Fall of 2023.

In FY24, the ACTA Support CWO ACET Cumulative Contract Values (Transmittal 3) would be funded by the Administrative Operating Budget that is paid from one of two sources of ACTA revenue, namely outside agency pass-through projects, or the M&O Budget paid directly by the railroads or through the Reserve Account. The SR-47 Project CWO is a separate outside agency project funded entirely from Caltrans sources. Note that for outside agency pass-through projects, LAIF funds are used to initially pay for costs, which are reimbursed by the requesting outside agency.

### **1. ACTA SUPPORT CWO (Operating)**

The ACTA Support CWO covers the following three areas:

#### **A. Base Program Closeout (Operating, previously Capital)**

This effort includes:

- Transferring ACTA-acquired property to the ports, municipalities, and others;
- Concluding utility replacement rights agreements, licenses, franchises, and easements.

**The proposed FY24 budget for this item is \$668,994** which is 38.9% more than the FY23 budget of \$481,595. This item is charged to the Administrative Operating Budget and paid from ACTA Use Fees and Container Charges.

#### **B. Maintenance and Operations (Direct Railroad Cost and Non-Rail or Capital Costs)**

This item supports rail maintenance and is directly reimbursed by the Railroads. **The FY24 budgeted amount is \$963,227**, which is 68.6% more than the FY23 budget of \$571,293.

#### **C. ACTA General Administrative Support (Operating)**

This effort includes general ACTA technical and administrative support and staff augmentation for other ongoing ACTA activities including:

- Computer and network systems support;
- Grant reimbursement, contract administration, planning, environmental coordination, document control, graphics, and other general support.

**The proposed FY24 allocation for this item is \$926,347**, which is 21.9% less than the original FY23 budget of \$1,186,089. This item is charged to the Administrative Operating Budget and paid from ACTA Use Fees and Container Charges.

The aggregate total for the three parts of the **ACTA Support CWO is \$2,558,568**.

## **2. SR-47 PROJECT CWO (Public Benefit Project only)**

**The proposed FY24 budget for the SR-47 Project CWO is \$176,000 (Segment 1 only, as Segment 2 is on indefinite hold)**, which is 37.4% less than the FY23 budget of \$281,008. It includes final design support, design support during construction, and ROW/utility support during construction for the SR-47 Project as detailed below.

### **A. SR-47 Project Background:**

Through four separate agreements with Caltrans, the SR-47 Project progressed in four phases: The Feasibility Phase, the Environmental Document Phase, the Final Design and ROW Phase, and the Construction Phase.

All Project phases are now complete except final ROW Acquisition Phase and the final payment for the Phase II relocation of the Gas Intake facility by the City of Long Beach and Southern California Gas. Caltrans' completed all construction in February 2021; final construction items, including one utility relocation, will extend to late-2023; and administrative close-out will occur in 2024. ACTA will continue to provide the required services through two separate Cooperative Agreements between the parties through that date to complete project close-out tasks.

If the FY24 ACET CWOs are approved, the not-to-exceed total contract value will be increased by \$2,734,568 from \$253,849,109 to \$256,583,677 exclusive of the budget for the Dominguez Channel Oil Release EPA Matter.

### **Budget Impact:**

The aggregate CWO amount of \$2,734,568 is included in the FY24 Program Budget. Sources include \$176,000 in Caltrans funds for SR-47 shown in the Operating Budget as an Expense for Public Benefit; \$963,227 in Railroad M&O funds paid directly by the Railroads or from the Reserve Account; and \$1,595,341 from ACTA revenue sources, or LAIF funds for pass-thru projects which are fully reimbursed from the requesting party.

### **Co-General Counsel:**

ACTA's Co-General Counsel has reviewed and approved the proposed Change Orders as to form.

### **Transmittal:**

Transmittal 1 - Change Order No. 79 to ACET Agreement No. C0027

Transmittal 2 - Change Order No. 60 to ACET Agreement No. C0027

Transmittal 3 - CWO FY24 ACET Cumulative Contract Values

# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board  
Meeting Date: December 12, 2024  
From: Graham Christie, Chief Operating Officer *Graham M. Christie*  
Subject: APPROVE Fourth Amendment to Agreement No. C0889 with Pacific Railway Enterprises, Inc. for Rates during Years 6, 7 and 8 of the Agreement

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### **Recommendation:**

Approve the Fourth Amendment to Agreement No. C0889 with Pacific Railway Enterprise, Inc. (PRE) for rates to be applied during years 6, 7 and 8 of the Agreement. The Board is requested to authorize the Chief Operating Officer to execute said amendment.

### **Discussion:**

The ACTA Governing Board approved execution of agreement C0889 with PRE on November 15, 2019, a First Amendment on February 24, 2023, a Second Amendment on December 14, 2023 and a Third Amendment on August 15, 2024. Under the Agreement, PRE performs signal design services for both the Maintenance of Way Program and the Dolores Yard Crossover Project.

The First Amendment to Agreement C0889 increased the contract authorization amount by \$125,000 which was to cover design costs for the UPRR Dolores Yard Crossover Project.

The Second Amendment to Agreement C0889 increased the contract authorization amount by \$630,200 to cover increased project design costs for PRE related to the Dolores Yard Crossover Project due to unforeseen utility conflicts and delays to the project.


The Third Amendment increased the contract authorization amount by \$4,000,000 and exercised the 3-year option to extend the duration of the contract to cover PRE's urgently needed work on the Maintenance of Way Program (MOW).

The subject Fourth Amendment proposes to increase the rates for the additional 3-year extension granted under the Third Amendment. Most of the rates increase the various labor rates by 3% per year with a few exceptions.

### **Budget Impact:**

There is no impact to the FY25 Budget for the additional signal design work proposed to be performed by PRE for either the MOW improvements or the Dolores Yard Crossover Project.

The MOW improvements are included in the MOW budget, which is incorporated into the Governing Board approved FY24/25 ACTA Operating Budget. These costs are either paid for by railroads directly or paid for by ACTA fees.





December 12, 2024  
**ITEM #03**

The Dolores Yard Crossover Project costs will be fully reimbursed to ACTA by UPRR. ACTA will utilize the Local Agency Investment Fund (LAIF) account to pay PRE for the services and then reimburse the account when payment is received from UPRR.

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed and approved the proposed Amendment as to form.

**Transmittals:**

Transmittal 1 – Fourth Amendment to Agreement C0899 between ACTA and PRE

FOURTH AMENDMENT  
TO AGREEMENT NO. C0889  
BETWEEN  
THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY  
AND PACIFIC RAILWAY ENTERPRISES, INC.

THIS FOURTH AMENDMENT to Agreement No. C0889 is made and entered into by the Alameda Corridor Transportation Authority ("ACTA"), acting by and through its Governing Board, and Pacific Railway Enterprises, Inc. ("Consultant") as follows:

1. Exhibit D-1 (Fourth Amendment) "Rates for Years 6, 7 and 8" is attached hereto and made a part hereof.
2. All references to Exhibit D throughout the Agreement shall include reference to Exhibit D-1.

Except as amended herein, all remaining terms and conditions of Agreement No. C0889 shall remain in full force and effect.

The effective date of this amendment shall be the date of its execution by ACTA's Chief Executive Officer or his designee.

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IN WITNESS THEREOF, the parties hereto have executed this Fourth Amendment to Agreement No. C0889 on the date to the left of their signatures:

ALAMEDA CORRIDOR  
TRANSPORTATION AUTHORITY

Date: \_\_\_\_\_

By: \_\_\_\_\_

Michael D. Leue, P.E.  
Chief Executive Officer

Attest: \_\_\_\_\_

Secretary

PACIFIC RAILWAY ENTERPRISES,  
INC.

Date: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

APPROVED AS TO FORM

\_\_\_\_\_, 2024  
HYDEE FELDSTEIN SOTO, Los Angeles City Attorney

By \_\_\_\_\_  
Heather M. McCloskey, Deputy  
ACTA Co-General Counsel



PACIFIC  
RAILWAY  
ENTERPRISES, INC.

## EXHIBIT D-1 (FOURTH AMENDMENT)


ACTA - On-Call Railroad Signal Engineering Design Services  
Rates for Years 6, 7 and 8

Position	Year 6	Year 7	Year 8
	Fully Burdened Labor Rate (Hourly)	Fully Burdened Labor Rate (Hourly) 3% Escalation	Fully Burdened Labor Rate (Hourly) 3% Escalation
Sr. Systems Engineer	\$281.17	\$289.61	\$298.29
Sr. Railroad Systems Technologist IV	\$241.70	\$248.95	\$256.42
Rail Program Manager	\$177.58	\$182.91	\$188.39
Sr. Railroad Systems Technologist III	\$204.71	\$210.85	\$217.18
Sr. Railroad Systems Technologist II	\$170.18	\$175.29	\$180.54
Sr. Railroad Systems Technologist I	\$157.85	\$162.59	\$167.46
Railroad Systems Technologist III	\$134.97	\$139.02	\$143.19
Railroad Systems Technologist II	\$127.07	\$130.88	\$134.81
Railroad Systems Technologist I	\$120.86	\$124.49	\$128.22
Railroad Systems Engineer I	\$93.72	\$96.53	\$99.43
Signal Designer III	\$98.30	\$101.25	\$104.29
Signal Designer II	\$86.11	\$88.69	\$91.35
Signal Designer I	\$56.99	\$58.70	\$60.46
Other Direct Costs			
Mileage	Per IRS Rate	Per IRS Rate	Per IRS Rate

# M E M O

## *Alameda Corridor Transportation Authority*

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To: Governing Board  
Meeting Date: December 12, 2024  
From: Kevin L. Scott, Chief Financial Officer   
Subject: DISCUSS AND APPROVE proposed adjustments to the ACTA Chief Executive Officer Salary and Benefits Package (JPA Resolution No. 24-3)

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### **Recommendation:**

The Governing Board conducted a performance evaluation for the Chief Executive Officer in Closed Session at its meeting held on October 10, 2024 in accordance with its intention to perform evaluations annually.

The Governing Board will discuss and vote in Open Session on any adjustments to the CEO salary and benefits package, and the effective dates for any approved adjustments.

### **Discussion:**

The Governing Board may discuss in open session modifications to the CEO's annual salary. The Governing Board may vote on any motions made by Board Members resulting from such discussions. The effective dates for any adjustments should be included in the proposed motions for approval. A draft resolution for adjustments to the CEO's salary is set forth in Transmittal 1, and any increases approved by the Governing Board will be inserted into the resolution.

The CEO's current compensation includes an annual salary of \$335,131 and an annual automobile allowance of \$5,979. ACTA's Publicly Available Pay Schedule for the CEO salary is a minimum of \$236,896 and maximum \$352,838 per annum. The maximum in the Publicly Available Pay Schedule limits the increase in CEO salary to 5.28 percent. For reference, the annual CPI through June was 3.2% and ACTA's fee adjustment will be 3.0% in January 2025.

### **Budget Impact:**

ACTA's approved FY25 annual budget includes a 5.28 percent increase in CEO salary. The Governing Board may approve an increase for the CEO's current salary for merit and/or cost-of-living adjustments. In addition, the approved FY25 annual budget allows for an increase in the CEO's annual automobile allowance of 25% (\$1,495).

### **Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed the draft Resolution, and upon Governing Board approval of adjustments to the CEO salary or benefits package and completion of the Resolution, will approve it as to form.

### **Transmittals:**

Transmittal 1 – Resolution No. JPA 24-3





Resolution No. JPA 24-3

APPROVAL OF COMPENSATION ADJUSTMENT  
FOR THE CHIEF EXECUTIVE OFFICER  
OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

WHEREAS, the Governing Board appointed Michael Leue as Chief Executive Officer of ACTA on March 12, 2020; and

WHEREAS, on July 21, 2022, the Governing Board conducted a closed session review of Mr. Leue's performance as CEO and in open session approved a 4% merit increase and a 3.5% cost-of-living adjustment to his compensation and a 3% car allowance increase; and

WHEREAS, on July 13, 2023, the Governing Board conducted a closed session review of Mr. Leue's performance as CEO and in open session approved a 3% merit increase and a 4.5% cost-of-living adjustment to his compensation and a 7.5% car allowance increase; and

WHEREAS, the Chief Executive's current annual compensation is \$335,131 with an annual car allowance of \$5,979; and

WHEREAS, the ACTA Governing Board met in closed session on October 10, 2024, to evaluate Mr. Leue's performance as CEO during the period from July 12, 2023 through June 30, 2024; and

WHEREAS, the Governing Board discussed and voted upon the CEO compensation adjustments set forth in this Resolution during the open session of its meeting held on December 12, 2024; and

WHEREAS, the Governing Board acknowledges \_\_\_\_\_  
\_\_\_\_\_ ; and

WHEREAS, the CEO compensation adjustments set forth in this Resolution are within the Publicly Available Pay Schedule for the CEO position approved by the Governing Board at its meeting held on August 15, 2024 and within the FY 2024-2025 ACTA Operating Budget;

NOW THEREFORE BE IT RESOLVED that the Governing Board of ACTA does hereby approve \_\_\_\_\_, effective July 1, 2024, for the Chief Executive Officer of ACTA.

AYES:

NOES:

ABSENT:

I HEREBY CERTIFY THAT the foregoing  
resolution was adopted by the ACTA  
Governing Board on at its meeting held on  
December 12, 2024

\_\_\_\_\_  
Maria M. Melendres  
Board Secretary

APPROVED AS TO FORM AND LEGALITY

\_\_\_\_\_, 2024

HYDEE FELDSTEIN SOTO, Los Angeles City Attorney

By \_\_\_\_\_  
Heather M. McCloskey, Deputy  
ACTA Co-General Counsel

# M E M O

## *Alameda Corridor Transportation Authority*

To: Governing Board  
 Meeting Date: December 12, 2024  
 From: Michael C. Leue, Chief Executive Officer *Michael Leue*  
 Subject: APPROVE Resolution No. JPA 24-4 Setting the Calendar Year 2025 Date & Time for the Regular Meetings of the ACTA Governing Board

### **Recommendation:**

Approve the attached resolution setting the date and time for regular meetings of the ACTA Governing Board in 2025. January, November and December are proposed to be on the second Thursday of each month, and February through October are proposed to be on the third Thursday of each month. All Governing Board meetings are proposed to begin at 10:00 a.m.

Dates of proposed regular Governing Board meetings are listed below:

<b>January, November &amp; December: 2<sup>nd</sup> Thursday</b>	<b>February-October: 3<sup>rd</sup> Thursday</b>
January 9, 2025	February 20, 2025
November 13, 2025	March 20, 2025
December 11, 2025	April 17, 2025
	May 15, 2025
	June 19, 2025
	July 17, 2025
	August 21, 2025
	September 18, 2025
	October 16, 2025

### **Discussion:**

Section 4D(1) of the Amended and Restated Joint Exercise of Powers Agreement (Agreement), dated December 18, 1996, requires the Governing Board to hold at least one regular meeting each year, and that the dates, time and place be fixed by resolution. Meetings have been scheduled monthly since 1989 and cancelled for any month when a meeting was not necessary. See the Background section below for the history of dates, time and locations of meetings.

Regular meetings are proposed to be held at 10:00 a.m. on the 2<sup>nd</sup> Thursday for January, November and December, and on the 3<sup>rd</sup> Thursday for February through October to avoid conflict with other meetings attended by the ACTA Board Members.

**Background:**

In August 1989, the Board adopted a resolution setting the regular meetings at 9 a.m. on the second Thursday of each month at the Carson Civic Center. In January 1997, the Board adopted a new resolution moving the meetings to the first Thursday of each month, alternating annually between the POLB and POLA Administration Buildings. Later that same month, the Board adopted another resolution designating the POLB location for all meetings moving forward.

In April 1997, the Board adopted a new resolution to shift the meetings back to the second Thursday of each month. In January 2022, the Board adopted a resolution changing the meeting schedule to the third Thursday of each month at 3:00 p.m.

In January 2023, the Board adopted a new resolution setting meetings for the first Thursday of each month from February through June, and the second Thursday of each month from July through December, all at 10:00 a.m. Finally, in December 2023, the Board adopted a resolution to hold meetings on the third Thursday of each month from January through August, and the second Thursday of each month from September through December, at 10:00 a.m.

Following the closure of the Port of Long Beach Administration Building, the Board adopted a resolution in February 2014 designating either the POLA Administration Building or the City of Long Beach Council Chambers as meeting locations, while leaving the meeting dates and times unchanged. In April 2017, a third location was added—the Long Beach City College Board Room (Liberal Arts Campus at Clark Ave. and Carson St.)—to accommodate parking limitations during the construction of the new Long Beach City Hall, as well as seating constraints in the POLA Administration Building Commission Meeting Room.

In January 2022, the Board adopted a resolution to include the ACTA Headquarters as a new meeting location, while removing the Port of Los Angeles Administration Building to streamline administrative procedures, due to the required teleconference meetings during the COVID-19 pandemic.

**Budget Impact:**

There will be no budget impact from the proposed action since the minimal cost of LBCC was included in the ACTA Operating Budget for FY25.

**Co-General Counsel Review:**

ACTA's Co-General Counsel has reviewed and approved the proposed Resolution as to form.

**Transmittal:**

Transmittal 1 – Resolution No. JPA 24-4

**Resolution No. JPA 24-4**  
**RESOLUTION FOR THE REGULAR MEETINGS OF THE ACTA**  
**GOVERNING BOARD FOR CALENDAR YEAR 2025**

WHEREAS, Section 4D(1), Regular Meetings, of the Amended and Restated Joint Exercise of Powers Agreement dated December 18, 1996, reads as follows:

*“The Governing Board shall provide for its regular, adjourned regular and special meetings; provided, however, it shall hold at least one regular meeting in each year. The dates upon which, and the hour and place at which, any regular meeting shall be held shall be fixed by resolution and a copy of such resolution shall be filed with each member of the Governing Board, the Boards of Harbor Commissioners of Long Beach and Los Angeles, and the Mayors of Long Beach and Los Angeles.”*

WHEREAS, pursuant to Resolution No. JPA-22-2 dated January 14, 2022, the regular meetings are currently held at 3:00 p.m. on the third Thursday of each month at one of the following locations: the City of Long Beach Council Chamber located at 333 W. Ocean Boulevard, Long Beach, CA 90802; the Long Beach City College Board Room (Building T1100) on the Liberal Arts Campus located at 4901 East Carson Street, Long Beach, CA 90808; or the ACTA Headquarters located at 3760 Kilroy Airport Way, Suite 200, Long Beach, CA 90806; and

WHEREAS, pursuant to Resolution No. JPA-23-2 dated January 5, 2023, the regular meetings are currently held at 10:00 a.m. on the first Thursday of each month for February through June, and the second Thursday of each month for July through December; and

WHEREAS, pursuant to Resolution No. JPA-23-5 dated December 14, 2023, the regular meetings are currently held at 10:00 a.m. on the third Thursday of each month for January through August, and the second Thursday of each month for September through December; and

WHEREAS, it is now proposed that the regular meeting date for Calendar Year 2025 be changed to the second Thursday for January, November and December, and on the third Thursday for February through October, and all regular meetings begin at 10:00 a.m. at one of the currently authorized locations.

NOW, THEREFORE, BE IT RESOLVED as follows:

Section 1. The regular meetings of the ACTA Governing Board for Calendar Year 2025 shall be held at 10:00 a.m. on the second Thursday for January, November and December, and on the third Thursday for February through October.

Section 2. The meetings of the ACTA Governing Board shall be held at one of the following locations:

- 1) Long Beach City College Board Room (Building T1100) on the Liberal Arts Campus located at 4901 East Carson Street, Long Beach, CA 90808; or
- 2) ACTA Headquarters located at 3760 Kilroy Airport Way, Suite 200, Long Beach, CA 90806.

Section 3. This resolution shall take effect immediately upon its adoption by the ACTA Governing Board, and the Board Secretary shall certify the vote adopting this resolution.

AYES:

NAYS:

ABSENT:

I HEREBY CERTIFY THAT the foregoing resolution was adopted by the ACTA Governing Board at its meeting held on December 12, 2024.

\_\_\_\_\_  
Maria M. Melendres  
Board Secretary

APPROVED AS TO FORM

\_\_\_\_\_, 2024  
HYDEE FELDSTEIN SOTO, City Attorney

By \_\_\_\_\_  
Heather M. McCloskey, Deputy City Attorney  
ACTA Co-General Counsel