

**Metro Gold Line Foothill Extension Construction Authority Special Board Meeting
Construction Authority Offices, Conference Room
406 E. Huntington Drive, Suite 202
Monrovia, CA 91016
June 18, 2010
8:00 A.M.**

1. Call to Order:

Chair Hanks called the meeting to order at approximately 8:17 AM.

2. Roll Call:

Member	Appointing Entity	Present	Absent
<i>Voting Members</i>			
Keith Hanks, <i>Chair</i>	City of South Pasadena	X	
Doug Tessitor, <i>1st Vice Chair</i>	City of Pasadena	X	
Ed Reyes, <i>2nd Vice Chair</i>	City of Los Angeles		X
John Fasana	LACMTA	X	
Sam Pedroza	SGVCOG	X	
<i>Non-Voting Members</i>			
Lara Larramendi	Governor of California	X	
Bill Bogaard	City of Pasadena		X
Daniel Evans	City of South Pasadena	X	
<i>Alternate Members</i>			
Michael Cacciotti	City of South Pasadena	—	—
Gerry Miller	City of Los Angeles	—	—
Mary Ann Lutz	SGVCOG	—	—

3. Pledge of Allegiance

Crandal Jue led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

Chair Hanks requested any public comments on or off the Agenda.

None.

5. CEO's Monthly Report

Mr. Balian presented the report. Mr. Balian updated the Board on the status of the MCA and FTA agreements with Metro. Mr. Balian indicated that the FTA was very close to be finished. Mr. Balian indicated that the MCA was still under discussion and negotiation and the most recent draft was not acceptable. Mr. Estrada indicated that further discussion were to be held today. Board Member Fasana indicated that Metro believes that the Groundbreaking could go forward without a signed agreement, but

also indicated that if the shoe were on the other foot; Metro would not go forward without a signed agreement. Board Member Fasana indicated that it may be most useful if a meeting with decision makers were held. Mr. Estrada agreed with Board Member Fasana and indicated that with so many voices and opinions it is hard to make meaningful progress.

6. Consent Calendar:

a. Approval of Minutes of Board Meeting held May 26, 2010

Chair Hanks inquired if there were any questions or comments regarding the minutes of the May 26, 2010 Board Meeting. Hearing none, Chair Hanks then requested a motion to approve the Consent Calendar. Board Member Pedroza made a motion to approve the Consent Calendar. Board Member Fasana seconded the motion which was then approved unanimously.

7. General Board Items:

a. Receive and File Report on Project Update: Design-Build-Finance

Mr. Burner, Chief Project Officer provided the report as well as a powerpoint presentation. Mr. Burner indicated that the Design-Build-Finance approach will enable the Gold Line Foothill Extension to be constructed much sooner than would otherwise be possible. Mr. Burner indicated that the same methodology (except the Finance portion) was used during Phase I, which provided a single interface for the project between Construction Authority Staff. Mr. Burner further indicated that the Design-Build-Finance (DBF) team consists of a design firm(s), construction firm(s) and financial firm who are responsible for the design, construction, and financing of the Phase 2A project. Mr. Burner further indicated that some of the major advantages of the DBF method are project schedule compression, fewer errors and omissions disputes, improved constructability, lower costs, a well defined organizational structure and enhanced cooperation and teamwork.

Board Member Pedroza inquired in the Foothill Extension is the first in Los Angeles County to do a transportation DBF project. Mr. Burner indicated that yes the Foothill Extension is the first.

Item received and filed.

b. Authorize CEO to Execute Amendment No. 2 to Holland & Knight for Federal Governmental Relations

Mr. Balian provided the report. Mr. Balian indicated that the Amendment would authorize \$90,000 to extend the contract with Holland & Knight to June 30, 2011. Mr. Balian reviewed the procurement history of federal governmental relations. Mr. Balian indicated that the Finance Committee has recommended

that an RFP be issued to solicited proposals for the Federal Government Relations. Vice Chair Tessitor indicated that due to the age of the agreement that now was the time to see what other firms may be able to provide. Board Member Larramendi indicated that the Legislative Affairs Committee was in agreement.

Board Member Larramendi inquired when it is expected that a recommendation would be made to the Board for execution. Mr. Balian indicated that August 2010 is the expected date for recommendation to the Board.

Mr. Balian indicated that Chris Lowe would solicit from Board Members possible firms to send the RFP to.

Chair Hanks requested a motion to adopt issue a Request for Proposals for Federal Government Relations. Board Member Tessitor made a motion to approve the item. Board Member Fasana seconded the motion which was then approved unanimously.

Out of Order – See item 7.c. after Item 7.g.

d. Consideration of a Resolution Approving Certain Refinements to Phase II, Segment 1, and Adopting an Addendum to the Certified Final EIR for Phase II, Segment 1

Mr. Balian introduced Mr. David Snow who presented the report. Mr. Snow indicated that the FEIR was initially certified and adopted in February 2007 and then amended in August 2009. Mr. Snow indicated that refinements to Phase 2A Environmental Report as present attached Board Report were to address various refinements that have been suggested or requested by staff and the cities and would be contained in Addendum No. 2. Mr. Snow indicated that since the Board Report a revised Addendum has been prepared that have no material changes from the previous version and only contained some wordsmithing. Mr. Snow indicated that if the Board agrees with the refinement and adopts the resolution contained in the Board report, that these project refinements will then be incorporated into project design. Mr. Snow indicated that items contained in Addendum No. 2 will not result in any significant impacts than those previously identified in the certified FEIR. Mr. Balian indicated that the draft summary of the Addendum contained in Exhibit B was circulated among the cities for review and comment.

Board Member Fasana indicated that the Construction Committee had reviewed the documents and felt comfortable with the report and resolution as presented.

Chair Hanks requested a motion for the Consideration of a Resolution Approving Certain Refinements to Phase II, Segment 1, and Adopting an Addendum to the Certified Final EIR for Phase II, Segment 1. Board Member Fasana made a motion to approve the item. Board Member Pedroza seconded

the motion which was then approved unanimously.

e. Authorize the Chief Executive Officer to Execute Amendment No. 6 to Hill International Contract No. C1129 for Program Management

Mr. Balian presented the report. Mr. Balian indicated that Amendment No. 6 to Hill contract for Program Management in a not-to-exceed amount of \$4,900,000 for a total contract not-to-exceed \$9,685,000 is contingent upon the finalization of both the MCA and FTA agreements with Metro. Mr. Balian indicated that Hill provides program management support to the project, which includes design support, construction management, quality oversight, procurement support, environmental compliance, third-party coordination, and other necessary technical support. Mr. Balian indicated that the Construction Authority uses an incremental method of managing consultant contracts in order to better control the consultant's scope of work and budget and that this Amendment was consistent with that approach. Mr. Balian also indicated that that the total project budget for the Hill contract is estimated to be \$35 million.

Chair Hanks requested a motion to Authorize the Chief Executive Officer to Execute Amendment No. 6 to Hill International Contract No. C1129 for Program Management. Board Member Pedroza made a motion to approve the item. Board Member Fasana seconded the motion which was then approved unanimously.

f. Legislative Update

Mr. Balian updated the Board on various federal issues including the Reauthorization process and the availability of TIGR grants.

Board Member Larramendi indicated that AB 1955 (Del La Torre) bill was not taken-up in the Senate Committee last week and was awaiting revisions or amendments to the legislation.

Item received and filed.

g. Monthly Project Status Update

Mr. Balian presented a video which summarized recent activities. Mr. Balian also indicated that meetings with all the school districts along the alignments have been scheduled.

Item received and filed.

Out of Order

c. Authorize CEO to Execute Contract in Response to Request for Proposals (RFP) C1134 for the Iconic Freeway Structure (IFS) Design-Build-Finance Project

Mr. Balian provided the report and thanked Mitch Purcell for his efforts in directing the procurement process. Mr. Balian indicated that staff had received two proposals in response from the RFP and reviewed the procurement process. Mr. Balian indicated that those firms were Shimmick Construction Company as the Prime with Biggs Cardosa Associates, Inc. as design and Skanska USA Civil West California District Inc. as the Prime and AECOM Technical Services, Inc as Design. Mr. Balian indicated that based upon the proposals submitted, costs estimates and possible repayment schedules that staff has determined that the financing portion of the Design-Build-Finance proposal was not necessary. Mr. Balian indicated that after the evaluation of the proposals by four different sub-committees and ultimately by Gold Line committee that a winning proposal was selected based on the criteria outlined in the Board report. Mr. Balian indicated that Skanska and AECOM had the highest ranking based upon the evaluation process with a bid of approximately \$18.5 million. Mr. Balian also indicated that Shimmick bid was approximately \$22.7 million. Mr. Balian indicated that the Construction Authority had estimated approximately \$26 million. Mr. Balian introduced Mitch Purcell who provided a more detailed summary of the selection process as well as the various components and scoring of each proposal.

Board Member Pedroza inquired if staff was aware of why the difference in price. Mr. Balian indicated that it was difficult to tell because the amounts given are lump sum amounts and the supporting numbers for the lump sum are not provided until the contract is executed.

Board Member Fasana inquired if Caltrans was on board. Mr. Balian indicated that yes Caltrans was involved.

Board Member Pedroza indicated that the Finance Committee was in agreement with staff's recommendation and was very impressed with the procurement process.

Mr. Balian indicated that the execution of the contract was contingent upon the execution of the MCA and FTA agreements with Metro.

Discussion continued about timing of the execution of the Metro Agreements, the IFS contract and the Groundbreaking.

Chair Hanks requested a motion to Authorize CEO to Execute Contract in Response to Request for Proposals (RFP) C1134 for the Iconic Freeway Structure (IFS) Design-Build-Finance Project as indicated by the staff recommendation. Board Member Tessitor made a motion to approve the item. Board Member Fasana seconded the motion which was then approved unanimously.

8. General Counsel Report

None.

9. Board Member Comments

Board Member Larramendi commented on the Peer Review which she and other Board members attended and provided a greater appreciation for the complexity of the project.

Vice Chair Tessitor echoed Board member Larramendi comments.

10. Closed Session

Closed Session

CONFERENCE WITH REAL PROPERTY NEGOTIATOR - G.C. 54956.8

Property: (1) 8513-012-911; 8513-012-912; (2) 8513-012-909;
(3) 8513-012-908; (4) 8513-012-910

Agency Negotiator: Habib F. Balian
Negotiating Parties: Monrovia Redevelopment Agency
Under Negotiation: Price and terms

No Closed Session occurred.

11. Adjournment

The Board meeting was adjourned at approximately 9:32 AM.