

Metro Gold Line Foothill Extension Construction Authority Board Meeting
Construction Authority Offices, Conference Room
406 E. Huntington Drive, Suite 202
Monrovia, CA 91016
October 27, 2010
7:00 P.M.

1. Call to Order:

Chairman Hanks called the meeting to order at approximately 7:05 PM.

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

Lara Larramendi led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

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

None.

5. CEO's Monthly Report

Mr. Balian presented the report. Mr. Balian reported on various items including discussions with Metro regarding project financing, real estate items and the BNSF agreement. Mr. Balian also indicated that over 500 questions and comments have been received regarding the Phase 2A alignment design-build RFP. Mr. Balian relayed that efforts to secure Phase 2C Alternative Analysis funding were ongoing and that the Phase 2B EIS/EIR Notice of Intent draft had been sent to the Federal Transit

Administration for review and comment.

6. Consent Calendar:

- a. Approval of Minutes of Board Meeting held September 22, 2010**
- b. Financial Quarterly Update**
- c. Authorize the Chief Executive Officer to Execute Amendment No. 7 to Hill International Contract No. C1129 for Program Management**
- d. Approval of Memorandum of Understanding with Fire Life Safety Committee**
- e. Approval of Amendment No. 1 to Contract No. C1133 for Preparation of Document for Phase 2B National Environmental Policy Act (NEPA) and CEQA work**

Chairman Hanks requested a motion to approve the Consent Calendar. Board Member Pedroza made a motion to approve the Consent Calendar. Board Member Reyes seconded the motion which was then approved unanimously.

7. General Board Items:

a. Receive and File Project Update: Stakeholder Coordination

Mr. Balian introduced Chris Burner, Chief Project Officer, who presented the report. Mr. Burner reviewed the objectives of the Construction Authority to maximize information sharing on the Foothill Extension Project on a regular basis via stakeholder coordination meetings with various agencies. Mr. Burner indicated that stakeholder coordination meetings purpose was to identify and mitigate any issues of concern as early as possible and prevent misinformation between parties. Mr. Burner indicated that bi-weekly coordination meetings with Phase 2A corridor cities consist of discussions regarding general project issues, project schedule, grade crossings, structures, station parking locations, etc. Mr. Burner indicated that staff also conducts meetings with Metro, Army Corps of Engineers, Metrolink, BNSF, Caltrans, and others on an as-needed basis. Mr. Burner indicated that staff also meets with the Fire Life Safety and Security Committee (FLSSC), which consists of Fire and Police personnel of all six cities as well as Los Angeles County Fire/Sheriff personnel, on a monthly basis to discuss various concerns and refine the scope of the project. Mr. Burner indicated that staff has met with all Unified School Districts from Pasadena to Glendora to implement a school safety program and begin regular communication regarding construction schedule and updates.

Item received and filed.

b. Overview of Army Corps of Engineers Process

Mr. Balian introduced Chris Burner, Chief Project Officer, who presented the report. Mr. Burner indicated the portions of the project traverse rivers and channels under the jurisdiction of the United States Army Corps of Engineers (USACE) with a significant portion located at the San Gabriel River Bridge. Mr. Burner indicated that staff originally planned to require the design-build contractor to acquire the necessary USACE permits for the San Gabriel River Bridge modifications, but the peer review panel recommended that the permitting process begin immediately to reduce possible project delay. Mr. Burner indicated that staff has met USACE on three separate occasions to establish the required process to complete the necessary permits. Mr. Burner indicated that staff has begun the additional engineering required to advance the required permits, as well as NEPA environmental analysis which is also required for the permits.

Board Member Pedroza inquired if there may be any potential project delay due to the process. Mr. Burner indicated that staff had initiated the process based on the peer review recommendation to mitigate any possible delay.

Board Member Reyes inquired what modifications were being made to the San Gabriel River bridge. Mr. Burner indicated that the bridge was being replaced because it does not meet the required standards – the bridge was built in the early 1900s.

Board Member Reyes inquired if the bridge was solely for light rail purposes or additional purposes such as river-way access was being considered. Mr. Burner indicated that the bridge is located in a recreational area but the bridge has a sole purpose for light rail.

Board Member Fasana inquired if the Army Corps was cooperative in the process. Mr. Burner indicated that cooperation has improved but has been challenging at times.

Item received and filed.

c. Approval of Foothill Extension Financial Plan Revision 4

Mr. Balian presented the item. Mr. Balian noted a correction to the report — that the item was heard by the Finance Committee. Mr. Balian indicated that as a result of recent discussions with senior Metro staff a revision to the Financial Plan was being presented. Mr. Balian indicated that the Metro Board plans to approve the issuance of bonds to pay for the first three years of expenditures for the Project. Mr. Balian indicated that this would ensure that adequate funds to cover project, design and construction costs up to the previously approved \$690M would come directly from Metro and not be a requirement of the design-build contractor. Mr. Balian indicated that based on

this assumption, this budget revision has been adjusted accordingly.

Mr. Jue, Chief Financial Officer, indicated that a slight re-allocation of funds to the Iconic Freeway Structure, Maintenance & Operation Facility, parking structures and real estate items were reflected in the revision as well as other minor project costs.

Mr. Balian indicated that two estimates for the Project are within prior estimates and a final third-party review is underway.

Board Member Fasana indicated that this was a very positive step with regard to the financing of the project.

Chairman Hanks requested a motion to Approve the Foothill Extension Financial Plan Revision 4. Board Member Reyes made a motion to Approve the Foothill Extension Financial Plan Revision 4. Board Member Tessitor seconded the motion which was then approved unanimously.

d. Phase 2B Update

Mr. Balian presented the item. Mr. Balian updated that Board on the Phase 2B environmental schedule indicating that CEQA clearance was expected by November 2011 and NEPA clearance by 2012. Mr. Balian indicated that the schedule was a result of discussions with the FTA to have a "stand-alone" EIS/EIR for Phase 2B. Mr. Balian indicated that community scoping meeting would be held in January 2011.

Item received and filed.

e. Adopt the Small Business Enterprise (SBE) Program

Mr. Balian provided the report. Mr. Balian indicated that in September of 2009, the Board of Directors adopted a 16% SBE overall Project aspirational goal. Mr. Balian indicated that based on an analysis of the overall project scope of work in the region that pursuing a small business enterprise program would better serve the community.

Board Member Fasana inquired how the attainment of the aspirational goal would be monitored. Mr. Balian indicated that a consultant or in-house staff member would monitor the program and that design build contractor would be audited on a regular basis.

Board Member Fasana inquired what outreach would be conducted. Mr. Balian indicated the staff has been developing an internal database for outreach and that the design builder is required to develop a plan that the Construction Authority will review and approve.

Chairman Hanks requested a motion to Adopt the Small Business Enterprise

(SBE) Program. Board Member Tessitor made a motion to Adopt the Small Business Enterprise (SBE) Program. Board Member Reyes seconded the motion which was then approved unanimously.

f. Legislative Update

Mr. Balian provided the report. Mr. Balian thanked Board Members Tessitor, Pedroza and Larramendi for their participation during recent meetings with federal legislators, staff and officials in Washington, D.C.

Item received and filed.

g. Monthly Project Status Report

Mr. Burner provided the report. Mr. Burner reviewed the status of various items ongoing in Phase 2A including environmental issues, IFS coordination meetings, CPUC applications, utility agreements, Army Corps of Engineers meetings and DB Phase 2A Q&A. Mr. Burner also reviewed a slide displaying various Critical Path Items for Phase 2A which included the completed MCA and Funding Agreement with Metro and the yet to be completed SEIR, BNSF Agreement and DB2 Contract Award. Mr. Burner indicated that each one of these items were critical to starting the project and maintaining the schedule. Mr. Burner review various other items that were of great importance to the Project but not critical. Mr. Burner also review various items that would be addressed in the upcoming months.

Board Member Tessitor inquired about the status of the BNSF Agreement. Mr. Burner indicated that Metro, who is the lead in discussions with BNSF, have been making progress and using best-efforts with BNSF to reach an agreement. Mr. Burner indicated that Metro Counsel and BNSF have identified the issues that need to be resolved and were working toward resolution. Mr. Burner indicated that the main issues to be resolved center around insurance and indemnification between the parties.

Board Member Fasana indicated that Metro has had issues in the past in trying to reach agreements and understanding with BNSF.

Board Member Pedroza inquired if BNSF had any other issues with Metro. Mr. Burner indicated that a similar issues as the Foothill Extension exists on the Crenshaw line.

Board Member Reyes inquired if both Metro and BNSF had decision makers at the table. Mr. Burner indicated that both parties do and the Construction Authority staff will be meeting with Metro senior management tomorrow to get an update on discussions.

Item received and filed.

8. General Counsel Report

None.

9. Board Member Comments

Board Member Fasana request that the meeting adjourn in honor of California Senator Jenny Oropeza who recent passed away.

10. Closed Session

CONFERENCE WITH REAL PROPERTY NEGOTIATOR - G.C. 54956.8

(1) 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

(2) Property: 5773-006-037

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Virgil E. Anderson
Under Negotiation: Price and terms

(3) Property: 5773-006-015

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Miriam C. Spaulding Properties
Under Negotiation: Price and terms

No reportable action.

10. Adjournment

The Board meeting was adjourned at approximately 7:59 PM into Closed Session.