

**Metro Gold Line Foothill Extension Construction Authority Board Meeting
Metro Gold Line Foothill Extension Construction Authority Offices
Arabella Huntington Conference Room
406 East Huntington Drive, Suite 202
Monrovia, California 91016
7:00 P.M.**

Out of Order:

5. Swearing-in of Board Member

General Counsel Estrada swore in Jon Blickenstaff as a Board Appointed Alternate for the City of Los Angeles.

1. Call to Order:

General Counsel Estrada indicated that since Vice Chair Pedroza was participating via telephone and in order to facilitate the meeting, that the next senior Board member would serve a Chair if the Board had no objections. Mr. Estrada indicated that Board Member Hanks is the most senior member present. Board Member Keith Hanks acted as Chair as there were no objections. Chair Hanks called the meeting to order at approximately 7:06 PM.

2. Roll Call:

Member	Appointing Entity	Present	Absent
<i>Voting Members</i>			
Doug Tessitor, <i>Chair</i>	City of Pasadena		X
Sam Pedroza, <i>1st Vice Chair</i>	SGVCOG	X (via tele.)	
Jon Blickenstaff	Board Appointed Alternate City of Los Angeles	X	
Keith Hanks	City of South Pasadena	X	
John Fasana	LACMTA	X	
<i>Non-Voting Members</i>			
Lara Larramendi	Governor of California	X	
Bill Bogaard	City of Pasadena	X (7:18 PM)	
Daniel Evans	City of South Pasadena		X
<i>Alternate Members</i>			
Gerry Miller	City of Los Angeles	—	—

General Counsel Estrada indicated that Vice Chair Sam Pedroza was participating via telephone as indicated on the Agenda.

3. Pledge of Allegiance

Lara Larramendi led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

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

Mr. Christopher Sutton addressed the Board. Mr. Sutton introduced himself as an attorney for Excalibur Property Holdings. Mr. Sutton indicated that a number of lawsuits have been filed. Mr. Sutton indicated that the July 27, 2011 Board minutes have yet to be approved and believed that they were being "sanitized". Mr. Sutton objected to the SANBAG Amendment on the Agenda as the Construction Authority had no authority to operate beyond Los Angeles county.

Chair Hanks requested if there were any additional speakers, seeing and hearing none, Chairman Tessitor closed public comment.

6. CEO's Monthly Report

Mr. Balian presented the report. Mr. Balian reviewed the critical path scheduled which included an Amended Funding Agreement with Metro in October 2012, issuance of an Interim NTP to the DB2 contractor in November 2011, M&O property acquisitions and issuance of NTP to DB2 contractor in April 2012. Mr. Balian reviewed various other items included the Surface Transportation Board approval of the BNSF Abandonment, San Gabriel River Bridge permits, status of grade-crossing approvals and the legal challenge to the Phase 2A SEIR. Mr. Balian also reviewed ongoing work by Parsons Brinkerhoff for the Phase 2B environmental work and efforts to secure funding for the Montclair to Ontario Alternatives Analysis. Mr. Balian presented a video which highlighted work on the IFS foundation and concrete pilings. Mr. Balian presented a video that has been prepared to provide an overview of grade-crossings for public outreach and education. Mr. Balian indicated that the video will be sent to local school districts and be available on the website.

Board Member Fasana inquired if the grade-crossing video will be available in a bilingual format. Mr. Balian indicated that a bilingual version would be made available.

7. Consent Calendar

a. Approval of Minutes of Board Meeting held September 14, 2011

Chair Hanks requested a motion to approve the minutes on the Consent Calendar. General Counsel Estrada indicated that due to a lack of a quorum of voting members who attended the September 14, 2011 Board meeting, the minutes would be held until the next Board meeting.

8. General Board Items

a. Receive and File Report on Project Update: Parking Facilities

Mr. Balian introduced Mr. Burner who presented the report. Mr. Burner indicated that parking facilities will be designed and constructed for each of the six stations along Phase 2A stations. Mr. Burner indicated that there would be 2 surface lots at the Duarte and Azusa-Alameda stations and four parking structures at the remaining stations. Mr. Burner indicated that a design services contract for advanced parking facility design was awarded to IBI in July 2011. Mr. Burner indicated that staff is coordinating with Metro and Phase 2A cities with regard to bus, bicycle and pedestrian interfaces. Mr. Burner indicated that a design-build contract will be issued for Phase 2A parking facilities in 2013 and construction completed in early 2015. Mr. Burner provided a detailed overview of each of the parking facilities for each of the stations. Mr. Burner indicated that staff is working with the cities of Monrovia, Duarte and Azusa about possible locations for parking facilities. Mr. Burner indicated that final locations should be determined by July.

Item received and filed.

b. Authorize the CEO to Execute Contract Amendment Three with San Bernardino Association of Governments (SANBAG)

Mr. Balian indicated that the Amendment was not included in the Board materials provided to the Board or public and would be held-over until a future Board meeting.

c. Receive and File Monthly Project Status Report

Mr. Burner presented the report. Mr. Burner provided an update on Phase 2A items including grade-crossings, parking facilities, Caltrans and SCRRRA work authorizations, IFS construction and the STB approval of the BNSF abandonment. Mr. Burner indicated reviewed the IFS construction schedule and indicated that the contractor, Skanska, has been able to reduce a 60 day delay to approximately 23 days and continues to reduce the delay. Mr. Burner indicated that there is no impact on the Phase 2A alignment work.

Board Member Fasana inquired about the working relationship with Caltrans. Mr. Burner indicated that so far Caltrans has been very responsive.

Board Member Fasana inquired about the status of the CPUC grade-crossing approvals. Mr. Burner indicated that the CPUC has received a request to file a protest by Mr. Brokate and his counsel. Mr. Burner indicated that the protests are 4 months past the deadline to file such protests and that CPUC is evaluating the protests.

Item received and filed.

9. General Counsel’s Report

General Counsel Estrada provided the report. Mr. Estrada indicated that two new lawsuits have been filed. Mr. Estrada indicated that one lawsuit filed by Mr. Sutton challenges the procurement of the DB2 contract and that the Nossaman law firm will be lead counsel. Mr. Estrada indicated that the other lawsuit was filed against the City of Monrovia regarding its Redevelopment Agency.

10. Board Member Comments

Vice Chair Pedroza thanked the Board Members and other for their support and well wishes during his recovery and he looks forward to getting back to work.

Chair Hanks wished Vice Chair Pedroza a speedy recovery. Chair Hanks also thanks Board Member Blickenstaff for his willingness to serve again on the Board. Chairman Hanks thanked staff for the recent IFS construction site visit.

Board Member Blickenstaff wished Vice Chair Pedroza a speedy recovery. Board Member Blickenstaff that the Board for their support in asking him to serve on the Board. Board Member Blickenstaff indicated that the Gold Line is one of the highlights in his public service and looked forward to working with the Board and staff. Board Member Blickenstaff thanked staff for the recent IFS construction site visit.

Board Members Bogaard, Fasana and Larramendi wished Vice Chair Pedroza best wishes and looked forward to seeing him soon.

General Counsel Estrada reviewed the various items that would be considered in Closed Session and indicated that there may be reportable actions. Chair Hanks adjourned the Board Meeting into Closed Session at approximately 7:48 PM.

11. Closed Session

A. CONFERENCE WITH REAL PROPERTY NEGOTIATOR..... G.C. 54956.8

- (i) Property: (1) 8513-012-804; (2) 8513-012-805; (3) 8513-012-806; (4) 8513-012-908; (5) 8513-012-909; (6) 8513-012-910 (7) 8513-012-911; (8) 8513-012-912; (9) 8513-012-913

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

- (ii) Property: 8513-012-043

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Hoffman Family Trust/Linsalato
Under Negotiation: Price and terms

- (iii) Property: (1) 8513-012-032; (2) 8513-012-033;
(3) 8513-012-034; (4) 8513-012-035;
(5) 8513-012-036

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Excalibur Holdings
Under Negotiation: Price and terms
- (iv) Property: 8513-012-054

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Mark Charvat/ELS
Under Negotiation: Price and terms
- (v) Property: 8528-015-051

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Cal-Am Water
Under Negotiation: Price and terms
- (vi) Property: 8533-009-023

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: MillerCoors LLC
Under Negotiation: Price and terms

B. CONFERENCE WITH LEGAL COUNSEL:G.C. 54956.9(a)
Pending Litigation

- (i) Excalibur Property Holdings, LLC and George Brokate v.
Pasadena Metro Blue Line Construction Authority
Case No. BS130732
- (ii) Excalibur Property Holdings, LLC and George Brokate v.
City of Monrovia et. al.
Case No. BS129985

C. CONFERENCE WITH LEGAL COUNSEL(G.C. 54956.9(b))

(i) Anticipated Litigation:

A point has been reached where, in the opinion of the Authority Board on the advice of its legal counsel, based on the receipt of a Notice of Application to Attorney General and related documents from Christopher Sutton, there is a significant exposure to litigation against the Authority.

(ii) Anticipated Litigation:

A point has been reached where, in the opinion of the Authority Board on the advice of its legal counsel, based on the receipt of a document entitled *Joint Objections to Gold Line's July 17, 2011 Agenda Items No. 5, 6, and 10.c and*

All Related Approvals and related documents submitted by The Silverstein Law Firm, together with oral testimony from Robert Silverstein and Christopher Sutton on July 27, 2011 regarding those agenda items, there is a significant exposure to litigation against the Authority.

12. Adjournment

The Board entered Closed Session at 7:48 PM. General Counsel Estrada indicated that there were no reportable actions from the Closed Session. Chair Hanks adjourned the meeting at 8:19 pm.