

**Metro Gold Line Foothill Extension Construction Authority Board Meeting
Construction Authority Offices
406 E. Huntington Drive, Suite 202
Maria Dalton Community Room
Monrovia, California 91016**

**December 12, 2012
7:00 P.M.**

1. Call to Order:

Chairman Tessitor called the meeting to order at approximately 7:09 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	
Ed Reyes	City of Los Angeles	X	
Keith Hanks (via telephone)	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
Daniel Evans	City of South Pasadena		X
<i>Alternate Members</i>			
Gerry Miller	City of Los Angeles	—	—
Denis Bertone	SGVCOG	—	—

3. Pledge of Allegiance

Habib Balian led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

Chair Tessitor inquired if there was anyone who wished to provide public comment on items on or off the Agenda. A member of the public indicated that they wish to speak on Agenda Item 8.b. Chair Tessitor inquired if there was anyone else wishing to provide public comment, hearing and seeing none, Chair Tessitor closed public comment.

5. Election of Officers

Chair Tessitor opened the call for nominations of Chair and Vice Chair. Board Member Reyes nominated Doug Tessitor as Chair which was seconded by Board Member Pedroza. Board Member Fasana made a motion to close nominations for

Chair. The Board then voted unanimously to select Doug Tessitor as Chair.

Chair Tessitor opened the call for nominations Vice Chair. Board Member Tessitor nominated Sam Pedroza as Vice Chair which was seconded by Board Member Reyes. Board Member Fasana made a motion to close nominations for Vice Chair. The Board then voted unanimously to select Sam Pedroza as Vice Chair.

Board Member Hanks inquired if the Administrative Code which was a later item on the Agenda would allow for a 2nd Vice Chair as had been the practice in the past. General Counsel Estrada indicated that it would be permissible if the Board wishes and that a slight revision would be necessary to the Administrative Code.

Chair Tessitor opened the call for nominations 2nd Vice Chair. Board Member Tessitor nominated Ed Reyes as 2nd Vice Chair which was seconded by Board Member Pedroza. Board Member Fasana made a motion to close nominations for 2nd Vice Chair. The Board then voted unanimously to select Ed Reyes as 2nd Vice Chair.

6. CEO's Monthly Report

Mr. Balian reviewed various items on the critical path schedule including the start construction of Palm and Citrus freight and LRT bridges in Azusa and the transfer of the Gold Line bridge project to the DB2 contractor later this month. Mr. Balian indicated that approximately 30 members of the press had recently visited the site and indicated they were very impressed with what they saw. Mr. Balian indicated that there would be one or two additional freeway closures so the contractors can remove equipment and forms from the site in preparation of the dedication on Saturday. Mr. Balian indicated that the LRT crossing at Highland would begin in January as well as the Dalton crossing. Mr. Balian indicated that the San Gabriel River bridge was in the final stage for Approved for Construction Plans. Mr. Balian indicated that staff was working with the Army Corps of Engineers so construction can start in a very narrow window, beginning in March 2013. Mr. Balian indicated that substantial of completion of the design was expected by March 2013 as well as the freight realignment.

7. Consent Calendar

- a. Approval of Minutes of Board Meeting held November 14, 2012**
- b. Receive and File Report on Status of FY2013 Operating Budget**
- c. Consideration of Salary Administration Guidelines**
- d. Consideration of Richards Watson and Gershon Amendment No. 7 to C1115 in the amount of \$500,000 for Legal Services**
- e. Authorize CEO to Execute Amendment No. 4 to C1108 Information Technology Services with Diamond Networks**

Chair Tessitor requested a motion to approve the Consent Calendar. Board Member Hanks made a motion to approve the Consent Calendar which was seconded by Board Member Pedroza and then passed unanimously.

8. General Board Items

- a. Consideration of adoption of a Resolution of Necessity for the acquisition by eminent domain of certain real property interests located at 1700 Business Center Drive in the City of Duarte, and further identified as Los Angeles County Tax Assessor's Parcel Number 8528-011-020, for public purposes, namely for public transit purposes.**

Chairman Tessitor recited the Agenda Item and requested the Clerk to read the item into the record. Chairman Tessitor requested Ms. Regina Danner to provide the report. Ms. Danner reviewed the report in detail which provided the rationale and reasons for the recommendation from staff. Ms. Danner indicated that the proposed property was needed for public transit purposes for the Metro Gold Line Foothill Extension. [A transcript of this report is available.]

Chair Tessitor inquired if there was anyone who wished to provide public comment on this item, hearing and seeing none, Chair Tessitor closed public comment.

Chair Tessitor inquired if any of the Board Members had any questions for Ms. Danner or would like to make a comment.

Board Member Fasana indicated that he was appreciative of the efforts that staff has made in discussions with GE. Board Member Fasana indicated the City of Duarte continues in discussions with GE and that GE is a valued member of the Duarte community. Board Member Fasana urged all parties to continue to work together to reach a resolution in the matter.

Board Member Hanks indicated that he had reviewed the letter submitted by GE's counsel in regards to this item and believed that there were some factual errors. Board Member Hanks indicated that it was his understanding the staff and counsel had property followed the rules and regulations and have continued to work in good-faith with GE to reach a resolution. Board Member Hanks indicated that the Board is committed to reaching a resolution and by adopting a Resolution of Necessity this evening is still committed to discussions but must protect the ability of the project to move forward should negotiations fail.

Chair Tessitor requested a Motion for Resolution 2012-R-10. Board Member Hanks made a motion to adopt Resolution 2012-R-10 and Board Member Pedroza seconded the Motion. Chair Tessitor requested that the Clerk of the Board read the motion for the Resolution of Necessity and conduct a roll call vote.

Clerk of the Board indicated that Board Member Hanks has made a motion and Board Member Pedroza has seconded the motion that Resolution No. 2012-R-10, a Resolution of Necessity of the Metro Gold Line Foothill Extension Construction Authority, declaring certain real property interests identified as a portion of 1700 Business Center Drive, located in the City of Duarte, and further identified as a portion of Los Angeles County Tax Assessor's parcel number 8528-011-020, necessary for public purposes and authorizing the acquisition thereof, for public transit purposes, be adopted. The Clerk of the Board conducted a roll call vote for the record – the item passed unanimously 5 votes (Tessitor, Pedroza, Reyes, Fasana and Hanks) to none.

- b. Consideration of adoption of a Resolution of Necessity for the acquisition by eminent domain of the fee simple interest in the real property located at 5801 East 1st Street in the City of Irwindale, California, and further identified as a portion of Los Angeles County Assessor's Parcel No. 8533-009-023, for public purposes, namely for public transit purposes.**

Chairman Tessitor recited the Agenda Item and requested the Clerk to read the item into the record. Chairman Tessitor requested Mr. Wesley Beverlin to provide the report. Mr. Beverlin reviewed the report in detail which provided the rationale and reasons for the recommendation from staff as well as a summary of the discussions with the property owner and staff. Mr. Beverlin indicated that a clerical error had been made in the Board Report and Resolution regarding the physical address of the property but has been corrected and that all other facts regarding the property location such as Los Angeles County Tax Assessor's parcel number and maps correctly identified the subject property. Mr. Beverlin indicated that the proposed property was needed for public transit purposes for the Metro Gold Line Foothill Extension. [A transcript of this report is available.]

Chairman Tessitor indicated that a speaker card had been submitted to speak on the item. Chairman Tessitor requested Anita Hernandez representing MillerCoors to address the Board.

Ms. Hernandez introduced herself as Communications Specialist for the MillerCoors Irwindale brewery. Ms. Hernandez indicated that MillerCoors has worked with the Construction Authority and Counsel for over two years in good faith to come to a resolution absent costly litigation. Ms. Hernandez indicated that MillerCoors and the Construction Authority had reached an agreement but the Gold Line subsequently changed some critical deal points and the parties were no longer in agreement. Ms. Hernandez indicated that MillerCoors object to the engineering of the entrance-exit design due to safety reasons. Ms. Hernandez also indicated that MillerCoors is required to comply with federal law regarding its operations and that the ATF requires a protected perimeter to the facility and has not been adequately addressed. Ms. Hernandez indicated that these two issues must be addressed and agreed upon to ensure the safety of its employees and for the compliance with state and federal laws.

Chairman Tessitor thanked Ms. Hernandez for her comments and requested in MillerCoors counsel would like to speak on the matter.

Ms. Susan Germaise, counsel for MillerCoors in this matter, addressed the Board. Ms. Germaise indicated that the two issues that Ms. Hernandez spoke to are the only outstanding items preventing an agreement. Ms. Germaise indicated that she disagreed with Mr. Beverlin's portrayal of the good-faith discussion by the Gold Line. Ms. Germaise indicated that there have been many starts and stops to the discussion and months and months of delay by the Gold Line. Ms. Germaise indicated however, that MillerCoors remains committed to continue negotiations to reach a resolution.

Chairman Tessitor inquired if there was anyone who wished to provide public comment on this item, hearing and seeing none, Board member Fasana made a motion to close public comment which was seconded by Board Member Reyes. Chairman Tessitor closed public comment.

Chairman Tessitor indicated that based upon what staff and special counsel have indicated that the Resolution of Necessity was necessary to protect the project schedule, but it is the intention of the Board and staff to continue to negotiate with MillerCoors to come to an acceptable agreement. Chairman Tessitor indicated that by approving the Resolution of Necessity this evening does not change or reduce our interest in moving forward to an agreement.

Chairman Tessitor inquired if any other Board Member would like to make a comment.

Board Member Fasana indicated that based on what has been presented, he urges all parties to continue to negotiate toward a successful resolution.

Chair Tessitor requested a Motion for Resolution 2012-R-11. Board Member Reyes made a motion to adopt Resolution 2012-R-11 and Board Member Pedroza seconded the Motion. Chair Tessitor requested that the Clerk of the Board read the motion for the Resolution of Necessity and conduct a roll call vote.

Clerk of the Board indicated that Board Member Hanks has made a motion and Board Member Pedroza has seconded the motion that Resolution No. 2012-R-11, a Resolution of Necessity of the Metro Gold Line Foothill Extension Construction Authority, declaring certain real property interests identified as a portion of 15801 East First Street, located in the City of Irwindale, and further identified as a portion of Los Angeles County Tax Assessor's parcel number 8533-009-023, necessary for public purposes and authorizing the acquisition thereof, for public transit purposes, be adopted. The Clerk of the Board conducted a roll call vote for the record – the item passed unanimously 5 votes (Tessitor, Pedroza, Reyes, Fasana and Hanks) to none.

c. Receive and File Report on Project Update: Phase 2A Parking Structures

Mr. Balian introduced Chris Burner, Chief Project Officer, to provide the report. Mr. Burner indicated that the project has parking facilities at all six of the stations. Mr. Burner indicated that of the six facilities, four are parking structures and two are surface lots. Mr. Burner indicated that the surface lots at Azusa and Alameda may ultimately be replaced by parking structure that the City of Azusa is currently studying with Foothill Transit. Mr. Burner indicated that the DB3 parking facilities RFP has been released and proposals have been submitted. Mr. Burner indicated that staff has completed conceptual engineering and is part of the design-build procurement package. Mr. Burner indicated that staff has coordinated with local cities, Metro and Foothill Transit on pedestrian and bus interfaces as well as bicycle integration into the parking facilities. Mr. Burner indicated that the property acquisition process has been underway and staff has acquired two parcels for the Arcadia and Azusa-Citrus structures. Mr. Burner indicated that staff received the order for possession today for the Monrovia property. Mr. Burner indicated that staff now has three of the five or six (depending on Azusa – Foothill Transit). Mr. Burner indicated that previous real property matters on the Agenda this evening will assist in the remaining outstanding parcels need for the parking facilities. Mr. Burner indicated that staff has short-listed three potential design-build firms for the project. Mr. Burner indicated that staff has received the first set of proposals on November 7th. Mr. Burner indicated that staff is currently evaluating and providing a feedback to the proposers. Mr. Burner indicated that final revised proposal are expected January 23rd, and the recommendation for the Board will be made at the February Board meeting with construction to be completed in 2015. Mr. Burner provided detail overviews of the various parking facilities locations which included renderings and space allocations. Mr. Burner indicated that the City of Arcadia has requested various city-paid-for betterments.

Board Member Hanks requested Mr. Burner to highlight the easement access that is at issue with MillerCoors. Mr. Burner pointed the location out on the slide. Board Member Hanks inquired about the public street adjacent to the easement which Mr. Burner pointed out but indicated that at a certain point the public street enters into MillerCoors property.

Board Member Reyes inquired if there were going to be some type of green treatments applied to parking structures or if that was outside of the budget. Mr. Burner indicated that Metro is very sensitive to materials applied to structures due to maintenance costs. Mr. Burner indicated that staff is working with the City of Monrovia and Metro to apply green material on their parking structure since it will be adjacent to a potential development.

Chairman Tessitor indicated if additional funds do not become available for Phase 2B would the parking structure be able to be expanded for additional capacity. Mr. Burner indicated that a retrofit is possible to add additional capacity but indicated that the City of Azusa may have some concerns about

retrofitting the structure. Mr. Burner indicated that Metro would have to work with the City of Azusa to address those concerns.

Board Member Larramendi inquired if all the parking facilities would continue to be free of charge. Mr. Burner indicated that Metro current policy is to allow free of charge parking at the facilities and there are some reserved spaces that patrons can pay for as well.

Board Member Larramendi inquired in the Citrus Station Parking Facility was going to be used by overflow student at Citrus College. Mr. Burner indicated that Citrus College had recently purchased a parcel of property in the general area and may build a parking structure or lot at the location. Mr. Burner indicated that if students do start to use the structure for parking, Metro would need to address the matter.

Mr. Burner indicated that staff applied for and received a federal six million dollar grant for some intermodal enhancements, which include bus, bike and pedestrian-oriented enhancements. Mr. Burner indicated such elements may include crosswalks, bus stops, shelters, benches, trash receptacles, bike racks and , street trees. Mr. Burner indicated that the City of Monrovia had already received a FTA grant so staff is not allowed to use funds from the six million grant on their facility.

Item received and filed.

d. Consideration of Amendments to the Administrative Code

Board Member Fasana made a motion to approve the Amendments to the Administrative Code with the exemption of the second vice chair amendments.

Mr. Balian indicated that due to the Norma Torres AB 1600 bill, the update to the Administrative Code was necessary to allow for the expansion of the Board to include a non-voting member appointed by SANBAG. Mr. Balian indicated that Ontario City Councilman Alan Wapner has been appointed as the SANBAG representative to the Board.

Board Member Pedroza seconded the motion put forth by Board Member Fasana and the Amendments with the exception of the second vice chair language was unanimously approved by the Board.

e. Approval of SCRRA Work Authorization to support the Phase 2A through FY 2013

Mr. Balian provided the report. Mr. Balian indicated that staff has agreements with each of the utilities and all of the third parties associated with the line, including SCRRA, which performs work supporting the project including plan reviews and coordination in the shared corridor. Mr. Balian indicated that FY2013 work authorization is for \$350,000 and is within the budget.

Chairman Tessitor requested a motion to approve the SCRRRA Work Authorization. Board Member Fasana made a motion to approve the item which was seconded by Board Member Reyes and approved unanimously by the Board.

f. Receive and File Monthly Project Update

Mr. Balian introduced Chris Burner to provide the report. Mr. Balian indicated the work is nearing completion on the Gold Line Bridge. Mr. Burner indicated that the Construction Authority is extremely pleased with the work of Skanska. Mr. Burner indicated demolition of the structure on the Gold Line Operations Campus (GLOC) is completed and SCE has removed all of their lines. Mr. Burner indicated that mass excavation will begin at the GLOC. Mr. Burner indicated that the soldier pile installation for the main retaining wall on the north side of the property. Mr. Burner indicated that storm drain work is on-going. Mr. Burner indicated that construction on the Palm LRT bridge has begun and Form-work will be going up. Mr. Burner indicated that grading work in Segment 4 is ongoing. Mr. Burner indicated work is on-going including rail demolition, clearing and grubbing, utility relocation along the alignment. Mr. Burner updated the Board on the status of various design review packages and estimates for completion in March 2013.

Item received and filed.

9. General Counsel's Report

None.

10. Board Member Comments

Board Member Reyes congratulated staff on reaching a major milestone by completing the Gold Line Bridge. Board Member Reyes indicated that he has a conflict at another event in his district but will make every effort to attend if he can.

Chairman Tessitor thanked the Board for showing continued confidence by re-electing him Chairman. Chairman Tessitor indicated that he has found his service on this Board to be gratifying and a great honor.

Board Member Fasana congratulated Chairman Tessitor and wished everyone Happy Holidays and a prosperous 2013. Board Members Hanks, Pedroza, Reyes, Larramendi and Tessitor echoed Board Member Fasana comments.

11. Closed Session

General Counsel Estrada reviewed the various items that would be considered in Closed Session and indicated that there may be a report after Closed Session. Chair Tessitor recessed the Board into Closed Session at approximately 8:09 PM.

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

- (i) Property: 8533-009-023
Agency Negotiator: Habib F. Balian and Claire Hervey Collins, Esq. & Wes Beverlin, Esq.
Negotiating Parties: MillerCoors, LLC
Under Negotiation: Price and terms
- (ii) Property 8608-021-027
Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Josephine and Socorro Contreras
Under Negotiation: Price and terms
- (iii) Property 8513-012-048
Agency Negotiator: Habib F. Balian and Claire Hervey Collins, Esq. & Wes Beverlin, Esq.
Negotiating Parties: Home Depot USA Inc
Under Negotiation: Price and terms
- (iv) Property 8528-011-021
Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Highland Industrial Center, LLC
Under Negotiation: Price and terms
- (v) Property 8531-001-037
Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Vista Garden Development, LLC
Under Negotiation: Price and terms
- (vi) Property 8513-013-108
Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Las Terrazas Homeowner's Association
Under Negotiation: Price and terms
- (vii) Property 8513-011-043
Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Masood and Tahereh Behshid TR's, Behshid Family Trust
Under Negotiation: Price and terms

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

- (i) Metro Gold Line Foothill Extension Construction Authority v. City of Monrovia, Monrovia Redevelopment Agency, et. al.
Case No. BC47600
- (ii) Metro Gold Line Foothill Extension Construction Authority v. Monrovia Redevelopment Agency, City of Monrovia, et al.
Case No. BC492940
- (iii) Metro Gold Line Foothill Extension Construction Authority v. Nu Generations, LLC, et al.
Case No. BC493824
- (iv) Metro Gold Line Foothill Extension Construction Authority v. Target Corporation, et al.
Case No. BC494011

Chairman Tessitor reconvened the Board Meeting at 8:25 pm and indicated that there would be no reportable actions.

12. Adjournment

The Board Meeting was adjourned at approximately 8:26 pm.