

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

**September 30, 2014
7:00 P.M.**

1. Call to Order:

Chairman Tessitor called the meeting to order at approximately 7:11 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>Vice Chair</i>	SGVCOG	X	
Vacant	City of Los Angeles	—	—
Paul Leon	City of South Pasadena	X	
John Fasana	LACMTA	X	
<i>Non-Voting Members</i>			
Carrie Bowen	Governor of California	X	
Bill Bogaard	City of Pasadena	X	
Daniel Evans	City of South Pasadena	X	
Alan Wapner	SANBAG	X	
<i>Alternate Members</i>			
Marisol Rodriguez	City of Los Angeles	X	
Mary Ann Lutz	SGVCOG	—	—
Deborah Robertson	SANBAG	—	—

3. Pledge of Allegiance

Carrie Bowen led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

Chairman Tessitor opened the Public Comment portion of the meeting and requested if anyone wished to address the Board on items on or off the Agenda. Chairman Tessitor indicated that a Public Speaker Card had been submitted by Mr. Pete Loeffler regarding Agenda Item 10 a. Mr. Loeffler thanked the Board for the opportunity to speaker to them and provided the Clerk of the Board correspondence to be provided to the Board of Directors. Mr. Loeffler made reference to the correspondence which showed the property at issue. Mr. Loeffler summarized the location and the issues related to the portion of the property. Mr. Loeffler indicated that it his belief that if the Board or a representative of the Board could meet with himself and the other owners of

the property, that the matter could be resolved quickly and fairly. Mr. Loeffler thanked the Board for their attention and looks forward to resolving the matter. Chairman Tessitor thanked Mr. Loeffler.

Chairman Tessitor inquired if there was anyone else who wished to address the Board on items on or off the Agenda – hearing and seeing none, Chairman Tessitor closed the public comment period.

5. CEO's Monthly Report

Mr. Balian reviewed the Critical Path Schedule which indicated that the Huntington Bridge and the first two of three phase of the Mountain crossing were now complete. Mr. Balian indicated that the final phase of the Mountain Crossing and the completion of the light rail track would be done in October 2014. Mr. Balian indicated that the first powered train test would be conducted in December 2014. Mr. Balian indicated that the Overhead Catenary System would be completed in January 2015. Mr. Balian indicated that the Train Control systems would be complete in April 2015 and that the Communication systems would be complete in May 2015.

Mr. Balian presented a video update of the project which highlighted the recent decision of the CPUC to install sound shields or shrouds on various bell along the system to mitigate some of the noise levels. Mr. Balian highlighted work in the City of Azusa which included Virginia Ave. crossing construction and Azusa Downtown Station Artist Jose Antonio Aguirre work with the APU Art Department student on tile mosaic elements for the station. Mr. Balian highlighted work in the City of Irwindale which included Irwindale station parking structure foundation work. Mr. Balian highlighted work in the City of Duarte which included completion of the Duarte/City of Hope station canopy; Phase 2 base paving of Mountain Ave. crossing and the opening of Mountain Ave crossing to traffic. Mr. Balian highlighted work in the City of Monrovia which included the Monrovia Station canopy panel installation and installation of the Monrovia Station communications and signals bungalow. Mr. Balian highlighted work at the Gold Line Operations Campus in the City of Monrovia which included construction on the Facility main building; and TPSS installation. Mr. Balian highlighted work in the City of Arcadia which included Huntington Dr. bridge deck pour; the Santa Anita Bridge Bond Measure Committee tour and construction at the Arcadia Station Transit Plaza. Mr. Balian highlighted work along the I-210 median which included wire pulling for the OCS. Mr. Balian highlighted community outreach which included the groundbreaking ceremony for the Monrovia Station Square project hosted by the City of Monrovia and attendance at the Mobility 21 conference in Anaheim.

Board Member Leon inquired who was helping the Azusa station artist with the mosaics. Mr. Balian indicated that Azusa Pacific students worked with the artist and were able to select their own colors for a pre-determined design.

Mr. Balian reminded the Board of the upcoming Track Completion Ceremony to be held in the City of Azusa on October 18th.

Board Member Fasana inquired if the M&O facility was on schedule. Mr. Balian indicated that it is on schedule and will be ready to turn over to Metro on schedule.

Board Member Leon complemented the City of Monrovia on the groundbreaking of the Station Square. Board Member Leon indicated he has a continued appreciation of how this project has come about and the 35 years in the making to get the project to where it is today.

6. Consent Calendar

- a. Approval of Minutes of Board Meeting held August 13, 2014**
- b. Receive and Final Financial Quarterly Update (*Finance Committee*)**
- c. Approval of Southern California Regional Rail Authority (SCRRA) Work Authorization in an amount not to exceed \$50,000 to support Phase 2B through FY 2015 (*Construction and Finance Committees*)**
- d. Approval to the Azusa Parking Structure Agreement between the City of Azusa and the Metro Gold Line Foothill Extension Construction Authority (*Construction and Finance Committees*)**
- e. Authorize Chief Executive Officer to execute Permit Agreement with City of Monrovia for Pedestrian Enhancements around the Monrovia Parking Structure (*Construction and Finance Committees*)**
- f. Receive and File Project Update Small Business Enterprise (SBE) & Disadvantaged Business Enterprise (DBE) Programs (*Construction Committee*)**

Chairman Tessitor requested a motion to approve the Consent Calendar. Board Member Fasana made a motion to approve the Consent Calendar which was seconded by Board Member Pedroza and approved unanimously.

7. General Board Items

a. Receive and File: Traction Power Supply Substation Update

Mr. Balian introduced Chris Burner, Chief Project Officer, to provide the report. Mr. Burner indicated that the Traction Power Substations (TPSS) transform utility power to power required for light rail vehicles (LRVs) and then distribute power to LRVs via overhead wires. Mr. Burner indicated that per the MCA and Funding Agreement, Metro is responsible for providing TPSS for Foothill Extension Project. Mr. Burner indicated that BBRI is Metro's TPSS supplier. Mr. Burner indicated that Metro has been late with deliveries to date, which has threatened to impact critical path. Mr. Burner indicated that FTC has been able to mitigate potential impacts to critical path thus far. Mr. Burner indicated that the Authority and Metro have been completing tasks to avoid future delays to TPSS deliveries such as: assignment of full-time Metro employee to monitor BBRI's progress; regular factory visits by Authority; weekly conference calls with BBRI to monitor progress; and periodic meetings with BBRI's executive

management. Mr. Burner indicated that Seven (7) of 10 substations delivered to-date: Business Center; Virginia; Citrus; Operations Campus (Yard); Irwindale; Los Robles and Michillinda. Mr. Burner indicated that the remaining substations include: St. Joseph; Soldano and Baldwin. Mr. Burner provided a detail overview of the overall TPSS Schedule.

Board Member Fasana inquired if Expo is on schedule with regard to their TPSS. Mr. Burner indicated that they were.

Chairman Tessitor inquired if each TPSS is unique. Mr. Burner indicated that there are 5 types and that key-learnings have been achieved going through this process. Mr. Burner indicated that the M&O TPSS is a very unique and comes in four parts.

Chairman Tessitor inquired the TPSS are being tested prior to being delivered. Mr. Burner indicated that they are being tested and commissioned prior to and upon delivery.

Item receive and filed.

b. Receive and File Project Update: Project Start-Up & Testing

Mr. Burner provided the report. Mr. Burner indicated that the Project involves testing program to ensure properly functioning traction electrification, signaling, and communications systems. Mr. Burner indicated that the project involves testing program to ensure properly functioning traction electrification, signaling, and communications systems. Mr. Burner indicated that the Testing program includes: (1) Factory Acceptance Testing (FAT); (2) Local Field Acceptance Testing (LFAT); (3) Systems Integration Testing (SIT) - Phase 1 and 2; and (4) Fire/Life Safety Drills. Mr. Burner provided a detail overview of each of the four testing programs and provided an overview of the testing schedule coordination.

Board Member Bowen inquired if there is coordination with Caltrans. Mr. Burner indicated that there will be close coordination with Caltrans.

Item receive and filed.

c. Approval of Metro Gold Line Foothill Extension Financial Plan Revision 11 and Schedule for Phase 2B

Mr. Balian provided the report. Mr. Balian reviewed the various items which reflected the proposed financial plan revision 11 increase of \$231 million to \$1,950.0 million. Mr. Balian also indicated that based upon current information and estimate that Phase 2B construction completion is Fall 2023.

Mr. Balian review the 5-Year workplan for Phase 2B which indicated that Advanced Conceptual Engineering plans would be developed to 30% by the

end of 2015 and completed by the end of 2016 if Metro agrees to provide the final \$33 million of the Measure R funds. Mr. Balian provided an overview of the various elements of planning and contract development to allow for the Phase 2B project to begin construction in 2017 if a new tax measure was passed in late 2016. Mr. Balian indicated that per the proposed Draft Amendment No. 5 to the Amended and Restated Foothill Extension Funding Agreement, the remaining \$33 million in Measure R funds to be released as follows: (1) \$16 Million to be released when (a) Metro has started Revenue Operations (w/ amounts to pay Phase 2A claims set aside) and (b) there is to be at least \$5 million contingency remaining in Phase 2A to be set aside until Project turn-back; and (2) \$17 Million to be released upon completion of a 60-day period after Authority grants final acceptance of all three (3) design-build contracts in Phase 2A.

Board Member Pedroza requested that staff place the Funding Agreement with Metro on the next Board Agenda.

Mr. Balian indicated that with regard to getting Phase 2B shovel-ready staff would need: to be prepared to launch two design-build procurements for award as early as 2017; develop third Party MOUs, approvals & project understanding, gain PUC approvals, develop Fire-life Safety MOU, develop Emergency Access Plan; get to a point of sufficient advanced conceptual engineering to refine project estimates and support third party reviews and approvals, prepare PSR/PR; final plan set including major project elements, conduct all need Geotechnical Reports, develop a Traction Power Load Plan Study; prepare and ready draft DB scope, contract terms and conditions; and conduct Phase I & II Environmental Assessment Reports. Mr. Balian indicated that is all the items are complete above that Phase 2B would be complete 2023.

Mr. Balian reviewed the two proposed design-build packages. Mr. Balian indicated that the first package would be for bridges, grade separations and freight track relocation. Mr. Balian indicate that the second design build package would be for alignment and parking facilities.

Mr. Balian also reviewed the Authority and Project Management staffing from the current level of 40 to low of approximately 15 once Phase 2A is completed and then ramping back up to 40 during Phase 2B.

Chairman Tessitor inquired what will be done during the transition between Phase 2A and Phase 2B to retain key staff on the project. Mr. Balian indicated that this scenario is similar to what occurred during the transition between Phase 1 and Phase 2A. Mr. Balian indicated that to address this matter there was a Retention and Severance Plan for staff that would incentivize key personnel to stay and to allow for an appropriate severance plan for staff whose services are no longer required due to the nature of the project transition.

Chairman Tessitor requested that staff provide an update or proposal for a retention and severance plan.

Chairman Tessitor requested a motion to approve Metro Gold Line Foothill Extension Financial Plan Revision 11 and Schedule for Phase 2B. Board Member Fasana made a motion to approve the item which was seconded Board Member Pedroza and approved unanimously.

d. Biennial Conflict of Interest Code Certification

Mr. Balian requested Chris Lowe, Clerk of the Board to provide the report. Mr. Lowe indicated that the Board Conflict of Interest Code is approved every two years as required by the FPPC. Mr. Lowe indicated that the only change to the Code is the fact that the Board per recent legislation is a multi-county agency with the addition of the SANBAF as an appointing body. Mr. Lowe indicated that due to the multi-county agency designation administrative reporting has been moved from Los Angeles County to Sacramento. Mr. Lowe requested that the Board approve Resolution 2014-R-07 and authorize the CEO to sign the Conflict of Interest Code Biennial Certification.

Chairman Tessitor requested a motion to approve Biennial Conflict of Interest Code Certification. Board Member Fasana made a motion to approve the item which was seconded Board Member Pedroza and approved unanimously.

e. Receive and File Report: Infrastructure Vulnerability Assessment (Oral Report)

Mr. Balian introduced Chris Burner to provide the report. Mr. Burner indicated that on August 11th a semi-trailer truck crashed into a portion of the Foothill Gold Line right of way, going over the barrier wall of the I-210 freeway at Michillinda Avenue. Mr. Burner indicated that this collision damaged elements of the Gold Line Foothill Extension Project, including destruction of recently-installed pull boxes. Mr. Burner indicated that this incident is the second of this nature on the I-210 freeway in the last year. Mr. Burner indicated that staff worked to provide the Vulnerability Risk Assessment with regard to various LRT Elements below:

LRT Element	Vulnerability Risk Assessment
Track	Low: Set in from freeway. May impact operations but Metro has resources to fix quickly.
OCS	Low: Set in from freeway. May impact operations but Metro has resources to fix quickly.
Switch Machines	Low: Set in from freeway. May impact operations but Metro has resources to fix quickly.
Signals	Low: Set in from freeway. May impact operations but Metro has resources to fix quickly.
Traction Power Pull Boxes	Medium: Very close to freeway. Metro generally does not have resources to fix quickly. However, system can continue normal operations without one substation.
Train Control Cases/Bungalows	High: Very close to freeway. Metro generally does not have resources to fix quickly. Loss of one or more of these cases/bungalows would result in degraded service until repaired (approx. 4 – 6 weeks).

Mr. Burner indicated that staff provided suggested mitigation measures for various LRT Elements:

LRT Element	Mitigation Measure
Traction Power Pull Boxes	Purchase spare pull boxes so Metro can replace quickly
Train Control Cases/Bungalows	Evaluating bollard/wall protection within Authority right-of-way

Board Member Rodriguez inquired if staff is looking at options that have proved to be successful. Mr. Burner indicated that staff is looking within the United States and internationally at options.

Board Member Pedroza indicated that various vendors were in attendance at the Mobility 21 conference and may want to look at those.

Chairman Tessitor inquired how much the mitigation measure would cost. Mr. Burner indicated that costs are estimated to be \$75,000 and is within the project budget.

Board Member Bowen indicated that Caltrans staff has been meeting with Metro staff to address these concerns and would appreciate a copy of the report so it can be shared with Metro.

Item received and filed.

f. Receive and File Monthly Update

Mr. Burner provided the report. Mr. Burner indicated that with regard to the Phase 2A portion of the project. Mr. Balian indicated that work continues on the Arcadia, Monrovia, Duarte, Irwindale, Azusa-Downtown and Azusa-Citrus stations; construction continues of Mountain grade crossing; the bridge work at Huntington has been completed; the light rail mainline track placement completed; installation of train control cases/bungalows and associated equipment continues and the Los Robles and Michillinda TPSS delivered. Mr. Burner also indicated that the OCS foundation work throughout the alignment and Gold Line Operations Campus (Campus) is completed; the mainline OCS pole installation (57% complete) throughout alignment continues; OCS pole installation (53% complete) at Campus continues; work has begun on OCS wire runs in Segment 1 and Segment 3; trackwork at the Campus continues and the exterior CMU at the Campus is now completed.

Mr. Burner provided a detailed overview of the Phase 2A project schedule.

Mr. Burner indicated that with regard to the Phase 2A parking structures in the City of Arcadia concrete elements of structure generally complete and Plaza work continues, including installation of pavers, light poles, benches, and construction of the stage. Mr. Burner indicated that in Monrovia concrete elements of structure generally complete and on-site utility construction underway. Mr. Burner indicated that in Irwindale construction has begun on the MSE retaining wall. Mr. Burner indicated that the Azusa-Citrus facility the First level of columns have been constructed and the Ground slab will be poured in next few months.

Mr. Burner indicated that over the next 3 to 4 months that trackwork will be completed at the Campus; mainline LRT trackwork construction will be completed; Mountain crossing will be completed; construction of all stations (except architectural elements) will be completed; OCS pole installation will be completed and powered train tests will begin.

Mr. Burner indicated that with regard to train vehicles that on September 23rd, Authority staff visited the light rail vehicle manufacturer's (Kinkisharyo) vehicle assembly site in Palmdale, CA. Mr. Burner indicated that Kinkisharyo appears to be on schedule, with many pre-fabricated materials on hand in the storage area and car shells ready to start final assembly. Mr. Burner indicated that the first six production vehicles will be delivered to Metro June 2015, followed by roughly four vehicles delivered every month thereafter.

Mr. Burner indicated that with regard to Phase 2B Authority staff are performing the following tasks: continuing advancement of plan and profile drawings; began right-of-way survey and drawings; developing AECOM's scope of work for geotechnical work; developing AECOM's scope of work for parking facilities;

developing AECOM's scope of work for Phase I and II ESAs; attending coordination meetings with corridor City staff to discuss project and finalize MCAs and initiated Station Design Art Program (SDAR).

Item received and filed.

8. General Counsel's Report

General Counsel Smith thanked the Board for the selection of Nossaman as General Counsel to the Authority and looks forward to continuing the success of the Agency.

9. Board Member Comments

None.

10. Closed Session

General Counsel Smith reviewed the various items that would be considered in Closed Session and indicated that there would be no reportable action after Closed Session. Chairman Tessitor recessed the Board into Closed Session at approximately 8:19 pm.

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

- (i) Metro Gold Line Foothill Extension Construction Authority v.
223 North First Street I, LLC, et al.
Case No. BC531266

The Chairman reconvened the Board Meeting at 8:33 pm.

11. Adjournment

The Board Meeting was adjourned at approximately 8:34 pm.