

April 25, 2018

**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**

**BOARD MEETING MINUTES
April 25, 2018
12:00 PM**

1. Call to Order

Chairman Tessitor called the meeting to order at 12:13 PM

2. Pledge of Allegiance

Dan Evans led the Pledge of Allegiance.

3. Roll Call:

Member	Appointing Entity	Present	Absent
Voting Members			
Doug Tessitor, Chair	City of Pasadena	X	
Sam Pedroza, Vice Chair	SGVCOG	X	
Marisol Rodriguez (Alt)	City of Los Angeles		X
Paul Leon	City of South Pasadena		X
John Fasana	LACMTA	X	
Non-Voting Members			
Carrie Bowen	Governor of California		X
Gene Masuda	City of Pasadena	X	
Daniel Evans	City of South Pasadena	X	
Alan Wapner	SBCTA		X
Alternate Members			
Tim Sandoval	SGVCOG	—	—
Deborah Robertson	SBCTA	—	—

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 – hearing and seeing none, Chair Tessitor closed Public Comment.

5. CEO's Monthly Report

Mr. Balian reviewed the Critical Path Schedule for Claremont to Montclair which indicated that the Board approved the RFP C2002 short-list and staff released the Draft RFP for Industry Review in February 2018; staff expects to present the SCRRRA Master Cooperative Agreement to the Board in May 2018; finalize the BNSF Agreement in May 2018; release the RFP C2002 in May 2018; complete work with the Grade Crossing Working Group by June 2018; finalize Gap

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Funding by June 2018; submit USACE permits in July 2018; Award DB2 Contract in October 2018 and finalize SBCTA Funding and Construction Agreement by January 2021.

Board Member Fasana inquired if there had been any update or communication from Sacramento regarding the CAP and Trade allocations. Mr. Balian indicated nothing to date.

Item received and filed.

6. Consent Calendar:

a. Approval of March 28, 2018 Minutes of Metro Gold Line Foothill Extension Construction Authority Board of Directors Meeting

Chair 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 passed unanimously.

7. General Board Items:

a. Approval of Los Angeles County Department of Public Works (LACDPW) Work Authorization to support the Foothill Gold Line Project through FY 2019 in the amount of \$75,000

Mr. Balian provided the report. Mr. Balian indicated that during the design and construction of rail transit projects such as the Foothill Gold Line, significant support from local jurisdictions and stakeholders is required. Mr. Balian indicated that this support has been typically obtained via work authorizations and funded by the agency responsible for the project's design and construction. Mr. Balian indicated that a Letter of Agreement (LOA) was executed between the Authority and LACDPW in March 2010 and that LACDPW's participation during the design and construction of the Foothill Gold Line Project is defined in the LOA.

Mr. Balian indicated that the \$75,000 for this work authorization will fund LADPW's support of the Foothill Gold Line Project through fiscal year 2019, by providing design review, coordination, and completing other tasks as required through FY 2019.

Chair Tessitor requested a motion to approve a Los Angeles County Department of Public Works (LACDPW) Work Authorization to support the Foothill Gold Line Project through FY 2019 in the amount of \$75,000. Board Member Fasana made a motion to approve the item which was seconded by Board Member Pedroza and passed unanimously.

b. Authorize CEO to Execute Amendment 3 to Contract No. C1163 with Nossaman LLP for General Counsel and Design-Build Legal Services in the amount of \$500,000

Mr. Balian provided the report. Mr. Balian indicated that Nossaman LLP entered into a General Counsel and Design-Build Legal Services Agreement with the Construction Authority effective as of July 1, 2014. Mr. Balian indicated that under this agreement Nossaman provides various legal services to the Construction Authority, including general counsel services as well as litigation, real property and environmental legal

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services. Mr. Balian indicated that with the procurement for the Glendora to Montclair extension well underway and the award of the design-build contract for the extension expected later in fiscal year 2019, this amendment adds an amount of \$500,000 primarily for legal services related to real property acquisition, environmental work, procurement, and general counsel services for fiscal year 2019. Mr. Balian indicated that this amendment also extends the term of the contract by two years, to June 30, 2020.

Chair Tessitor requested a motion to authorize the CEO to Execute Amendment 3 to Contract No. C1163 with Nossaman LLP for General Counsel and Design-Build Legal Services in the amount of \$500,000. Board Member Fasana made a motion to approve the item which was seconded by Board Member Pedroza and passed unanimously.

c. Authorize the CEO to Execute Amendment 3 to Contract No. C1176 in an amount not to exceed \$105,600 with Aaron Read & Associates, LLC for California Government Relations Services

Mr. Balian provided the report. Mr. Balian indicated that Aaron Read & Associates, LLC ("Aaron Read") was awarded Contract No. C1176 for California Government Relations Services following a competitive negotiation procurement process that was conducted in the Spring of 2015. Mr. Balian indicated that Aaron Read has provided California state government relations services for a flat fee of \$8,800 per month. Mr. Balian indicated that this Amendment 3 would extend the term to June 2019 and provide additional funding in an amount not to exceed \$105,600.

Chair Tessitor requested a motion to authorize the CEO to Execute Amendment 3 to Contract No. C1176 in an amount not to exceed \$105,600 with Aaron Read & Associates, LLC for California Government Relations services. Board Member Pedroza made a motion to approve the item which was seconded by Board Member Fasana and passed unanimously.

d. Authorize CEO to Execute Amendment 8 to Contract No. C1143 in an amount not to exceed \$105,600 with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC for Federal Government Relations Consulting Services

Mr. Balian provided the report. Mr. Balian indicated that Baker, Donelson, Bearman, Caldwell & Berkowitz, PC ("Baker") was awarded Contract No. C1143 for Federal Government Relations Consulting Services following a competitive negotiation procurement process that was conducted in 2010. Mr. Balian indicated that Baker has provided to the Construction Authority federal government relations consulting services for a flat fee of \$8,800 per month. Mr. Balian indicated that this Amendment 8 would extend the term to June 2019 and provide additional funding for an amount not to exceed \$105,600.

Board Member Fasana inquired that if the CAP and Trade dollars come thru and the need to possibly seek federal funds is greatly diminished if the contract should be reduced and make this the final year. Mr. Balian indicated that since the Authority has not sought federal funds in recent years that if that is the direction of the Board he would implement their direction. Mr. Balian indicated that Baker has provided representation and access in Washington, DC over the several years for the Authority which has been

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important and was also helpful in obtaining federal dollars for planning and intermodal planning and implementation during the project.

Board Member Pedroza indicated that until funding has been secured he would recommend continuing with the contract and to review the matter next year.

Chair Tessitor requested a motion to authorize the CEO to Execute Amendment 8 to Contract No. C1143 in an amount not to exceed \$105,600 with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC for Federal Government Relations Consulting Services. Board Member Pedroza made a motion to approve the item which was seconded by Board Member Fasana and passed unanimously.

e. Receive and File Presentation on Real Property Acquisition

Mr. Balian indicated that you know you have a real project if you start talking about real estate. Mr. Balian indicated that it is very important to have a complete and thorough plan regarding real estate activities so as not to cause any delays. Mr. Balian indicated that the Authority has been very successful over the past two phases of the projects and after a top-to-bottom review of the past programs, Mitch Purcell and Rodrigo Gonzalez have refined and implemented new modifications to make the operation and implementation even better.

Mr. Balian introduced Mr. Rodrigo Gonzales to provide the presentation on Real Property Acquisitions. Mr. Gonzalez indicated that in the last quarter of 2017 staff began putting together a team for Real Property Acquisitions. Mr. Gonzalez provided an overview of the team. Mr. Gonzalez provided a summary of the ROW communication and outreach program. Mr. Gonzalez provided an update of the Right of Way (ROW) acquisition update. Mr. Gonzalez also showed a graph with the anticipated ROW activity during the project.

Board Member Pedroza inquired if a presentation will be provided to the TAC and JPA on an ongoing basis. Mr. Gonzalez indicated that he would be happy to present to both.

Mr. Balian indicated that staff meet regularly with the cities and key stakeholders where real estate matters are discussed.

Mr. Balian indicated that in addition to the real estate acquisitions there is a high volume of encroachments onto the ROW. Mr. Balian indicated that the real estate teams have built-in generous amount of lead time to that adequate time can be provided to resolve encroachments as well as not delay the project.

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ROW Team

- **Program Manager:** Bender Rosenthal, Incorporated (BRI)
 - Center for all ROW work including Appraisal, Title, FFE, Etc.
 - Relocation Lead and Strategic Advisor: Overland, Pacific, & Cutler (OPC)
- **Program Oversight:** Rodrigo Gonzalez, R/E Consultant
 - Legal: Mitch Purcell, In-House Counsel and Brad Kuhn, Outside Counsel
 - Authority Technical Lead and DB Contractor Liaison: Reky Hiramoto, Deputy Chief Project Officer
 - Authority Public Affairs Lead: Lisa Levy Buch, Chief Communications Officer
- **Executive Lead & Approval:** FGL Board of Directors and Habib F. Balian, CEO

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ROW Program Communication and Outreach

- Active coordination with Cities on all initial land owner and/or tenant communications
- Stakeholder updates
- Personal Touch
- Ongoing communication

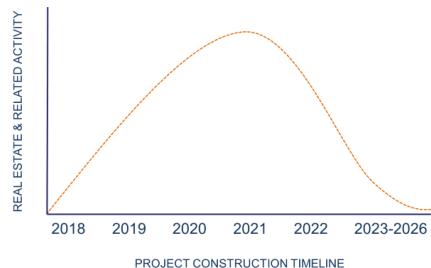
Slide 3

ROW Acquisition Update

- ROW Acquisition Plan - completed ✓
- ROW Acquisition Master Schedule - completed ✓
- Survey of all potential relocations - underway ✓
- FGL/Metro communication protocol on cancellation of (Metro) encroachment licenses - finalized ✓
- Acquisition needs will be managed in batches and on an ongoing basis. Current activity includes:
 - Encroachments: Batch 1 – in preparation
 - Full Acquisitions: Acquisition of several TPSS sites approved for acquisition by engineering – acquisition activities in progress

Slide 4

REAL ESTATE ACTIVITY



Item received and filed.

f. **Receive and File Oral Report on Phase 2B Parking Update**

Mr. Balian introduced Lisa Levy Buch, Chief Communications Officer, to provide the presentation below.

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Parking Update Since Last Meeting

- Metro board approved Supportive Transit Parking Program Master Plan (STPP) at their January 2018 meeting
- Metro finalized the Phase 2B parking study and provided recommendations based on:
 - Station locations (mid-point suburban typology)
 - Impact of implementing STPP (assumes \$3/day parking fee)
 - Flexibility for future parking demand and land use changes
- Metro's recommendations were sent to the Construction Authority in March for consideration (letter from Phil Washington and final report)
- Construction Authority sent Metro recommendations to 2B cities and provided update to the board of directors (March board meeting)
- Requested city meetings to discuss



Slide 3

Next Steps for Construction Authority

Importantly, this letter presents only recommendations from Metro, and the final decision for the number of parking spaces to be constructed for Phase 2B shall reside with the Gold Line Foothill Extension Authority,

- Construction Authority typically builds what Metro wants; however, the agency is conducting an independent review of the model and report
- Looking to find solutions that take city concerns into consideration - city by city solutions
- No decisions have been made at this point and may not be known for months
- Any changes to the parking plan for 2B stations would likely require environmental review and board approval
- Parking will not slow down design-build procurement



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Impact on Design-Build Procurement

- Parking will not slow down the design-build procurement
- Parking is among last project elements to be constructed
- Separate Notice to Proceed for both parking design and construction
- RFP includes EIR parking number
- If changes to the parking are decided, likely deal with through deductive change order (however, may be dealt with differently)



Slide 2

Metro Recommendations

	GLEN DORA	SAN DIMAS	LA VERNE	POMONA ^{††}	CLAREMONT ^{††}	TOTALS
PROPOSED INVENTORY IN FEIR	420 SPACES	450 SPACES	600 SPACES	850 SPACES	1,260 SPACES	3,580 SPACES
PARKING DEMAND MODEL OUTPUT*	302 SPACES	289 SPACES	299 SPACES	530 SPACES	539 SPACES	1,959 SPACES
DIFFERENCE	118 SPACES	161 SPACES	301 SPACES	320 SPACES	721 SPACES	1,621 SPACES

* Based on average of output at \$3.00/day.

†† Includes Metrolink Parking Demand

† Proposed Inventory in FEIR - Claremont as terminus station

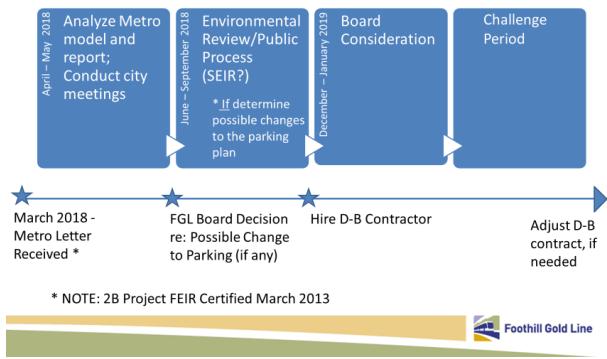
- Metro recommendations:

- Build no more than 2,000 total parking spaces (five LA County stations)
- Build surface parking lots, rather than structures, to provide flexibility for future land uses, parking demand changes and parking management solutions, and lower construction/maintenance costs
- Metro is available to assist cities with parking management strategies to reduce any overspill issues, if they arise



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Anticipated Timeline for Next Steps



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Mr. Balian indicated that staff believes it would be prudent to review in detail and validate the recommendations that Metro is providing to the Construction Authority before moving forward.

Chair Tessitor indicated that if there is a difference between Metro's recommendations and the Construction Authority there will need to be discussion between the two organizations regarding funding levels based upon the final recommendation approved by the Construction Authority. Mr. Balian indicated that there may also be a discussion with Metro regarding the parking forecast model and if there is agreement with the Metro recommendation or not. Mr. Balian also indicated that the cities do not want Metro to start charging for parking as well. Mr. Balian indicated that the cities are afraid that once paid parking is implemented that parking lots will empty out and spill onto the local streets and negatively impact residents and businesses.

Ms. Levy Buch indicated that LMU rider survey showed that riders are willing to pay for parking as long as it is reasonable, and they assured a parking space.

Board Member Fasana indicated that the benefit of the flat parking lots is the ability for them to transition into alternate transit-oriented uses.

Chair Tessitor inquired if parking number is recommended different than that previously adopted in the EIR will a new EIR need to be conducted. Ms. Levy Buch indicate that at this time a new EIR is not anticipated but possibly a supplemental to the EIR.

Item received and filed.

g. Adoption of Procedures for Implementing the California Environmental Quality Act (CEQA)

Board Member Fasana inquired if these are new procedures or standard boilerplate procedures. Mr. Mitch Purcell indicated that they are more standard boilerplate and it was determined that the prior adoption of the procedures will included with other documentation and it was recommended that they should be adopted as a stand-alone document.

Chair Tessitor requested a motion to adopt Procedures for Implementing the California Environmental Quality Act (CEQA). Board Member Fasana made a motion to approve the item which was seconded by Board Member Pedroza and passed unanimously.

h. Receive and File Monthly Update as of March 2018

Mr. Balian introduced Chris Burner, Chief Project and Planning Officer to provide the report.

Mr. Burner indicated that with regard to the Glendora to Montclair segment, staff continued to attend coordination meetings with corridor City staff; continued negotiating the MCA with SCRRRA for design and construction; preparing for final phase of geotechnical process (parking structures and TPSS sites); CPUC continued reviewing four (4) grade crossing applications packages; Authority submitted four (4) more grade crossing applications to CPUC for their review; Short-listed four (4) potential design-builders for the Phase 2B Alignment project; Released Alignment Industry Review

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package to Metro, SCRRA, SBCTA, corridor cities, and the four (4) short-listed potential design-builders; continued design of parking facilities and stations; completed updated noise and vibration analysis; continued work on composite utility drawings; finalized agreement with Golden State Water; continued negotiating agreement with Metropolitan Water District; completed review of various DB1 submittals; DB1 contractor preparing to start construction work in April 2018; DB1 contractor and Authority staff continued attending coordination meetings with utility owners and corridor City staff; and DB1 contractor continued permitting process, including steps for acquiring permit from SCRRA.

Mr. Burner indicated that over the next 6 to 12 months, staff will complete final phase of geotechnical work; receive approval of the Type Selection for SR-57 and I-210 from Caltrans; receive approval of CPUC applications; execute MCAs with remaining third parties; obtain USACE permits; DB1 acquire all necessary permits prior to starting work; and release Request for Proposals for Phase 2B Alignment Design-Build Project.

Board Member Evans inquired if the working relationship with SCRAA. Mr. Burner indicated that cooperation between he agencies has greatly improved.

Item received and filed.

8. General Counsel's Report

General Counsel Smith thanked the Board for the extension of Nossaman contract.

9. Board Member Comments

Board Member Pedroza thank Gold Line staff for their support at the Claremont Earth Day.

Board Member Evans indicated that there will be an exhibit at the So Pasadena Library regarding rail transportation in South Pasadena.

10. Adjournment

Chair Tessitor adjourned the meeting at approximately 1:00 pm.