

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
June 13, 2018
12:00 PM

1. Call to Order

Chairman Tessitor called the meeting to order at 12:08 PM

2. Pledge of Allegiance

Paul Leon led the Pledge of Allegiance.

3. 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	
Marisol Rodriguez (Alt)	City of Los Angeles		X
Paul Leon	City of South Pasadena	X	
John Fasana	LACMTA	X	
<i>Non-Voting Members</i>			
Carrie Bowen	Governor of California	X	
Gene Masuda	City of Pasadena	X	
Daniel Evans	City of South Pasadena	X	
Alan Wapner	SBCTA	X	
<i>Alternate Members</i>			
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.

Item received and filed.

5. Closed Session

CONFERENCE WITH LEGAL COUNSEL

- (i) Existing Litigation:..... Government Code section 54956.9(d)(1)
City of San Dimas v Metro Gold Line Foothill Extension Construction Authority, et al,
Case No. BS171326

Chair Tessitor requested that General Counsel Smith provide the report on Closed Session.

General Counsel Smith indicated that there would be no Closed Session.

6. CEO's Monthly Report

Mr. Balian reviewed the Critical Path Schedule for Claremont to Montclair which indicated that the staff released the RFP C2002 in May 2018; staff expects to present the SCRRRA Master Cooperative Agreement to the Board in June 2018; complete work with the Grade Crossing Working Group by June 2018; finalize the BNSF Agreement in August 2018; submit USACE permits in October 2018; award DB2 (C2002) Contract in October 2018; and finalize SBCTA Funding and Construction Agreement by January 2021.

Mr. Balian indicated that regarding the Phase 2B parking, staff will complete the parking analysis in January 2019; complete environmental review (SEIR) in November 2019; release DB3 (Parking) Request for Qualifications (RFQ) in January 2021 and issue DB3 Notice to Proceed (NTP) in January 2022. Mr. Balian noted that parking locations and structures work (DB3) has been pulled-out of the DB2 contract which will not impact the overall schedule since it is one of the last elements to be built.

7. Consent Calendar:

Committee Review

- | | | |
|----|---|--------------------------|
| a. | Approval of April 25, 2018 Minutes of Metro Gold Line Foothill Extension Construction Authority Board of Directors Meeting | |
| b. | Adoption of Foothill Extension Financial Plan for Phase 2B - Revision 15 | Finance and Construction |
| c. | Authorize the CEO to Execute a Master Cooperative Agreement with the Southern California Regional Rail Authority | Finance and Construction |
| d. | Approval of Caltrans Work Authorization to support the Foothill Gold Line Project through FY 2019 in an amount not to exceed \$141,000 | Finance and Construction |
| e. | Authorize the CEO to Execute Amendment 4 to Contract No. C1154 with Achieve Technology Services, LLC for Information Technology Consulting Services in an amount not to exceed \$360,000 | Finance |

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

8. General Board Items:

a. Receive and File Report on Request for Proposals (RFP) C2002 - Phase 2B Alignment Design-Build Project

Mr. Balian requested that Chris Burner, Chief Project Officer, to provide the report.

Mr. Burner indicated that on February 14, 2018, the Board of Directors approved a shortlist of firms who would be eligible to submit proposals in response to the Phase 2B RFP Alignment Design-Build Contract. Mr. Burner indicated that the RFP was released on May 30, 2018 to the pre-qualified “shortlist” of teams as well as to various stakeholders, including cities along the alignment, LACMTA and SCRRA. Mr. Burner indicated the short-listed teams in alpha order are:

- AECOM | Stacy and Witbeck JV;
- Herzog Rados Lane, a Joint Venture;
- Kiewit-Parsons, a JV; and
- San Gabriel Valley Transit Partners (STP), a Joint Venture of Fluor and Ames

Mr. Burner indicated that the issuance of the RFP is a critical step toward award of C2002 Phase 2B Alignment Design-Build Contract. Mr. Burner reviewed the milestones in the procurement process that have been completed and that are upcoming. Mr. Burner indicated that award of the contract may occur sometime between October and December depending on the submittals.

Board Member Pedroza inquired that now the RFP is released, when are questions submitted from the proposers. Mr. Burner indicated that with the release only a week and a half old that several questions have been submitted. Mr. Burner indicated that the last day to submit questions will be August 1.

Slide 1	Slide 2														
RFP C2002 Phase 2B Alignment DB Contract: Shortlist (alpha order) <ul style="list-style-type: none">• AECOM Stacy and Witbeck JV• Herzog Rados Lane, a Joint Venture• Kiewit-Parsons, a JV• San Gabriel Valley Transit Partners (STP), a Joint Venture of Fluor and Ames	RFP C2002 Phase 2B Alignment DB Contract: Next Steps <table><tr><th>Activity</th><th>Date</th></tr><tr><td>✓ Shortlist of Proposers Posted</td><td>February 6, 2018</td></tr><tr><td>✓ Board Approval of Shortlist of Proposers</td><td>February 14, 2018</td></tr><tr><td>✓ Industry Review – Draft RFP Issued</td><td>February 15, 2018</td></tr><tr><td>✓ Request for Proposals Issued</td><td>May 30, 2018</td></tr><tr><td>Request for Proposals Received</td><td>September 12, 2018</td></tr><tr><td>Board Authorizes Award of Contract for DB2*</td><td>October 24, 2018</td></tr></table> <p>* Could extend to December 2018</p>	Activity	Date	✓ Shortlist of Proposers Posted	February 6, 2018	✓ Board Approval of Shortlist of Proposers	February 14, 2018	✓ Industry Review – Draft RFP Issued	February 15, 2018	✓ Request for Proposals Issued	May 30, 2018	Request for Proposals Received	September 12, 2018	Board Authorizes Award of Contract for DB2*	October 24, 2018
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Board Authorizes Award of Contract for DB2*	October 24, 2018														

Item received and filed.

b. Receive and File Project Technical Update Oral Report on Project Delivery Approach

Mr. Burner provided the report. Mr. Buner provided a presentation (below) which gave an overview of Project Delivery Approaches available and those selected for Phase 2B.

Board Member Masuda inquired DB1 Utility contract could delay future contracts. Mr. Burner indicated that at this time there should be no impact or delay.

Slide 1

Typical Project Delivery Methods

- Conventional (Design-Bid-Build)
 - First select designer, complete design, then select constructor
- Design-Build (DB)
 - Designer and constructor in single contract

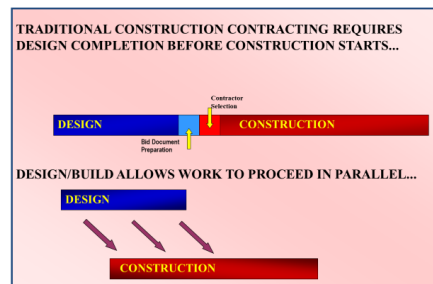
Slide 2

Advantages / Disadvantages

CHARACTERISTICS	DESIGN-BID-BUILD	DESIGN-BUILD
Design control	+	-
Schedule	-	+
Cost	-	+
Constructability	-	+
Single Interface	-	+
Errors/omissions claims	-	+
Change orders	-	+

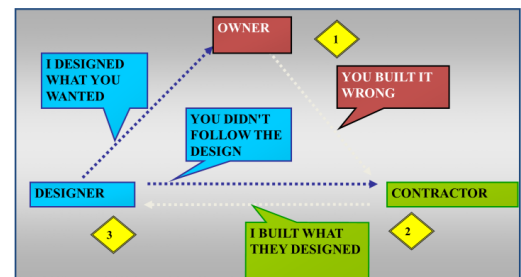
Slide 3

Schedule Considerations



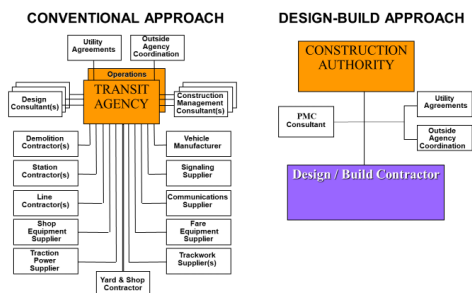
Slide 4

Design-Bid-Build Methodology



Slide 5

Organizations Compared



Foothill Gold Line

Slide 6

Glendora to Montclair Approach

- Using four contracts to design and construct the project
 - Utility Relocation (design-bid-build)
 - Pole Line Elimination (design-bid-build)
 - Alignment (design-build)
 - Parking Facilities (design-build)
- The Utility Relocation and Pole Line Elimination contracts are for advanced work ahead of the Alignment contract
 - Design-bid-build was the choice for these two contracts
 - Small elements of work
 - Wanted design control since work was being handed over to future contractor
 - Work does not affect overall project schedule
- The Parking Facilities contract used to create additional time to resolve parking reduction request from Metro without impact to overall project schedule

Foothill Gold Line

Item received and filed.

c. Receive and File Report on Project Labor Agreements (PLA)

Mr. Balian indicated that Metro requested that the Foothill Gold Line look at incorporating Project Labor Agreements (PLAs) into the project. Mr. Balian indicated that an evaluation was conducted to look at impacts and costs for possible PLA implementation on portions of the project as well reviewed Phase 2A to compare net effects vis-à-vis PLAs. Mr. Balian introduced Rena Saucedo of GCAP who monitors labor participation (SBE) on the Foothill Gold Line and to discuss the net effects of PLAs.

Ms. Saucedo provided a presentation regarding PLA.

Slide 1

Local Subcontractor Participation

Anticipated Work to be Subcontracted to Local Businesses:

PERCENTAGE (%)	DOLLAR VALUE (\$)
86%	\$643.3M of \$748M

Note: The Phase 2B Alignment project is still going through the procurement process and a contractor has not yet been selected. Data from the Phase 2A Alignment Project was used to estimate the level of local business subcontractor dollars anticipated for the Phase 2B Alignment Design-Build Project.

Foothill Gold Line

Slide 2

Small Business Enterprise (SBE) Participation

Phase 2B Aspirational Goal

Overall Aspiration SBE Goal	16.60%
Corresponding Dollar Value	\$124.2 Million

Phase 2A Completed Project

Actual SBE Participation (Goal was 16%)	18.32%
Corresponding Dollar Value	\$137.0 Million

Phase 2B Estimates

Anticipated SBE Subcontractor Participation	16.60% - 18.32%
Estimated Corresponding Dollar Value	\$124.2 - \$137.0 Million

Foothill Gold Line

Slide 3

Project Labor Agreement (PLA) Timeline

General Timeline

- Scenario 1**
- Using existing Metro PLA template.
 - Can take 3 – 6 months
(6 months is more realistic)

- Scenario 2**
- Developing a new PLA.
 - Can take 6 months - 1 year

*Based on LA County and LACMTA PLAs, and other similar PLAs

Time Available for DB2 RFP = less than 2 months



Slide 4

Projects with PLA vs. without PLA

Requirement/Activity	2B- Without PLA	2B- With PLA
Utilize Local Unions	✓	✓
Pay Prevailing Wage Rates for county where work resides	✓	✓
Requiring Local Prime Contractors from Market Area	No	No
Create 6,900+ Local Jobs (LAEDC Report)	✓	✓
Outreach to DBEs (federally funded projects)	✓	✓
Outreach to SBEs (all projects)	✓	✓
Contract Default for failure to comply w/ DBE/SBE Program	✓	✓
Risk of strike on Contractor	✓	✓*
Fair Wage Requirements	✓	✓
No Discrimination allowed	✓	✓
Requiring SBEs from Market area	✓	✓

Project Cost Increase for PLA

Bid Increase: \$58,905,000 to \$78,540,000
Admin Increase: \$100,000 to \$200,000
TOTAL: \$59,005,000 to \$78,740,000



Board Member Pedroza inquired what impact proposing implementation of a PLA on the current DB2 contract which is not out to bid would cause. Ms. Saucedo indicated that the RFP will need to be revised, the short-list vendors would need to review their “teams” and possibly make changes which could cause a delay of 6 month to a year. Ms. Saucedo indicated that this delay is based upon creating a new PLA. Ms. Saucedo indicated that Metro took the approach of negotiating with one trade union instead of the several possible trade unions that may work on a project and that greatly reduced the PLA implementation time.

Board Member Pedroza inquired if a PLA was to be used on DB3 – Parking; how soon would staff want to start using Metro’s model. Ms. Saucedo deferred to Mitch Purcell, Chief Contracting Officer and In-house Counsel, since she was not familiar with DB3. Mr. Purcell indicated that a review of the scope would need to be conducted to identify the possible trades that may be needed to implement a PLA.

Chair Tessitor indicated that there should be plenty of time available for DB3 to implement a PLA. Chair Tessitor also indicated that many of the “net effects” of a PLA were achieved on Phase 2A without a PLA and thus saving millions of dollars. Chair Tessitor inquired that if Phase 2A was successful and achieved many of the PLA goals without having one, why would staff or the Board consider it. Ms. Saucedo indicated the biggest benefit of a PLA is to minimize the risk of strike by trade unions. Ms. Saucedo indicated that any work stoppages can be addressed by other means in a contract.

Board Member Bowen noted that the 16% SBE goal does not seem to be adequate and should be revised to a high goal even though the Foothill Gold Line has exceeded the goal. Board Member Bowen indicated that SB1 funds and CAP and Trade funds are meant to be utilized and incentivize small businesses. Board Member indicated that the Board should consider adopting a higher SBE goal at a future date.

Chair Tessitor inquired of Board Member Bowen if she was recommending the higher SBE Goal for the current contract (DB2 Alignment) that is out to bid. Board Member

Bowen indicated that she would recommend a higher SBE goal for future contracts like the parking (DB3).

Board Member Fasana inquired that if the Metro PLA was adopted and given that the project is funded out of Measure M how long would it take to be implemented. Ms. Saucedo estimated approximately 3 months but would need to contact Metro first to inquire about the possibility.

Chair Tessitor inquired that if the proposers would need to re-engage with all of the subcontractors to discuss any changes that may be caused by a PLA. Ms. Saucedo indicated that they would need to discuss and make changes based upon the PLA.

Board Member Fasana indicated that he was concerned that with Metro having established a policy in regard to Measure M and the use of PLAs that DB2 may not conform, but also indicated that the timing of Metro's policy with the release of DB2 was the issue and possibly not the willingness to include PLAs on future contracts and increase SBE goals.

Board Member Wapner inquired in regard to PLA costs, that even without that PLA a labor compliance person would be needed so it may not be an addition to the contract. Ms. Saucedo indicated that additional hours and possibly personnel would be needed. Board Member Wapner indicated that PLAs he is familiar with do not require the use of unions if you meet the requirements, have OSHA training and have gone thru some type of apprenticeship training. Board Member Wapner indicated the prevailing wage based upon residence was not familiar to him and questioned how that would be monitored if you had out of county, or state workers on the project. Board Member Wapner indicated that he is familiar with prevailing wage being based upon the location of the project and not the residence of the worker. Board Member Wapner indicated that he is not familiar with any unions striking when a PLA is in place. Board Member Wapner agreed that it is probably too late to implement at PLA, whether Metro's or a new one, for the current DB2 contract. Board Member Wapner inquired why the request for a PLA is coming now and has not come before. Board Member Fasana indicated that Metro initiated the request. Board Member Wapner inquired if the unions were working with Metro to request a PLA on the Foothill Gold Line. Mr. Balian and Board Member Fasana indicated that they did not know. Board Member Fasana indicated that he had discussions with Metro CEO Phil Washington about the timing of the request and the fact the DB2 is already out. Board Member Wapner suggested that staff may want to explore creating a new PLA for future contracts of the Foothill Gold Line.

Board Member Leon indicated that he is supportive of increasing the SBE goal and agreed that it is too late to implement a PLA on the current DB2 procurement.

Chair Tessitor requested that staff place on a future agenda at the appropriate time discussion for a future increase of the SBE Goal.

Item received and filed.

d. Adoption of Foothill Gold Line Fiscal Year 2019 Operating Budget

Chair Tessitor indicated that he would need to leave the Board meeting and that Vice Chair Pedroza would assume the Chair.

Mr. Balian provided the report. Mr. Balian indicated that Phase 2A has been closed out and reflects the operating budget for Phase 2B.

Board Member Wapner inquired if there is an indication as to actual dollars spent as opposed to those approved and proposed. Mr. Balian introduced Crandal Jue, Chief Financial Officer, to respond to the inquiry. Mr. Jue indicated that actual values have not been used in the past, but if requested by the Board could be provided for future reports. Board Member Wapner indicated that it would provide a more realistic picture of the budget.

Board Member Fasana agreed that providing actual values would be helpful.

Acting Chair Pedroza requested a motion to Adopt the Foothill Gold Line Fiscal Year 2019 Operating Budget. Board Member Fasana made a motion to approve which was seconded by Board Member Leon and approved unanimously.

e. Consider approval of Southern California Regional Rail Authority (SCRRA) Interim Work Authorization for a portion of fiscal year (FY) 2019, in an amount not to exceed \$250,000 to support the Foothill Gold Line project

Mr. Balian provide the report. Mr. Balian that the work a work authorization provides interim funding for SCRRA's continued participation with the Foothill Gold Line project into fiscal year 2019 as Construction Authority staff and SCRRA negotiate the full work authorization for the fiscal year 2019, including CPUC application review, coordination meetings, design review, construction support, right of way access support, and other tasks as necessary.

Acting Chair Pedroza requested approval of Southern California Regional Rail Authority (SCRRA) Interim Work Authorization for a portion of fiscal year (FY) 2019, in an amount not to exceed \$250,000 to support the Foothill Gold Line project. Board Member Fasana made a motion to approve which was seconded by Board Member Leon and approved unanimously.

f. Authorize the CEO to Execute Amendment No. 2 to Contract No. C1177 in an amount not to exceed \$9,000,000 with Hill International Inc. for Fiscal Year 2019 Program Management Services

Mr. Balian provided the report. Mr. Balian indicated that the Amendment provides \$9,000,000 in additional funding for fiscal year 2019 to finalize the planning phase of the project, complete the technical documents necessary to support the procurement of the Alignment contract, and to manage design and construction.

Acting Chair Pedroza requested authorization for the CEO to Execute Amendment No. 2 to Contract No. C1177 in an amount not to exceed \$9,000,000 with Hill International Inc. for Fiscal Year 2019 Program Management Services. Board Member Fasana made

a motion to approve which was seconded by Board Member Leon and approved unanimously.

g. Biennial Review Conflict of Interest Code

General Counsel Smith provided the report. Mr. Smith indicated staff and the general counsel would review the Conflict of Interest Code and report back to the Board if any changes were needed.

Acting Chair Pedroza requested a motion to authorize the Biennial Review of the Conflict of Interest Code. Board Member Fasana made a motion to approve which was seconded by Board Member Leon and approved unanimously.

h. Receive and File Monthly Update as of May 2018

Mr. Balian request Mr. Burner to provide the Report.

Mr. Burner indicated that with regard to the Phase 2B (Glendora to Montclair), staff continued to attend coordination meetings with corridor City staff; completed negotiating the MCA with SCRRA for design and construction; CPUC continued reviewing eight (8) grade crossing applications packages; submitted three (3) grade crossing applications for CPUC review; released Request for Proposals for Phase 2B Alignment Design-Build Project; Authority began evaluating Metro's request to reduce parking; continued negotiating agreement with Golden State Water; continued negotiating agreement with Metropolitan Water District and staff received 1602 permit from California Department of Fish and Wildlife – Region 5.

Mr. Burner indicated that with regard to utilities work (DB1) on the Glendora to Montclair Project staff continued reviewing DB1 submittals; DB1 contractor completed permitting process, including acquiring a permit from SCRRA; DB1 contractor continued construction work; construction complete at Carrion Water, west of Wheeler Water and Park Water; construction ongoing at Acacia Water and preparing for construction at B Street Sewer; and DB1 contractor and Authority staff continued attending coordination meetings with utility owners and corridor City staff.

Mr. Burner indicated that upcoming activities over the next six to twelve months for the Glendora to Montclair project are complete evaluation of Metro's request to reduce parking; receive approval of CPUC applications; execute MCAs with remaining third parties; obtain USACE permits; grant Substantial Completion to DB1; and award RFP C2002 Design-Build Contract.

Board Member Wapner inquired if staff has considered any possible changes to Montclair parking. Mr. Burner indicated that the Montclair parking has been left in DB2 since it is an existing parking facility and has not been identified for parking space modifications.

Board Member Wapner noted that SBCTA and the City of Montclair currently operate the Montclair parking center and if there would be any changes to operations. Mr. Burner indicated that Metro would operate and maintain the Foothill Gold Line station and that the parking facility would remain with SBCTA and the City of Montclair. Board Member

Wapner inquired if Metro would operate and maintains other parking garages and facilities along the route. Mr. Balian indicated that Metro owns the parking, so they maintain and operate the locates.

Mr. Burner indicated that slight modifications to the Pomona parking facility also remain in the DB2 contract.

Item received and filed.

9. General Counsel's Report

None.

10. Board Member Comments

None.

11. Adjournment

Acting Chair Pedroza adjourned the meeting at approximately 1:08 pm.