

**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
 March 28, 2018
 11:30 A.M.**

1. Call to Order

Chairman Tessitor called the meeting to order at 11:33 AM

2. Pledge of Allegiance

Gene Masuda 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 indicated that a public comment card had been submitted by Mr. Otis Greer regarding Agenda Item 7.c. Chair Tessitor inquired if Mr. Greer wished to provide Public Comment now or at the time of the Agenda Item. Mr. Greer indicated that he would like to address the Board when the matter comes before the Board.

Chair Tessitor inquired if there was anyone else 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

March 28, 2018

Page 2 of 8

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

Mr. Balian indicated that staff is working diligently working on procurement and RFP for the DB2 contract.

Item received and filed.

6. Consent Calendar:

a. Approval of February 14, 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 Rodriguez made a motion to approve the Consent Calendar which was seconded by Board Member Pedroza and passed unanimously.

7. General Board Items:

a. Receive and File Project Technical Update: Glendora to Montclair Structures

Mr. Balian introduced Chris Burner, Chief Project and Planning Officer to provide the report. Mr. Burner indicated that the Glendora to Montclair Foothill Gold Line project (Project) contains a total of twenty-four (24) bridge structures. Mr. Burner indicated that of these bridge structures, fourteen (14) are light rail crossings, eight (8) are freight crossings, and two (2) are retaining wall structures underneath freeway bridges. Mr. Burner indicated that the bridge structures include crossings over drainage channels and city streets. Mr. Burner indicated that based on the on-going preliminary engineering, staff has determined that of these twenty-four (24) structures, twenty-one (21) will be new, two (2) will be replacements, and one (1) will be a modification. Mr. Burner indicated that the new structures will be built where a structure does not currently exist, the modification will consist of modifying and increasing the length of existing structure, and the replacement structures are complete replacements of existing structures. Mr. Burner reviewed a list of structures in Phase 2B

Mr. Burner indicated that the basis of the design for these structures will be in accordance with all applicable criteria and standards. Mr. Burner indicated that the applicable criteria and standards include Metro Rail Transit Design Criteria; Metro Standard Drawings; Caltrans Standard Specifications; Army Corps of Engineers standards and AREMA code and freight railroad requirements.

<p>Slide 1</p> <h3>Glendora to Montclair Structures Update</h3> <ul style="list-style-type: none">• Glendora to Montclair segment contains a total of 25 structures<ul style="list-style-type: none">– 15 light rail crossings– Eight (8) freight crossings– Two (2) retaining wall structures• Of these 25 structures:<ul style="list-style-type: none">– 22 will be new– Two (2) will be total replacements– One (1) will be modification of an existing structure 	<p>Slide 2</p> <h3>New Structures</h3> <p>New structures will be built where a structure does not currently exist</p> <table border="0"><tr><td>1. Foothill & Grand Grade Separation</td><td>12. Puddingstone Channel Bridge (FRT)</td></tr><tr><td>2. Little Dalton Wash Bridge (FRT)</td><td>13. Marshall Creek Culvert Protection (LRT)</td></tr><tr><td>3. Big Dalton Wash Channel (LRT)</td><td>14. Marshall Creek Bridge (FRT)</td></tr><tr><td>4. Big Dalton Wash Channel (FRT)</td><td>15. Live Oak Wash Channel Bridge (LRT)</td></tr><tr><td>5. Route 66 Grade Separation (LRT)</td><td>16. Live Oak Wash Channel Bridge (FRT)</td></tr><tr><td>6. Retaining Walls - East Glendora Overhead at Route 210</td><td>17. Thompson Creek Channel Bridge (FRT)</td></tr><tr><td>7. San Dimas Wash Channel Bridge (LRT)</td><td>18. Garey Avenue Grade Separation (LRT)</td></tr><tr><td>8. Lone Hill Ave Flyover (LRT)</td><td>19. Towne Avenue Grade Separation (LRT)</td></tr><tr><td>9. Retaining Wall - Gladstone Overhead at State Route 57</td><td>20. Indian Hill Grade Separation (LRT)</td></tr><tr><td>10. Bonita & Cataract Grade Separation</td><td>21. San Antonio Wash Channel Bridge (LRT)</td></tr><tr><td>11. Puddingstone Channel Bridge (LRT)</td><td>22. Monte Vista Bridge (LRT)</td></tr></table> 	1. Foothill & Grand Grade Separation	12. Puddingstone Channel Bridge (FRT)	2. Little Dalton Wash Bridge (FRT)	13. Marshall Creek Culvert Protection (LRT)	3. Big Dalton Wash Channel (LRT)	14. Marshall Creek Bridge (FRT)	4. Big Dalton Wash Channel (FRT)	15. Live Oak Wash Channel Bridge (LRT)	5. Route 66 Grade Separation (LRT)	16. Live Oak Wash Channel Bridge (FRT)	6. Retaining Walls - East Glendora Overhead at Route 210	17. Thompson Creek Channel Bridge (FRT)	7. San Dimas Wash Channel Bridge (LRT)	18. Garey Avenue Grade Separation (LRT)	8. Lone Hill Ave Flyover (LRT)	19. Towne Avenue Grade Separation (LRT)	9. Retaining Wall - Gladstone Overhead at State Route 57	20. Indian Hill Grade Separation (LRT)	10. Bonita & Cataract Grade Separation	21. San Antonio Wash Channel Bridge (LRT)	11. Puddingstone Channel Bridge (LRT)	22. Monte Vista Bridge (LRT)
1. Foothill & Grand Grade Separation	12. Puddingstone Channel Bridge (FRT)																						
2. Little Dalton Wash Bridge (FRT)	13. Marshall Creek Culvert Protection (LRT)																						
3. Big Dalton Wash Channel (LRT)	14. Marshall Creek Bridge (FRT)																						
4. Big Dalton Wash Channel (FRT)	15. Live Oak Wash Channel Bridge (LRT)																						
5. Route 66 Grade Separation (LRT)	16. Live Oak Wash Channel Bridge (FRT)																						
6. Retaining Walls - East Glendora Overhead at Route 210	17. Thompson Creek Channel Bridge (FRT)																						
7. San Dimas Wash Channel Bridge (LRT)	18. Garey Avenue Grade Separation (LRT)																						
8. Lone Hill Ave Flyover (LRT)	19. Towne Avenue Grade Separation (LRT)																						
9. Retaining Wall - Gladstone Overhead at State Route 57	20. Indian Hill Grade Separation (LRT)																						
10. Bonita & Cataract Grade Separation	21. San Antonio Wash Channel Bridge (LRT)																						
11. Puddingstone Channel Bridge (LRT)	22. Monte Vista Bridge (LRT)																						
<p>Slide 3</p> <h3>Modified and Replacement Structures</h3> <ul style="list-style-type: none">• Modified structure: existing structure to be modified/widened<ol style="list-style-type: none">1. Thompson Creek RCB Culvert Extension (LRT)• Replacement structures: existing structures to be completely replaced<ol style="list-style-type: none">1. State Route 66 Grade Separation (FRT)2. San Dimas Wash Channel Bridge (FRT) 	<p>Slide 4</p> <h3>Design Standards</h3> <ul style="list-style-type: none">• All designs shall be in accordance with applicable Governmental Rules/Agencies:<ul style="list-style-type: none">– Metro Rail Transit Design Criteria– Metro Standard Drawings– SCRRRA Standards– Caltrans Standard Specifications– Army Corps of Engineers Standards– AREMA code and freight railroad requirements  																						

Item received and filed.

b. Consideration of SB 827 (Wiener) Planning and Zoning: Transit-Rich housing bonus

Board Member Fasana indicated that the Board should consider an opposed position to SB 827.

Board Member Pedroza indicated that he also would support an opposed position on the legislation.

Chair Tessitor requested a motion to regarding SB 827 (Wiener) Planning and Zoning: Transit-Rich housing bonus. Board Member Fasana made a motion to oppose which was seconded by Board Member Pedroza and passed unanimously.

c. Consideration of AB 2417 (Rodriguez) Metro Gold Line Foothill Extension Construction Authority

Chair Tessitor requested that Mr. Otis Greer provide his Public Comment.

Mr. Greer introduced himself as the Legislative and Public Affairs Director for SBCTA and thanked the Board for their time to address the item. Mr. Greer indicated that he

had provided a written statement to the Clerk of the Board. Mr. Greer indicated that SBCTA supports the City of Montclair assuming a position on the Construction Authority Board, but also believes that SBCTA should have a position on the Board as a representative of the San Bernardino County (SB County) region. Mr. Greer indicated that just as Metro has a position on the Board, SBCTA believes that they should have the same position as the roles and responsibilities of the agencies are similar. Mr. Greer indicated that currently SBCTA has a non-voting role on the Board and would like to see that changed to a voting member. Mr. Greer indicated that SBCTA is currently projecting contributing \$78 million towards the construction of the project in SB County. Mr. Greer indicated that after the project is completed, SBCTA will be responsible for approximately \$3 million dollars annually for operations of the project. Mr. Greer indicated that SBCTA feels it should have a seat at the table when financial decisions come before the Board that will affect the SBCTA and SB County. Mr. Greer indicated that SBCTA has reached out to Assemblymember Rodriguez to indicate opposition to the current bill unless it can be amended. Mr. Greer indicated that SCAG and Mobility 21 have also taken similar positions on this legislation and is under consideration by Metro.

Chair Tessitor inquired if there were any other individuals who wish to speak on the matter, hearing none, Public Comment was closed.

Board Member Fasana indicated that he would support a neutral or opposed position on the legislation. Board Member Fasana indicated that now is not the time for proposed changes to the governance of the Board. Board Member Fasana indicated that the reality is that at this time it is not known if Montclair will be the terminus. Board Member Fasana indicated that until SBCTA has committed dollars to the project and DB2 bids are received it is not clear if the project will reach Montclair. Board Member Fasana indicated that it is the hope and intent of the Board to reach Montclair.

Board Member Pedroza indicated that we would support an opposed position unless amended on the legislation. Board Member Pedroza indicated that further discussion with Assemblymember Rodriguez is needed to understand his intent and to provide a better understanding of the governance structure to the Assemblymember.

Board Member Fasana indicated that at this time, he would be supportive of an opposed position.

Chair Tessitor indicated that the stable governance of the Board should not be put at risk at this time, especially with an RFP about to be released and contractors providing bids on the project. Chair Tessitor indicated any changes at this time may negatively impact potential bids and would result in higher costs for both LA and SB Counties. Chair Tessitor indicated that he would be supportive to exploring this further when it is clear the project will reach Montclair and SBCTA has committed funding for the project.

March 28, 2018

Chair Tessitor requested a motion to regarding AB 2417 (Rodriguez) Metro Gold Line Foothill Extension Construction Authority. Board Member Fasana made a motion to oppose which was seconded by Board Member Pedroza and passed unanimously.

d. Authorize the CEO to execute a Memorandum of Understanding with Golden State Water

Mr. Balian provided the report. Mr. Balian indicated that the MOU with Golden State Water was similar to other agreements that the Construction Authority has entered into. Mr. Balian indicated that timely relocation of utilities is critical to the success of a design-build project such as the Foothill Gold Line. Mr. Balian indicated that the proposed MOU with Golden State Water and the Authority for the Glendora to Montclair segment of the Foothill Gold Line project serves to establish the roles, responsibilities, and obligations between the parties, and ensures the timely review of design and construction documents critical to the success of the project.

Chair Tessitor requested a motion to Authorize the CEO to execute a Memorandum of Understanding with Golden State Water. Board Member Rodriguez made a motion to oppose which was seconded by Board Member Fasana and passed unanimously.

e. Approval of Resolution 2018-R-02 Designating Personnel to Execute Certain Documents Regarding the Acquisition and Disposition of Real Property, and Authorizing Certain Property Management Functions

Mr. Balian provided the report. Mr. Balian indicated that the Resolution would authorize the Chief Executive Officer or his designee to (1) approve an offer of just compensation, direct payment for property up to 120% of the appraised value or \$250,000, whichever is greater, and pay court judgments, all in accordance with the terms set forth in the resolution; (2) execute, terminate or amend real property documents as set forth in the resolution; and (3) execute documents accepting real property as set forth in the resolution. Mr. Balian indicated that he would provide regular updates to the Board.

Chair Tessitor requested a motion to approve Resolution 2018-R-02 Designating Personnel to Execute Certain Documents Regarding the Acquisition and Disposition of Real Property and Authorizing Certain Property Management Functions. Board Member Fasana made a motion to oppose which was seconded by Board Member Pedroza and passed unanimously.

f. Approval of Resolution 2018-R-03 declaring Public Necessity and allowing the Prime Contractor selected pursuant to RFP C2002 Phase 2B Alignment Design-Build Contract to identify and contract with subcontractors who were not included in the prime contractors' original proposals

Mr. Balian provided the report. Mr. Balian indicated that Resolution would allow the Phase 2B Alignment Design-Build prime contractor to select subcontractors who were not on the initial proposal submissions.

Mr. Balian indicated that short-list bidders did not have access to the information that will be available in the upcoming Phase 2B Alignment Design-Build RFP and as such the

initial list of subcontractors may need to be updated or modified. Mr. Balian indicated that it would be impossible for the contractor to obtain firm bids from subcontractors prior to submission of the contractor's proposal or to identify all of its major subcontractors at time of proposal submission to the Authority in accordance with the Subcontracting Act.

Board Member Fasana indicated that he would be supportive as long as SBE/DBE/WBE levels and goals are not impacted and maintained if subcontractors are added or removed.

Mr. Purcell indicated that the Resolution would not have any impact on the SBE/DBE/WBE levels – those are contained in the contract.

Chair Tessitor requested a motion to approve Resolution 2018-R-03 declaring Public Necessity and allowing the Prime Contractor selected pursuant to RFP C2002 Phase 2B Alignment Design-Build Contract to identify and contract with subcontractors who were not included in the prime contractors' original proposals. Board Member Pedroza made a motion to oppose which was seconded by Board Member Rodriguez and passed unanimously.

g. Consideration of Resolution 2018-R-04 Establishing Regular Meeting Location and Time of the Metro Gold Line Foothill Extension Construction Authority Board of Directors

Mr. Balian requested Chris Lowe, Clerk of the Board and Administrative Services Director, to provide the report.

Mr. Lowe indicated that per the direction of the Board at its last meeting to explore alternate Board meeting times, each Board member was contact regarding possible start times. Mr. Lowe indicated that after review of the responses from the Board, a time between 11:00 am and 1:00 pm was the preferred range for the Board Meeting start time. Mr. Lowe indicated that staff proposed a meeting start time of 12:00 pm to minimize impacts of those Board Members who currently work as well as to minimize driving traffic to those points east and south of the Foothill Gold Line office.

Board Member Fasana indicated while the time is not an issue, there may be an impact in June once Metro Board Committee meetings have been scheduled.

Chair Tessitor requested a motion to approve Resolution 2018-R-04 establishing Regular Meeting Location and Time of the Metro Gold Line Foothill Extension Construction Authority Board of Directors. Board Member Pedroza made a motion to oppose which was seconded by Board Member Rodriguez and passed unanimously.

h. Receive and File Monthly Update as of February 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 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.

Item received and filed.

8. General Counsel’s Report

None.

9. Board Member Comments

None.

10. 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

(ii) Existing Litigation:.....Government Code section 54956.9(d)(1)
City of Pomona v Metro Gold Line Foothill Extension Construction Authority, et al.
Case No. BS171363

Chair Tessitor requested that Associate General Counsel Pellman provided the report on Closed Session.

Associate General Counsel Pellman indicated that the Board would enter closed session for the items listed on the Agenda. The Board entered closed session at 12:11 am.

Chair Tessitor reconvened the Board Meeting at 12:18 am. Associate General Counsel Pellman indicated that there was no reportable action by the Board regarding the Closed Session items.

11. Adjournment

Chair Tessitor adjourned the meeting at approximately 12:19 pm.