



# Foothill Gold Line

Metro Gold Line Foothill Extension Construction Authority

406 East Huntington Drive, Suite 202  
Monrovia, CA 91016-3633

p 626.471.9050 f 626.471.9049  
www.foothillgoldline.org

## Board Members:

**Ed Reece**  
Chair  
Councilmember,  
City of Claremont  
Appointee, SGVCOG

**Mendell Thompson**  
Vice Chair  
Mayor,  
City of Glendora  
Appointee, City of  
South Pasadena

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City of Pasadena

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South Pasadena

**Alan D. Wapner**  
Member, Non-Voting  
Councilmember,  
City of Ontario  
Appointee, SBCTA

## Metro Gold Line Foothill Extension Construction Authority

### FINANCE COMMITTEE

#### Foothill Gold Line Community Room

404 E. Huntington Drive  
Monrovia, California 91016

### AGENDA

May 1, 2024

11:00 AM

#### NOTICE ON PUBLIC PARTICIPATION AND ACCESSIBILITY

This meeting will be conducted in-person from the Foothill Gold Line Community Conference Room, located at 404 E. Huntington Drive, Monrovia, California 91016.

#### **PUBLIC COMMENT:**

You may provide public comment at the time reserved during the meeting when the presiding officer calls for public comment. Speakers are limited to three (3) minutes, speaking once, on both on-agenda and off-agenda items. If there are any public hearings scheduled, individuals will be given an additional opportunity to comment under said items. To ensure that the public will be able to participate, the Committee is providing three methods in which the public can submit their comments:

#### **OPTION 1: LIVE COMMENTS**

Public is invited to participate in-person at the Foothill Gold Line Community Conference Room, located at 404 E. Huntington Drive, Monrovia, California 91016.

#### **OPTION 2: E-MAIL**

Public Comments can be submitted via email to [npeterson@foothillgoldline.org](mailto:npeterson@foothillgoldline.org) with the subject "Public Comment – *Insert Committee Meeting Date*". Public Comments received will be added to the associated Agenda Packet.

#### **OPTION 3: MAIL**

Public comments may be mailed to:

Foothill Gold Line Finance Committee  
ATTN: Clerk of the Board – Public Comments  
406 E. Huntington Drive, Suite 202  
Monrovia, CA 91016

Public comments will not be read aloud at the meeting, but will be part of the meeting record. When submitting a public comment, please make sure to include the following:

## Executive Officer:

**Habib F. Balian**  
Chief Executive Officer

- 1) Name (optional), and
- 2) Agenda item for which you are submitting public comment.

Public comments should be submitted no later than 10:00am, on the day of the Finance Committee meeting, otherwise, public comments will be considered late correspondence and incorporated into the meeting minute record.

In compliance with the American with Disabilities Act, any person with a disability who requires modification or accommodation to participate in a meeting should contact Clerk of the Board's office at (626) 305-7002 at least 48 hours prior to the meeting.



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Chief Executive Officer

## Metro Gold Line Foothill Extension Construction Authority

### FINANCE COMMITTEE

Foothill Gold Line Community Room  
404 E. Huntington Drive  
Monrovia, California 91016

## AGENDA

May 1, 2024

11:00 AM

**Members:** Mendell Thompson (Chair), Tim Hepburn, Dan Evans

NOTICE IS HEREBY GIVEN that the Foothill Gold Line Finance Committee Meeting is to be held at the time and date listed above in the Foothill Gold Line Community Conference Room, located at 404 E. Huntington Drive, Monrovia, California 91016. The agenda for the meeting will consist of the following:

**Items:**

1. **Call to order**
2. **Pledge of Allegiance**
3. **Roll Call**
4. **Public Comment on items on or off the Agenda**
5. **Recommend Adoption of Foothill Gold Line Fiscal Year 2025 Operating Budget**
6. **Recommend Approval of the Employee Retention and Severance Program**
7. **Recommend Authorization of the CEO to Execute Amendment No. 7 to Contract No. C1154 with Achieve Technology Services, LLC in an amount not to exceed \$180,000 for Informational Technology Services**
8. **Recommend Authorization of the CEO to Execute Amendment 8 to Contract No. C1176 in an amount not to exceed \$96,000 with Aaron Read & Associates, LLC for California Government Relations Services**
9. **Adjournment**

**Upcoming Committee Meetings:**

- June 5, 2024 @ 11:00 AM
- July 3, 2024 @ 11:00 AM
- July 31, 2024 @ 11:00 AM



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## Agenda Item: 5

**TO:** Chair and Members of the Finance Committee  
**FROM:** Habib F. Balian, Chief Executive Officer  
**DATE:** May 1, 2024  
**SUBJECT:** Recommend Adoption of Foothill Gold Line Fiscal Year 2025 Operating Budget

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### RECOMMENDATION:

That the Finance Committee recommend to the Board adoption of the Foothill Gold Line Fiscal Year 2025 Operating Budget.

### SUMMARY:

In February 2023, the Board approved the Foothill Gold Line Financial Plan Revision 18 of \$2,370.9 million. The Operating Budget has been developed consistent with the Foothill Gold Line Financial Plan Revision 18.

It is projected that \$150.0 million will be expended in fiscal year 2025 which includes Authority Administration, Program Management, Phase 2B work, or approximately 7% of the Project Financial Plan for this fiscal year.

Phase 2B project is anticipated to be substantially complete January 3, 2025.

### BUDGET IMPLICATIONS:

The Foothill Gold Line FY25 Operating Budget of \$150.0 million is a decrease of \$90.0 million from the Foothill Gold Line FY25 Operating Budget of \$240.0 million reflecting the current level of activity for the project.

[Continued on next page]

**Executive Officer:**

**Habib F. Balian**  
Chief Executive Officer

**BACKGROUND:**

**Fiscal Year 2025 Revenues - \$150,000,000**

During fiscal year 2025, the Authority will have sufficient revenues to complete Foothill Gold Line activities. The current operating plan assumes \$150.0 million of revenue will be received during fiscal year 2025.

These revenues consist of the following:

- \$150,000,000 in Measure M Revenue – Phase 2B

Revenue Sources for Fiscal Year 2025 (in millions of \$)	FY 24 Budget	FY 25 Budget	Proposed Variance
Cities	0.0	0.0	0.0
Measure R	0.0	0.0	0.0
Measure M	38.8	150.0	111.2
SBCTA	0.0	0.0	0.0
TIRCP (CAP & Trade)	201.2	0.0	(201.2)
Phase 2A Carryforward	0.0	0.0	0.0
Other	0.0	0.0	0.0
<b>Total Foothill Gold Line Revenues FY25</b>	<b>240.0</b>	<b>150.0</b>	<b>(90.0)</b>

- \$150,000,000 in Measure M funds for Phase 2B which are dispersed through LACMTA on a reimbursement basis. This amount is consistent with the Attachment C of the Funding Agreement.

**Fiscal Year 2025 Expenditures - \$150,000,000**

In the previous fiscal year, the Authority continued work for 2B work. Plans for FY25 include the continued work on Phase 2B including design and construction.

The proposed expenditures for fiscal year 2025 include:

- \$9,000,000 in Authority Administration
- \$10,000,000 in Program Management
- \$9,000,000 in Phase 2B2 Planning
- \$1,000,000 in Master Cooperative Agreements
- \$1,000,000 in ROW purchases
- \$90,000,000 in Phase 2B Construction Alignment
- \$25,000,000 in Phase 2B Construction Parking
- \$5,000,000 in Contingency, Miscellaneous and Other

Expenditures for Fiscal Year 2025 (in millions of \$)	FY 24 Budget	FY 25 Budget	Proposed Variance
Authority Administration	9.0	9.0	0.0
Program Management	10.0	10.0	0.0
Phase 2B2 Engineering Work / Planning	0.0	9.0	9.0
Master Cooperative Agreements	3.0	1.0	(2.0)
Right of Way	16.0	1.0	(15.0)
Construction – Phase 2B Alignment DB2	180.0	90.0	(90.0)
Construction – Phase 2B Parking DB3	20.0	25.0	5.0
MTA Project Costs	0.0	0.0	0.0
Contingency, Miscellaneous and Other	2.0	5.0	3.0
Project Reserve	0.0	0.0	0.0
<b>Total Foothill Gold Line Expenditures FY2025</b>	<b>240.0</b>	<b>150.0</b>	<b>(90.0)</b>

Illustrated below, is the recommended fiscal year 2025 administration budget that reflects current expectations for next year.

- \$9,000,000 for Authority administration salaries and expenses which is the same as the previous fiscal year operating budget of \$9,000,000. This amount is consistent with the Authority’s annual historical costs for the Metro Gold Line Phase I and Phase 2A. The budget for wages and benefits of \$5,500,000 provides for staff (12 authorized FTE’s) for FY25. The COLA will be set by future Board action and has historically been based on the June consumer price index. In addition, accrued vacation, employee severance, and employee retention costs are being carried in FY25.
- \$10,000,000 for program management, which is the same as the previous fiscal year operating budget of \$10,000,000. The scope of

work for the Program Management Team is based on support costs necessary to supplement Authority staff. Similar to the Authority administration and the work load for Phase 2B design and construction are consistent. The program management team assists the Authority throughout design and construction.

- \$9,000,000 for Phase 2B2 Planning. This \$9,000,000 includes work for consultants including Hill International and other various consultants. This amount of \$9,000,000 is an increase from the previous year budget of \$0.
- \$1,000,000 for Master Cooperative Agreements. This \$1,000,000 includes work budgeted for Caltrans, SCRRA and others for FY25 for Phase 2B. This amount of \$1,000,000 is a decrease from the previous fiscal year budget of \$3,000,000.
- \$1,000,000 for ROW. This amount is a decrease of \$15,000,000 from previous year of \$16,000,000 and is the amount estimated in FY25 and is consistent with the work plan for the current fiscal year. Most major purchases have been completed however there may be minor ROW purchases along with ROW maintenance expenses for existing properties.
- \$900,000,000 for Construction DB2 Alignment. This is the amount estimated to be performed in FY25 and is consistent with the work plan for the current fiscal year as substantial completion is anticipated in January 2025 as noted above.
- \$25,000,000 for Construction DB2 Parking. This is the amount estimated to be performed in FY25 and is consistent with the work plan for the current fiscal year to complete all four parking lots.
- \$5,000,000 for Contingency, Miscellaneous and Other work for FY25 and is an increase from \$2,000,000 the previous fiscal year.

**Fiscal Year 2025 Administrative Budget**

The following table provides a detailed breakdown of Authority Administration costs relative to the Foothill Gold Line project.

<b>Administrative Budget Fiscal Year 2025</b>	<b>FY 24 Budget</b>	<b>FY 25 Budget</b>	<b>Proposed Variance</b>
Wages and Benefits	5,500,000	5,500,000	0.0
Office Supplies	80,000	80,000	0.0
Printing & Reproductions	25,000	25,000	0.0
Postage and Courier	25,000	25,000	0.0
Office Equipment	100,000	100,000	0.0
Telephone	70,000	70,000	0.0
Subscriptions	40,000	40,000	0.0
Advertising/Graphics/Signs/Website	30,000	30,000	0.0
Community Events	250,000	250,000	0.0
Transportation, Meals and Lodging	25,000	25,000	0.0
Auto Expenses / Vehicle Leases	20,000	20,000	0.0
Training, Conferences, Prof. Memberships	10,000	10,000	0.0
Equipment Rental and Services	40,000	40,000	0.0
Repairs and Maintenance	30,000	30,000	0.0
Office Rent and Storage	300,000	300,000	0.0
Right of Way Maintenance	100,000	100,000	0.0
Computer Equipment	100,000	100,000	0.0
Insurance	400,000	400,000	0.0
Board Member Expenses	40,000	40,000	0.0
Bank, Payroll and Administrative Fees	15,000	15,000	0.0
Legal Services	1,000,000	1,000,000	0.0
Audit and Accounting Services	40,000	40,000	0.0
Network Services	180,000	180,000	0.0
Government Relations	160,000	160,000	0.0
Miscellaneous	420,000	420,000	0.0
<b>Total Foothill Gold Line Expenditures FY25</b>	<b>9,000,000</b>	<b>9,000,000</b>	<b>0</b>



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**Executive Officer:**

**Habib F. Balian**  
Chief Executive Officer

## Agenda Item: 6

**TO:** Chair and Members of the Finance Committee  
**FROM:** Habib F. Balian, Chief Executive Officer  
**DATE:** May 1, 2024  
**SUBJECT:** Recommend Approval of the Employee Retention and Severance Program

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### RECOMMENDATION:

That the Finance Committee recommend to the Board of Directors approval of the Authority Employee Retention and Severance Program.

### SUMMARY:

It is recommended that the Construction Authority adopt an employee retention and severance program in order to minimize the premature departure of key staff and to retain and motivate employees with the expected completion of the extension to Pomona and without a firm commitment of the extension to Montclair. This is consistent with prior practice of the Authority and best practices more broadly.

### BUDGET IMPLICATIONS:

Funds for the Employee Retention and Severance Program are within existing budgeted amounts and will come from Program Management and Administration – Authority Administration WBS 2.10.10.10.N. It is estimated that the cost for the Employee Retention Program is approximately \$1,100,000 for all employees. The costs for the Employee Severance will be approximately \$500,000 if all remaining employees are released.

### DISCUSSION:

It is recommended that the Construction Authority adopt an employee retention and severance program in order to minimize the premature departure of key staff and to retain and motivate employees with the expected completion of the extension to Pomona and without a firm commitment of the extension to Montclair.

### Prior Authority Practice

In October 2002, the Authority Board approved an Employee Retention and Severance Plan for Phase 1 of the Project. The Board adopted an incentive bonus

plan that was tied to team performance. Authority employees received 10% of salary for each of the following milestone bonuses:

- 1) Substantial completion
- 2) Revenue operations
- 3) Under budget
- 4) A lump sum bonus for staying six months past revenue operations.

In May 2005, the Authority Board approved an Employee Severance Program Clarification which included expanding the Severance Plan to (a) include new hires of the Authority and (b) Reaffirm the Employee Severance Program which included:

- 1) three months salary,
- 2) three months COBRA benefits (medical, dental and vision),
- 3) Reference letters
- 4) Outplacement services

In October 2014, the Authority Board approved an Employee Retention and Severance Program for Phase 2A of the Project for all 13 employees.

Authority employees received 10% of salary for each of the following milestone bonuses:

- 1) M&O Completion
- 2) Parking Structures Completion
- 3) Revenue Operations
- 4) Punch List Completion

The Employee Severance Program consisted of:

- 1) Three months' salary
- 2) Three months' COBRA benefits (medical, dental and vision)
- 3) Reference letters
- 4) Outplacement services

### **Proposed Program**

The proposed Employee Retention and Severance Program is consistent with the prior practice of the Authority and best practices more broadly:

#### Employee Severance Program

At this time as the Phase 2B extension to Pomona is nearing completion, the Authority is affirming the Employee Severance Program as follows:

- 1) Three months' salary
- 2) COBRA benefits including medical, dental and vision three months
- 3) Reference letters
- 4) Outplacement services

Authority staff who remain full time or part time on the project through third-party contractors are not eligible for the Employee Severance Program.

#### Employee Retention Program

For the Phase 2B extension to Pomona, as in Phase 1 and Phase 2A, to address the concern that it will become increasingly challenging to retain key employees between now and the end of Phase 2B to Pomona, it is recommended the Authority Board adopt a similar employee retention program as follows:

All Authority employees earn a lump sum payment equal to 10% of an employee's regular gross annual wages which are paid on a recurring bi-weekly basis for each of the following milestones bonuses:

- 1) Grade Crossing
- 2) Stations
- 3) Systems Integration
- 4) Pre-Revenue Testing
- 5) Draft Punch List

The Employee Retention and Severance Program continues to serve an important tool in attracting employees and encouraging employees to stay through completion of a construction phase into the beginning of the next phase of construction, thus avoiding the significant loss of institutional memory, lessons learned, and required skills that are necessary for a successful project completion.



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## Agenda Item: 7

**TO:** Chair and Members of the Finance Committee

**FROM:** Habib F. Balian, Chief Executive Officer

**DATE:** May 1, 2024

**SUBJECT:** Recommend Authorization of the CEO to Execute Amendment 7 to Contract No. C1154 with Achieve Technology Services, LLC for Information Technology Consulting Services

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### RECOMMENDATION:

That the Finance Committee recommends to the Board of Directors authorization of the Construction Authority's Chief Executive Officer to execute Amendment 7 to Contract No. C1154 with Achieve Technology Services, LLC for Information Technology Consulting Services in the amount of \$180,000 for a total authorized amount of \$2,013,000.

### SUMMARY:

Pursuant to Contract No. C1154, Achieve Technology Services, LLC ("ATS") has provided to the Construction Authority services such as 24/7 information technology support services to maintain the Authority's desktops, network servers, Unix storage servers, firewalls, multiple internet connections, wireless networks, website, private cloud/hosted servers, public cloud services, specialized applications and databases, remote user access, help desk system, office to office virtual private networks and associated software applications, and other tasks designated by the Authority for a flat monthly fee of \$15,000. This amendment would extend the term to June 30, 2025 and provide the additional funding necessary to do so.

**Executive Officer:**

**Habib F. Balian**  
Chief Executive Officer

[continued on next page]

<b>Contract</b>	<b>Amount</b>	<b>Date</b>
Original Contract	\$348,000	06/30/13
Amendment No. 1	\$180,000	06/30/15
Amendment No. 2	\$45,000	12/30/16
Amendment No. 3	\$180,000	06/30/17
Amendment No. 4	\$360,000	06/30/18
Amendment No. 5	\$360,000	06/30/20
Amendment No. 6	\$360,000	06/30/22
Amendment No. 7	\$180,000	06/30/24
<b>Total</b>	<b>\$2,013,000</b>	

**BUDGET IMPLICATIONS:**

Funds for this work will be funded through WBS 2.10.10.10.N.9855 - Authority Administration Network Services which has a Board approved Financial Plan Revision 18 budget of \$2,370.9 million which includes an Authority Administration budget of \$196.0 million and a Board proposed FY25 Foothill Gold Line Operating Plan Budget of \$150.0 million and an Authority Administration budget of \$9.0 million which includes the Network services budget of \$180,000 per year which is the same as prior year.



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**Executive Officer:**

**Habib F. Balian**  
Chief Executive Officer

## Agenda Item: 8

**TO:** Chair and Members of the Finance Committee

**FROM:** Habib F. Balian, Chief Executive Officer

**DATE:** May 1, 2024

**SUBJECT:** Recommend Authorization of the CEO to Execute Amendment 8 to Contract No. C1176 in an amount not to exceed \$96,000 with Aaron Read & Associates, LLC for California Government Relations Services

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### RECOMMENDATION:

That the Finance Committee recommend to the Board of Directors authorization of the Construction Authority's Chief Executive Officer to execute Amendment 8 to Contract No. C1176 with Aaron Read & Associates, LLC for California Government Relations Services in an amount not to exceed \$96,000 for a total authorized amount of \$931,200.

### SUMMARY:

Pursuant to Contract No. C1176, Aaron Read provides to the Construction Authority California government relations services for a flat fee of \$4,000 per month. This Amendment 8 would extend the term to June 2026 and provide additional funding necessary to do so.

Contract	Amount	Date
Original Contract	\$105,600	7/01/15
Amendment No. 1	\$105,600	6/30/16
Amendment No. 2	\$105,600	6/30/17
Amendment No. 3	\$105,600	6/30/18
Amendment No. 4	\$105,600	6/30/19
Amendment No. 5	\$105,600	06/30/20

<b>Contract</b>	<b>Amount</b>	<b>Date</b>
Amendment No. 6	\$48,000	06/30/21
Amendment No. 7	\$48,000	6/30/22
Amendment No. 8	96,000	6/30/24
Total:	\$931,200	

**BUDGET IMPLICATIONS:**

Funds for this work will be funded through WBS 2.10.10.10.N.9925 – Phase 2B Authority Administration Government Relations which has a Board approved Financial Plan Revision 18 budget of \$2,370.9 Million which includes an Authority Administration budget of \$196.0 million and a Board proposed FY25 Foothill Gold Line Operating Plan budget of \$150 million and an Authority Administration budget of \$9.0 million which includes the Government Relations budget of \$160,000 which is the same as prior year.