

**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**

Teleconference Location:
Herods Tel Aviv
HaYarkon Street 155, Tel Aviv-Yafo, Israel

**BOARD MEETING MINUTES
February 14, 2018
11:00 A.M.**

1. Call to Order

Chairman Tessitor called the meeting to order at 11:18 AM

2. Pledge of Allegiance

Dan Evans 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> <i>Via telephone</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 a Mr. Bob Davis. Mr. Davis inquired if the Claremont Metrolink station was to remain or was going to close. Mr. Balian indicated that the decision was made by Metro and a recent Metro Board meeting and it would remain open. 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. Closed Session

(a) CONFERENCE WITH LEGAL COUNSEL

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 General Counsel Smith provided the report on Closed Session.

General Counsel Smith indicated that the Board would enter closed session for the items listed on the Agenda. The Board entered closed session at 11:22 am.

Chair Tessitor reconvened the Board Meeting at 11:30 am. General Counsel Smith indicated that there was no reportable action by the Board regarding the Closed Session.

6. CEO's Monthly Report

Mr. Balian reviewed the Critical Path Schedule for Claremont to Montclair which indicated that staff received DB2 Statements of Qualification in January 2018; the Board will review staffs recommendation for DB2 short-list today; will release the Draft RFP for Industry Review after the Board has determined the shortlist; complete SCRRA Master Cooperative Agreement in April 2018; finalize BNSF Agreement in April 2018; complete work with the Grade Crossing Working Group by June 2018; finalized Gap Funding for LA County Segment 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.

Chair Tessitor inquired about discussions with SCRRA. Mr. Balian indicated that recent discussions have shown more progress than before, but time will tell if agreements can be reached.

Mr. Balian also indicated that Assembly Member Freddie Rodriguez has introduced AB 2417 which proposes to add a member to the Construction Authority Board from Montclair.

Item received and filed.

7. Consent Calendar:

a. Approval of January 10, 2018 Minutes of Metro Gold Line Foothill Extension Construction Authority Board of Directors Meeting

b. Receive and File Quarterly Financial Update

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 Leon. Chair Tessitor requested a roll call vote. The Clerk conducted a roll call vote and the item passed 4 yes, 0 no and 1 abstention.

8. General Board Items:





a. Receive and File Project Technical Update: Utilities

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

Mr. Burner indicated that the Construction Authority evaluated potential utility conflicts along the Glendora to Montclair alignment. Mr. Burner indicated that the evaluation process included obtaining utility as-built documentation from the appropriate cities; utility owners, field verification, and potholing. Mr. Burner indicated that after the evaluation, staff updated the project composite utility drawings with this information. Mr. Burner indicated that staff is working to identify license agreements for all utilities crossing the rail right-of-way. Mr. Burner indicated that staff is meeting with utility owners to identify potential areas of utility conflicts. Mr. Burner indicated that agreements have been executed with several utility owners along the alignment, and staff is negotiating the remaining agreements.

Mr. Burner indicated that funding for the Glendora to Montclair Project will not be fully secured until later this year and in an effort to advance the work prior to final funding, staff has divided the Project into two parts: (1) Utility Relocation Project Contract and (2) an Alignment Contract. Mr. Burner indicated that the Alignment Contract will be a design-build contract and contain the bulk of work performed on the Project, including trackwork, systems, stations, parking structures, bridges, etc. Mr. Burner indicated that the Utility Relocation Project Contract was awarded to W.A. Rasic. Mr. Burner indicated that the Utility Relocation Project Contract will relocate several conflicting utilities along the alignment prior to the Alignment Contract beginning. Mr. Burner indicated that the Alignment Contract design-builder will relocate the remaining utilities on the project.

Mr. Burner indicated that Rasic has submitted a large number of pre-construction submittals and has held coordination meetings with utility owners and corridor city staff. Mr. Burner indicated that Rasic has initiated the permitting process, including preliminary steps for acquiring a work permit from SCRRA. Mr. Burner indicated that the permitting process should be completed within the next few months prior to beginning construction work.

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<p>Project Update: Utilities</p> <ul style="list-style-type: none"> Construction Authority has evaluated potential utility conflicts along Glendora to Montclair alignment <ul style="list-style-type: none"> Evaluation process included: <ul style="list-style-type: none"> Obtaining utility as-builts from cities and utility owners Field verification Potholing Utility locations incorporated into the Advanced Conceptual Engineering composite existing utility drawings Continuing process of determining if any license agreements exist for any utilities crossing the rail right-of-way 	<p>Project Update: Utilities</p> <ul style="list-style-type: none"> Staff continues to meet with utility owners to discuss the Phase 2B project and identify potential utility conflicts Staff continues to execute Memoranda of Understanding (MOUs) with utility owners <ul style="list-style-type: none"> Agreements executed with: <ul style="list-style-type: none"> Frontier Communications (formerly Verizon) Charter Communications (formerly Time Warner Cable) Los Angeles County Sanitation Districts Nos. 2, 21, and 22 AT&T California (pending Authority signature) Agreement(s) in process: <ul style="list-style-type: none"> Golden State Water Metropolitan Water District 
Slide 3	Slide 4
<p>Utilities – Project Approach</p> <p>In order to advance the work prior to full funding, the Construction Authority divided the Project into two contracts:</p> <ol style="list-style-type: none"> <u>Utility Relocation Project Contract:</u> <ul style="list-style-type: none"> Design-Bid-Build Contract Notice to proceed given to W.A. Rasic on November 1, 2017 Purpose is to relocate key conflicting utilities along the alignment prior to Alignment Contract beginning <u>Alignment Contract:</u> <ul style="list-style-type: none"> Design-Build Contract Majority of work performed under this contract (e.g. trackwork, systems, stations, parking structures, bridges, etc.) Alignment Contract design-builder will relocate any remaining utilities not completed under the Utility Relocation Project Contract 	<p>Utilities – Current Status</p> <ul style="list-style-type: none"> DB1 contractor (Rasic) continuing the pre-construction process <ul style="list-style-type: none"> Submitted pre-construction submittals to Authority for review and approval Holding coordination meetings with utility owners and corridor city staff Begun permitting process, including preliminary steps to acquire a work permit from SCRRA Construction process on track to start in a few months 

Item received and filed.

b. Consideration of Recommended Shortlist of Teams to Receive Request for Proposals (RFP) C2002 for Phase 2B Alignment Design-Build Contract

Mr. Balian introduced Mr. Mitch Purcell, Chief Contract Officer and In-House Counsel, to provide the report.

Mr. Purcell indicated that on November 8, 2017, the Construction Authority issued a Request for Statements of Qualifications (RFQ) for design-build teams for the Phase 2B Alignment Design-Build project. Mr. Purcell indicated that the DB2 contract includes the alignment and other work from the Phase 2A terminus in Azusa to the city of Montclair. Mr. Purcell indicated that the RFQ was authorized by the Board on October 25, 2017. Mr. Purcell indicated that the purpose of the RFQ was to create a “shortlist” of teams who will be eligible to receive the subsequent Request for Proposals (RFP) for the DB2 project. Mr. Purcell indicated that on or before January 24, 2018 staff received Construction Authority received seven SOQs from the following teams (in alphabetical order): (1) AECOM | Stacy and Witbeck JV; (2) Balfour Beatty-Skanska Joint Venture; (3) Flatiron Dragados Joint Venture; (4) Herzog Rados Lane, a Joint Venture; (5) Kiewit-

Parsons, a JV; (6) Metro Builder & Engineers Group Ltd.; and (7) San Gabriel Valley Transit Partners, a Joint Venture of Fluor and Ames.

Mr. Purcell indicated that Construction Authority staff and evaluators completed their review of the submittals, per the process set out in the request for qualifications. Mr. Purcell indicated that once all SOQ were received, an initial review was conducted to confirm the materials meet the requirements of the RFQ. Mr. Purcell indicated that one SOQ was disqualified for not meeting the RFQ requirements.

Mr. Purcell indicated that the evaluation process was not merely a “pass-fail” determination, but rather involved assigning an adjectival rating for each criteria for each Statement of Qualifications (SOQ). Mr. Purcell indicated that the adjectival ratings include “Exceptional”, “Good”, “Acceptable”, and “Unacceptable”. Mr. Purcell indicated that in assigning these ratings, evaluators also used “+” and “-” qualifiers in order to more clearly differentiate the ratings.

Mr. Purcell indicated that after the evaluators reviewed the SOQs individually, the committees deliberated as a group and collectively to assign an adjectival rating to each SOQ for the criteria and sub-criteria for which they were responsible. Mr. Purcell indicated that after the four evaluation committees completed their reviews, the chairperson of each committee compiled the committee’s evaluations and forwarded them to the Chief Contracting Officer. Mr. Purcell indicated that the results were presented to the Chief Executive Officer, who reviewed the results and made a final shortlist recommendation to the Board. Mr. Purcell indicated that in order to determine the shortlist of proposers, the Construction Authority paid particular attention to the criteria of “Related Project Experience” and “Staffing and Organization” since these criteria most affect the proposer’s ability to perform the work properly.

Mr. Purcell indicated that the recommended shortlist is as follows (in alphabetical order):

- 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

Board Member Masuda inquired how much each proposed might spend on a proposal. Mr. Purcell indicated that each RFP (not the SOQ), it could cost as much as \$1 million dollars because it must basically design the entire project.

Board Member Rodriguez inquired about the committee membership. Mr. Purcell reviewed the committee membership and their diverse makeup with representations from staff, alignment cities, Metro, outside counsel, etc.

Board Member Pedroza thanked Mr. Purcell for his presentation and indicated that based upon the report and what has been presented, that the process was fair and extremely well thought out.

(The PowerPoint materials are provided below for reference.)

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<p>RFQ C2002 Phase 2B Alignment DB Contract: Procurement Schedule</p> <table> <tr> <th>Activity</th><th>Date</th></tr> <tr> <td>✓ Request for Statements of Qualification</td><td>November 8, 2017</td></tr> <tr> <td>✓ Statements of Qualification Received</td><td>January 24, 2018</td></tr> <tr> <td>✓ Recommended 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> </table>	Activity	Date	✓ Request for Statements of Qualification	November 8, 2017	✓ Statements of Qualification Received	January 24, 2018	✓ Recommended Shortlist of Proposers Posted	February 6, 2018	Board Approval of Shortlist of Proposers	February 14, 2018	<p>RFQ C2002 Phase 2B Alignment DB Contract: Evaluation Criteria</p> <p>Statements of Qualification must be Compliant</p> <ol style="list-style-type: none"> 1. Related Project Experience 2. Staffing and Organization 3. Legal Qualifications 4. Financial Qualifications 																																						
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Chair Tessitor requested a motion to approve the recommended shortlist of teams to Receive Request for Proposals (RFP) C2002 for Phase 2B Alignment Design-Build Contract. Board Member Pedroza made a motion to approve the item which was

seconded by Board Member Rodriguez. Chair Tessitor requested a roll call vote. The Clerk conducted a roll call vote and the item passed 4 yes, 0 no and 1 abstention.

c. Authorize the CEO to Execute a Contract for Communication and Signal Systems Installation Services with Mass Electric Construction Company in an amount not to exceed \$5,000,000 Pursuant to Title III, Chapter 7, Section 1 of the Administrative Code

Mr. Balian provided the report. Mr. Balian indicated that the Authority requires a qualified contractor to provide communication and signal systems installation services for the reconfiguration of the existing automatic block signal system on the Southern California Regional Rail Authority (SCRRA) Pasadena Subdivision to facilitate construction of the Project. Mr. Balian indicated that performing this work ahead of the main design-build contract reduces risk to both schedule and budget by eliminating much of this long-lead work and the variables associated with shifting the existing SCRRA track alignment in order to make room for the new light rail transit tracks.

Mr. Balian indicated that in June 2016, SCRRA entered into a contract with Mass Electric Construction Company to provide communication and signal systems installation services. Mr. Balian indicated that the Authority's Administrative Code allows for a "piggy-back" contract where Mass Electric's contract with SCRRA was substantially the same scope of work, the proposed Authority contract contains substantially the same terms as the SCRRA contract, and the SCRRA contract was competitively procured in accordance with requirements applicable to the Authority's procurements of that type and dollar threshold.

Mr. Balian indicated that the majority of the work would be to underground overhead power lines in advance of the alignment contractor coming on board.

Chair Tessitor requested the reasoning and guidelines that allow for this work not to be procured by a competitive bid process.

Mr. Purcell indicated that Title III, Chapter 7, Section 1(A)(9) of the Administrative Code allows for a contract to be awarded pursuant to a non-competitive procurement where the contract is with a contractor who has entered into a contract with certain public agencies, including SCRRA, and where "(a) the proposed Authority contract is for substantially the same scope of work as the other contract, (b) the proposed Authority contract contains substantially the same terms as the other contract, and (c) the other contract was competitively procured in accordance with requirements applicable to such other agency's procurements." Mr. Purcell indicated that per the Authority's Administrative Code Title III, Chapter 7, Section 1(B), approval from the Board of Directors is required for non-competitive procurements over \$250,000. This contract is expected to have a not-to-exceed amount of \$5,000,000.

Chair Tessitor requested a motion to approve the Agreement with Mass Electric in an amount not to exceed \$5,000,000. Board Member Rodriguez made a motion to approve which was seconded by Board Member Leon. Chair Tessitor requested a roll call vote. The Clerk conducted a roll call vote and the item passed 4 yes, 0 no and 1 abstention.

d. Receive and File Monthly Update as of January 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 SCRRA for design and construction; completed Phase 2 Environmental Site Assessment (ESA) report; completed the Preliminary Hazard Analysis (PHA); completed the Preliminary Threat & Vulnerability Assessment (TVA); received final geotechnical reports for structures/bridges (phase 2 of 3-phase process); prepared for final phase of geotechnical process (parking structures and TPSS sites); CPUC continued reviewing packages 1, 2, 3, and 5 grade crossing applications; prepared to submit packages 1a, 4, 7, and 9 grade crossing applications to CPUC for their review; reviewed Statements of Qualifications (SOQ) from potential design-builders for the Phase 2B Alignment project; prepared to release Alignment Industry Review package to Metro, SCRRA, SBCTA, corridor cities, and potential design-builders; continued design of parking facilities and stations; completed updated noise and vibration analysis; continued working on finalizing agreements with Golden State Water and Metropolitan Water District; completed review of various DB1 submittals; DB1 contractor and Authority staff continued attending coordination meetings with utility owners and corridor City staff and DB1 contractor continued permitting process, including preliminary steps for acquiring permit from SCRRA.

Mr. Burner indicated that over the next 6 to 12 months, staff will complete Phase 2 Environmental Site Assessment; complete geotechnical work (phase 3); receive approval of the Type Selection for SR-57 and I-210 from Caltrans; release Alignment industry review package to Metro, SCRRA, SBCTA, corridor cities and potential design-builders; complete updated noise and vibration analysis; 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.

Chair Tessitor inquired about the status of crossing closures. Mr. Burner indicated that the City of Glendora approved the closure of Glenwood. Mr. Burner indicated that the environmental document suggested possible closure of several other streets, but as of this date no further closures are anticipated.

Item received and filed.

9. General Counsel's Report

None.

10. Board Member Comments

Board Member Leon inquired if the Board would consider moving the Board meeting time earlier in day. The Clerk of the Board indicated that he would contact all Board Members regarding moving the meeting time to earlier in the day and would report back at the next Board meeting.

11. Adjournment

Chair Tessitor adjourned the meeting at approximately 12:09 pm.