

**Metro Gold Line Foothill Extension Construction Authority Board Meeting
Construction Authority Offices
406 E. Huntington Drive, Suite 202
Maria Dalton Community Room
Monrovia, California 91016**

**February 27, 2013
7:00 P.M.**

1. Call to Order:

Chairman Tessitor called the meeting to order at approximately 7:04 PM.

2. Roll Call:

Member	Appointing Entity	Present	Absent
<i>Voting Members</i>			
Doug Tessitor, <i>Chair</i>	City of Pasadena	X	
Sam Pedroza, <i>1st Vice Chair</i>	SGVCOG	X (7:20)	
Ed Reyes <i>2nd Vice Chair</i>	City of Los Angeles	X	
Keith Hanks	City of South Pasadena	X	
John Fasana	LACMTA	X	
<i>Non-Voting Members</i>			
Lara Larramendi	Governor of California		X
Bill Bogaard	City of Pasadena	X	
Daniel Evans	City of South Pasadena		X
Alan Wapner	SANBAG	X	
<i>Alternate Members</i>			
Gerry Miller	City of Los Angeles	—	—
Denis Bertone	SGVCOG	—	—

3. Pledge of Allegiance

John Fasana led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

Chairman Tessitor inquired if there was anyone who wished to provide public comment on items on or off the Agenda, hearing and seeing none, Chairman Tessitor closed public comment.

5. CEO's Monthly Report

Mr. Balian presented a video which highlighted recent activity on the Project. Mr. Balian highlighted construction on the bridges at Citrus Avenue and Palm Avenue in Azusa which included removal of the abutment wall forms at Citrus Avenue leaving a stone effect finish and the installation of the abutment form walls at the Palm Avenue

bridge. Mr. Balian also highlighted work at the Dalton Avenue and Virginal Avenue crossings in Azusa including the encasement of utilities at Dalton and Virginia Venue as well as site grading at both locations. Mr. Balian highlighted work at the Foothill Boulevard bridge in Azusa which included installation of mud mats adjacent to the bridge abutments. Mr. Balian highlighted the material laydown yard at the Army Corp Property in Irwindale. Mr. Balian highlighted work at the Highland Avenue crossing in Duarte which included construction of the track bed. Mr. Balian highlighted installation of track at various locations and the construction of the station platform in Duarte. Mr. Balian highlighted continued work at the Gold Line Operations Campus which included installation of deep duct bank and utilities; site grading; and the concrete pour for the blown-down pit for vehicle maintenance purposes. Mr. Balian highlighted work at the Colorado Boulevard Bridge in Arcadia including the installation of pilaster columns. Mr. Balian highlighted recent outreach efforts in the community including a presentation to the Duarte Unified School Districts and parents. Mr. Balian highlighted the recent site visit by Joe Sheehy, Director of Legislation for US Congresswoman Grace Napolitano. Mr. Balian also indicated that he had conducted an interview with the local Time Warner affiliate to provide and update on the project. Mr. Balian highlighted the recent Azusa City Council ceremony thanking Board Member and Azusa City Councilman Keith Hanks service to the citizen of Azusa which was attended by Chairman Tessitor and Vice Chair Pedroza. Mr. Balian also congratulated Rodrigo Gonzalez on being sworn-in as a US citizen.

Mr. Balian indicated that Chairman Tessitor, Vice Chair Pedroza and Board Member Larramendi had just returned from a trip to Washington DC to meet with congressional leaders and staff regarding the project. Mr. Balian indicated that the project continues to be very well received by the projects elected representatives. Chairman Tessitor indicated that the level of support and excitement about the project continued with every singular person they meet with in Washington DC.

Mr. Balian presented the Critical Path PowerPoint slide and indicated that construction had started at the Monrovia Station as well as the Dalton Crossing in Azusa. Mr. Balian indicated that work will begin on the California Crossing in Monrovia and the San Gabriel River bridge. Mr. Balian indicated that Substantial Design Completion is expected by the end of March. Mr. Balian indicated that construction and installation of light rail track was ongoing. Mr. Balian indicated that the freight realignment work should be completed by the end of the year.

Mr. Balian indicated that the Azusa to Montclair EIR was scheduled to be presented at this evening meeting but in response to a request from the various City Managers the item has been placed on the March 6 2013 Board Agenda for consideration. Mr. Balian indicated that staff had received a letter today signed by the City Managers of Glendora, La Verne, San Dimas and Pomona requesting additional time to review the EIR. Mr. Balian indicated that staff had explored at the Chairman request seeking additional time to allow the cities to review the EIR and had explored moving the item to March 14, 2013. Mr. Balian indicated that not all Board members were able to be present and the EIR Counsel would also be unavailable on March 14th. Mr. Balian indicated that staff believes that coordination with the cities has been very

positive and there will be additional opportunities as there was with the various addendums to the Pasadena to Azusa EIR to address any areas of concern. Mr. Balian reviewed the Azusa to Montclair EIR Process. Mr. Balian indicated that staff and Parsons Brinkerhoff, who put together the EIR, have worked with the Azusa to Montclair cities as well as the City Council over the past year on the EIR document. Mr. Balian indicated that a total of 362 written comments were received and that 171 of those comments came from the project cities. Mr. Balian indicated that there were no “show-stopper” comments from the cities and that all comments had been addressed and responded to. Mr. Balian reviewed the schedule of the EIR process which started in 2010.

Chairman Tessitor indicated that when the requests from various City Managers was received in mid-February for additional time, staff explored providing additional time even though staff believed that adequate time had been provided. Chairman Tessitor indicated that the original request of 4 weeks of additional time to review the EIR was considered and an attempt to move the item to a later date if possible that staff was still providing additional time beyond what was originally requested and provided by law. Chairman Tessitor that other considerations made it important to have the item presented to the Board.

Board Member Reyes inquired if there was anything surprising or alarming in the comments by the project cities comments. Mr. Balian indicated that there was not and most of the information has been available for the past two years to the project cities.

Chairman Tessitor indicated that once designing and engineering commences that there were be additional amendments to the EIR so that cities will have an opportunities to look at the EIR and request modifications.

Chairman Tessitor indicated that the Chris Jeffers, City Manager for the City of Glendora, indicated that the request was due to budget impacts and staffing resources.

Board Member Fasana indicated that he was concerned that there was more than just one or two cities requesting additional time to review the EIR. Board Member Fasana indicated that he was happy that staff was able to provide some additional time so the cities could review the EIR.

Mr. Balian indicated that at this point in the process there is no further comments that can be considered and that the cities were now just reviewing the responses to their comments and the EIR document. Mr. Balian indicated that at this point in the cities have raised concerns, we've responded, and the cities were now just reviewing the responses to their comments and the EIR document. Mr. Balian indicated that if there is something in the EIR that cities disagree with, the process is that in the 30 day period after certification, they can come back and complain and say something was done incorrectly. ~~Mr. Balian indicated that the project cities have an opportunity to request changes in the 30 days after the EIR has been adopted if they feel something was done incorrectly.~~

Chairman Tessitor indicated that it is his understanding that the cities want to be able to address and document any and all concerns. Chairman Tessitor indicated that that he told his City Manager to submit a letter if such items existed.

(Board Member Pedroza arrive 7:20 pm)

6. General Board Items

a. Receive and File Project Update Report: Structures

Habib Balian introduced Chris Burner, Chief Project Officer, to provide the report. Mr. Burner indicated that there are a total of 17 crossings along the alignment that require structures. Mr. Burner indicated that some locations have dual light rail structures which results in a total of 24 structures required for the project. Mr. Burner indicated that some crossing use one structure and some use two structures for east and west bound tracks. Mr. Burner indicated that of the 24 structures; 9 will be new; 10 will be modifications of existing structures and 5 will be total replacements. Mr. Burner demonstrated these locations on a map of the project. Mr. Burner indicated that new structures will be built at the Gold Line Bridge; Santa Anita Blvd Underpass; Huntington Blvd (“Twin”); Foothill Blvd (LRT & Freight); Palm Drive (LRT & Freight); and Citrus Drive (LRT & Freight). Mr. Burner indicated that modified structure (mostly for seismic retrofits) will be done at Rosemead Blvd; Michillinda Ave; Baldwin Avenue; Huntington Blvd; 5th Ave Pedestrian Tunnel; Bradbury Channel; I-210 Freeway (Kincaid); Foothill Blvd; Palm Drive; and Citrus Avenue. Mr. Burner indicated that replacement structure will be built at Colorado Blvd; Santa Anita Wash; Alta Vista Wash; Sawpit Wash; and San Gabriel River. Mr. Burner indicated that the design standards of the structures will be in accordance with the applicable governmental rules and agencies. Mr. Burner indicated that design for all 24 structures have been approved for construction by the Authority except the Foothill bridge. Mr. Burner indicated that construction had commenced on eight of the structures and the 5 Avenue pedestrian crossing is complete.

Item received and filed.

b. Receive and File Comparative Analysis of Measure R and Measure J

Mr. Balian introduced Lisa Levy Buch to provide the report. Ms. Buch presented a Metro Map of the Measure R projects by subregion which highlighted rail and highway projects. Ms. Buch indicated that Countywide, 67.9% of voters supported Measure R. Ms. Buch indicated that subregions supported Measure R above 63% - except North County. Ms. Buch reviewed various levels of voting in each of the subregions. Ms. Buch indicated that the 64.2% of the San Gabriel Valley supported Measure R. Ms. Buch presented a Metro Map of Measure J Transit projects as well as a map of Highway projects.

Ms. Buch indicated that Measure J received 66.1% support countywide, just short of passage. Ms. Buch indicated that Measure J lost by less than 1% or a total of 14,051 votes. Ms. Buch indicated that overall subregional support countywide diminished for Measure J as compared to Measure R. Ms. Buch reviewed the various levels of support for the subregions. Ms. Buch indicated that although voter registration countywide increase by nearly 460,000 voters, nearly 138,000 fewer voters cast ballots for Measure J than did Measure R (and 10% fewer registered voters actually voted). Ms. Buch indicated that countywide support decreased by 7.2% for Measure J than Measure R.

Board Member Hanks indicated that SCAG had recently discussed an initiative to lower the voter threshold for initiatives like Measure R and J from a two-thirds majority to a simple majority. Board Member Hanks indicated that SCAG voted down the item because it would diminish a regional approach to transportation and planning.

Item received and filed.

c. Transfer \$10,100,000 from Project Reserve to Construction Parking Structure Design-Build Contract & Authorize CEO to Execute Contract in Response to Request for Proposals (RFP) C1150 for Intermodal Parking Facilities and Enhancements Design-Build Contract

Mr. Balian indicated that approximately one year ago the Board had voted to release an RFP for Intermodal Parking Facilities. Mr. Balian indicated that after an extensive process staff was prepared to make a recommendation to the Board for award. Mr. Balian noted that when the bids arrived for this contract, they were higher than expected based upon the initial estimates. Mr. Balian indicated that estimates were conducted three separate times but during the course of the procurement there were changes in the economy and increased material costs due to various events around the country. Mr. Balian indicated that staff was also seeking the movement of funds from the project reserve to the contract so an award could be made. Mr. Balian introduced Mitch Purcell, Chief Procurement Officer and In-house Counsel, to provide the report. Mr. Purcell indicated that staff had received final proposals from Webcor Builders and Balfour Beatty Construction. Mr. Purcell indicated that after a thorough review by various committees and staff that Webcor Builders were being recommended by staff for award of the contract. Mr. Purcell reviewed the short-listing process via a statement of qualifications. Mr. Purcell indicated that the goal was to create a shortlist of most-qualified teams. Mr. Purcell indicated that the qualification evaluation criteria included related project experience; staffing and experience; legal qualifications; and financial qualifications. Mr. Purcell indicated that 9 teams submitted statement of qualification in May 2012 and was shortlisted to 3 teams. Mr. Purcell reviewed the adaptive and interactive process used during the request for proposals. Mr. Purcell indicated that an Industry review was conducted after its release and there were nine addenda to the document. Mr. Purcell indicated that there were over 100 questions and issues. Mr. Purcell indicated that discussions were held with all short-listed

proposes which were priced focused. Mr. Purcell reviewed the evaluation and discussion process in detail. Mr. Purcell indicated that Evaluation Committee consisted of Administrative and Legal; Financial; Parking Facilities, Enhancements and other technical requirements; key and lead personnel and performance history; and management approach. Mr. Purcell reviewed the evaluation results between the final proposals. Mr. Purcell indicated that this Design-Build contract award is based upon a Best-Value process. Mr. Purcell indicated that Webcor Builders was recommended by staff based upon various contents in the technical proposal and the financial proposal of \$48,750,000. Mr. Purcell indicated that Balfour Beatty financial proposal was \$56,693,191.

Board Member Hanks inquired what type of structures would be provided under the contract. Mr. Purcell provided the various types of surface lots and parking structures that would be provided under the contract. Mr. Purcell also indicated that an additional federal grants component to the contract would provide for enhancements to the Intermodal Parking Facilities.

Board Member Pedroza inquired about how the original nine statements of qualifications were narrowed down to the short-listed three submitters. Mr. Purcell indicated that three of the submitters did not provide the required information and then a ranking and determination of how many proposers would provide a comprehensive and best-value project was made which resulted in the short-listing of 3 teams.

Board Member Fasana noted the high cost of the elevators in the proposal and inquired what was so special about the elevators being proposed. Mr. Purcell indicated that the elevators were of all stainless steel construction and encased in glass shafts. Mr. Purcell indicated that Metro had requested the item to mitigate maintenance and for security purposes.

Board Member Reyes inquired why the large difference in the financial proposals. Mr. Purcell indicated that Webcor's core competency is in building parking structures and Balfour Beatty core competency is bringing together teams together to construct parking structures.

Chairman Tessitor inquired as to the rationale of doing a Design-Build Contract instead of a Design-Bid-Build Contract. Mr. Purcell indicated that staff prefers a design-build project because it fits the risk-profile of the agency and allows additional efficiencies that are inherent to a design-build contract.

Board Member Fasana indicated that it is his understanding that due to the project schedule and the possible continued increase in materials that there is no time to re-circulate the procurement and to proceed with one of the recommendations from staff.

Board Member Pedroza inquired if the proposals were local. Mr. Purcell indicated that they were.

Chairman Tessitor requested a motion to Transfer \$10,100,000 from Project Reserve to Construction Parking Structure Design Build Contract and Authorize the CEO to Execute a Contract with Webcor in response to the Request for Proposals (RFP C1150) for Intermodal Parking Facilities and Enhancements Design-Build Contract. Board Member Hanks made a motion to approved the item which was seconded by Board Member Fasana and passed unanimously.

Chairman Tessitor requested a motion to Transfer \$10,100,000 from Project Reserve to Construction Parking Structure Design Build Contract and Authorize the CEO to Execute a Contract with Webcor in response to the Request for Proposals (RFP C1150) for Intermodal Parking Facilities and Enhancements Design-Build Contract. Board Member Hanks made a motion to approved the item which was seconded by Board Member Fasana and passed unanimously.

d. Approval of Los Angeles County Department of Public Works (LACDPW) Work Authorization to support the Pasadena to Azusa segment through FY 2013

Mr. Balian presented the report. Mr. Balian indicated that \$35,000 is need to complete work by LACDPW for support of work in Pasadena to Azusa segment of the Project. Mr. Balian indicated that allow for design review, coordination, construction inspection, permit issuance, and completing other tasks as required through FY 2013.

Chairman Tessitor requested a motion to Approve a Work Authorization with Los Angeles County Department of Public Works for FY 2013 to support work on the Pasadena to Azusa Segment. Board Member Hanks made a motion to approve the item which was seconded by Board Member Pedroza and passed unanimously.

e. Receive and File Report on Monthly Project Update

Mr. Balian introduced Chris Burner to provide the report. Mr. Burner indicated that with respect to the Pasadena to Azusa segment that construction continued at the Highland Ave grade crossing and construction began at the Dalton Ave crossing; mass grading was completed at the Gold Line Operations Campus (GLOC); foundation work for new buildings at the GLOC had begun as well as site utility work. Mr. Burner indicated that work continues at the Citrus, Palm, Foothill and Colorado Bridges; continued rail demolition and clearing and grubbing and completed installation of the 5th Avenue pedestrian tunnel bridge protection. Mr. Burner indicated that mass grading continues on segments 3 and 4; staff has obtained the 408 permit from USACE for the San Gabriel River bridge; 65 or the 82 Approved For Construction packages have been completed; start of construction at the Duarte Station and excavation of the Monrovia Station. Mr. Burner indicated that Foothill Transit Constructors (FTC) has no reportable safety incidents with over 70,000 total work hours performed. Mr. Burner updated the Board on the design progress of various elements and per segment. Mr. Burner reviewed a detailed project schedule for the alignment

work. Mr. Burner indicated that with respect to the Intermodal Parking Facilities procurement that staff had received the revised final proposal from the two remaining shortlisted team; evaluation committee held meetings to review the revised final proposals and that based upon the evaluations, Authority staff had recommended Webcor to receive the contract. Mr. Burner indicated that staff had begun conforming the contract for execution pending final approval by the Board this evening. Mr. Burner indicated that in the upcoming months staff and or contractors will complete utility relocation and foundation work of new buildings at GLOC; complete construction of bridges at Citrus, Palm, Foothill, and Colorado; complete Highland and Dalton crossings; begin construction of San Gabriel River Bridge; complete mass grading in Segment 4; substantially complete design for DB2 contract ; and a ward contract for RFP C1150 - Parking Facilities (DB3)

Item received and filed.

7. General Counsel’s Report

None.

8. Board Member Comments

Chairman Tessitor thanked staff and the various contractors on an excellent job done so far and on the tremendous progress being made on the project.

9. Closed Session

General Counsel Estrada reviewed the various items that would be considered in Closed Session and indicated that there may be a reportable action after Closed Session. Chairman Tessitor recessed the Board into Closed Session at approximately 8:19 PM.

A. CONFERENCE WITH REAL PROPERTY NEGOTIATOR:G.C. 54956.8

- (i) Properties 8507-006-041 & 8507-006-042
 - Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
 - Negotiating Parties: Sierra Auto Properties, LLC
 - Under Negotiation: Price and terms
- (ii) Property 8528-005-024
 - Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
 - Negotiating Parties: Pasadena Tournament of Roses Association
 - Under Negotiation: Price and terms
- (iii) Property 8507-004-086
 - Agency Negotiator: Habib F. Balian and Regina Danner, Esq.

Negotiating Parties: William Lee & Susan K. Lee
Under Negotiation: Price and terms

(iv) Property 5773-005-022

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: 4 By 2 LLC
Under Negotiation: Price and terms

(v) Property 8528-011-021

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Highland Industrial Center
Under Negotiation: Price and terms

B. CONFERENCE WITH LEGAL COUNSEL:G.C. 54956.9(a)
Pending Litigation

(i) Metro Gold Line Foothill Extension Construction Authority v. MillerCoors LLC,
et al.
Case No. BC497583

C. CONFERENCE WITH LEGAL COUNSEL G.C. 54956.9(b)(3)(A)
Anticipated Litigation

Facts and circumstances that might result in litigation but which the Authority
believes are not yet known to potential plaintiff or plaintiffs.

Chairman Tessitor reconvened the Board Meeting at 8:26 pm and indicated that there
would be no reportable actions.

10. Adjournment

The Board Meeting was adjourned at approximately 8:27 pm.