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

BOARD MEETING MINUTES September 27, 2017 7:00 P.M.

1. Call to Order

Chairman Tessitor called the meeting to order at 7:12 PM

2. Roll Call:

Member	Appointing Entity	Present	Absent
Voting Members			
Doug Tessitor, Chair	City of Pasadena	Х	
Sam Pedroza, Vice Chair	SGVCOG	Х	
Marisol Rodriguez (Alt)	City of Los Angeles	Х	
Paul Leon	City of South Pasadena		Х
John Fasana	LACMTA	Х	
Non-Voting Members			
Carrie Bowen	Governor of California	X	
Gene Masuda	City of Pasadena	X	
Daniel Evans	City of South Pasadena	Х	
Alan Wapner	SBCTA	Х	
Alternate Members			
Tim Sandoval	SGVCOG	_	_
Deborah Robertson	SBCTA		_

3. Pledge of Allegiance

John Fasana led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

Chair Tessitor indicated that he was in possession of several public comment cards for various Agenda Items. Chair Tessitor inquired if the speakers wished to speak now or hold their comments until the Agenda Items were being presented.

Chair Tessitor requested Andrew Jared to address the Board. Mr. Andrew Jared introduced himself as the Assistant City Attorney for the City of Pomona. Mr. Jared indicated that a letter was provided to the Clerk of the Board and he had requested that it be made available to the Board. Mr. Jared indicated that his comments were in response to Agenda Item 8.g. - Consideration of a Resolution Approving Certain Refinements to the Azusa to Montclair Segment and Adopting the Fourth Addendum to the Certified Azusa to Montclair Final EIR. Mr. Jared apologized for the lateness in the delivery of the letter. Mr. Jared indicated that the City of

Pomona believes that there are some deficiencies in the proposed Addendum No. 4. Mr. Jared reviewed the various items identified in his letter including bridges, noise impacts, incomplete analysis and incomplete responses to various inquires by the City. Mr. Jared indicated that the City has provided staff with numerous comments and still working with staff to have those addressed.

Chair Tessitor requested that Larry Stevens of City of San Dimas address the Board. Mr. Stevens introduced himself as the Assistant City Manager for Community Development in the City of San Dimas. Mr. Stevens indicated that the San Dimas City Council recently meet and discuss the Addendum (Agenda Item 8.g.) and have authorized himself to speak and submit comments to the Board. Mr. Stevens indicated that he had provided a letter to the Clerk of the Board prior to the meeting and requested that it be made available to the Board. Mr. Stevens indicated that the City has been working with the staff on various items relative to the City of San Dimas and are requesting that the Board defer any action on the Addendum this evening. Mr. Stevens specifically requested that modifications 6 and 10 be removed from consideration. Mr. Stevens reviewed the Cities' concerns specially the proposed bridge over Bonita and Cataract which the CPUC may be requiring; incomplete project descriptions; noise impacts and proposed mitigations; incomplete traffic studies; and real property matters.

Chair Tessitor requested that Matt Pilarz address the Board. Mr. Pilarz introduced himself from the City of Pomona. Mr. Pilarz addressed items that included traffic impacts that remain unaddressed as well as the parking structure location.

Chair Tessitor requested that Jack Ochoa address the Board. Mr. Ochoa introduced himself as a LA Small Business Advocate and wished to speak on Agenda Item 8.b., "SBE Goal Questions." Mr. Ochoa thanked the Board for establishing an Aspirational Goal for SBE/DBE vendor. Mr. Ochoa requested that the Construction Authority monitor the award to these vendors.

Chair Tessitor requested that Mark Mendoza address the Board. Mr. Mendoza introduced himself as Vice President/ Corporate Broker at Paragon Partners and wanted to address Agenda Item 8.c. "Real Property Consulting Services". Mr Mendoza indicated that Paragon Partners was one of the respondents to the RFP for Real Property Consulting Services. Mr. Mendoza reviewed the qualifications and experience of Paragon Partners and requested that the Board and Staff review the procurement process and expand the selection of vendors from two firms to three firms.

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

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

General Counsel Smith indicated that the Board would conference with legal counsel pursuant to Government Code section 54956.9(d)(2) regarding Anticipated Litigation – one case.

Chair Tessitor convened the Board into closed session at 7:37 pm.

CONFERENCE WITH LEGAL COUNSEL - G.C. 54956.9(d)(2)

Anticipated Litigation: one case

Chair Tessitor reconvened the Board Meeting at 8:29 pm.

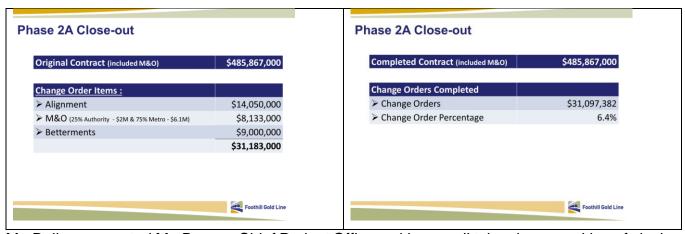
General Counsel Smith reported that the Board had no reportable action from Closed Session.

Board Member Wapner noted that he excused himself at approximately 8:00 pm due to his membership on the Metrolink Board and a possible Conflict of Interest.

6. CEO's Monthly Report

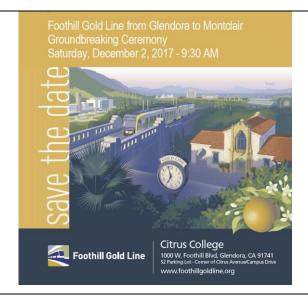
Mr. Balian reviewed the Critical Path Schedule for the Foothill Gold Line from Glendora to Montclair. Mr. Balian indicated that staff had submitted CPUC applications (Group 1) in July 2017; staff had issued Request For Bids (RFB) for Utilities Relocation Contract (DB1) in July 2017 with the award of the DB1 Contract expected in September 2017; issue Request for Qualifications (RFQ) for Design Build Alignment Contract (DB2) in November 2017; complete the SCRAA Master Cooperative Agreement in December 2017; obtain USACE permits in December 2017; hold Industry Review meeting for DB2 in February 2018; finalize BNSF Agreement by April 2018; Grade Crossing Working Group continues to meet thru June 2018; identify funding gap for LA County Segment by June 2018; award DB2 in October 2018 and finalize San Bernardino County Transportation Authority (SBCTA) Construction and Funding Agreements by January 2021.

Mr. Balian indicated that the Phase 2A (Pasadena to Azusa) contract has been closed-out. Mr. Balian reviewed the contract details:



Mr. Balian presented Mr. Burner, Chief Project Officer, with a small token in recognition of closing out the contract.

Mr. Balian reminded the Board about the Groundbreaking Ceremony scheduled for December 2, 2017 @ 9:30 am at Citrus College.



Item received and filed.

7. **Consent Calendar:** Committee Review(s):

- Approval of Minutes of Metro Gold Line Foothill Extension a. **Construction Authority Board Meeting held June 28, 2017**
- **Approve of Cost of Living Adjustment** b.

Construction &

Finance

Receive and File Quarterly Financial Update C.

Finance

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

General Board Items: 8.

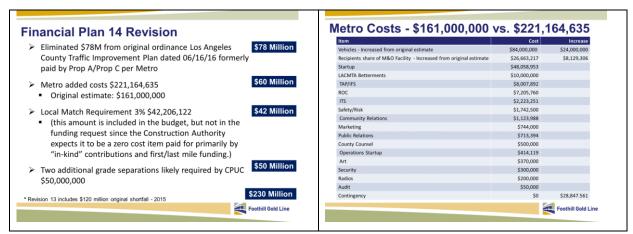
Committee Review(s):

Adoption of Foothill Extension Financial Plan for Phase 2A a. and 2B - Revision 14

Construction & Finance

Mr. Balian provided the report. Mr. Balian indicated that the Construction and Finance Committees recommend that the Board of Directors adopt the Foothill Extension Financial Plan for Phase 2A and Phase 2B - Revision 14 of \$2,307.7 million.

Mr. Balian highlighted various items of the Financial Plan in his presentation.



Chair Tessitor requested a motion to approve Foothill Extension Financial Plan for Phase 2A and 2B - Revision 14. Board Member Fasana made a motion to approve the item which was seconded by Board Member Pedroza and approved unanimously.

Award Contract to W.A. Rasic Construction Company, Inc. in response to Request for Bids (RFB) - C2001 Utility Relocation Project in an amount not to exceed \$2,627,000

Mr. Balian introduced Mitch Purcell, Chief Contracting Officer and In-house Counsel, to provide the report. Mr. Purcell indicated that the Request for Bids (RFB) - C2001 Utility Relocation Project is a low-bid, design-bid-build procurement for certain utility relocation and protect-in-place work associated with existing sewer and water lines crossing the rail right-of-way (ROW). Mr. Purcell indicated that performing this work in advance of the much larger light rail alignment design-build project reduces project risk to both schedule and budget by eliminating much of this long-lead work and the variables associated with addressing "wet" utilities in the ROW.

Mr. Purcell indicated that on May 31, 2017, the Construction Authority held an industry workshop to discuss the scope of work and contracting opportunities associated with the Glendora to Montclair extension of the Foothill Gold Line, including information regarding the procurement and scope of the C2001 Utility Relocation Project. Mr. Purcell indicated that the day after the workshop, on June 1, 2017, the Construction Authority issued an industry review draft of Request for Bids (RFB) C2001 Utility Relocation Project.

Mr. Purcell indicated that on July 5, 2017, the Construction Authority issued the RFB. Two addenda were issued thereafter on August 17th and August 24th.

Mr. Purcell indicated that Five bids were received on September 13, 2017 and thereafter publicly opened pursuant to Administrative Code Title III, Chapter 3. Mr. Purcell indicated the following table reflects the results of the public bid opening, as well as an indication whether the bid was found to be responsive and responsible.

Bidder	Price	Responsive	Responsible
Bali Construction, Inc.	\$1,926,127	No	Yes

W.A. Rasic Construction Company, Inc.	\$2,627,000	Yes	Yes
Ferreira Construction Co. Inc.	\$2,631,295	No	Yes
Sully-Miller Contracting Company	\$3,348,150	No	Yes
Kiewit Infrastructure West Co.	\$3,599,870	Yes	Yes

Mr. Purcell indicated that the bids were reviewed for responsibility and responsiveness in accordance with the process set forth in the RFB. M.r Purcell indicated that according to the RFB, a bid is "responsive" if the bid includes all required documentation; meets the Authority's SBE goal or provides evidence of good faith efforts; and demonstrates that the proposed key personnel possess a certain minimum level of experience working on similar projects, performing work in their proposed positions, and operating in an active freight railroad right-of-way.

Board Member Fasana inquired if staff will be monitoring SBE/DBE Aspiration Goals on this contract per the comments received in the Public Comment portion of the meeting. Mr. Purcell indicated that the Authority uses GCAP Services which monitors the SBE/DBE Aspirational Goals by the contractors.

Board Member Pedroza inquired as to initial estimate by staff for this contact. Mr. Purcell indicated that it was in the three to four million dollar range.

Chair Tessitor requested a motion to approve the Award of Contract to W.A. Rasic Construction Company, Inc. in response to Request for Bids (RFB) - C2001 Utility Relocation Project in an amount not to exceed \$2,627,000. Board Member Fasana made a motion to approve the item which was seconded by Board Member Pedroza and approved unanimously.

c. In response to Request for Proposals (RFP) C2005 Real Property Consulting Services

- i. Award Contract to Overland, Pacific & Cutler, Inc. as the primary firm in an amount not to exceed \$300,000
- ii. Award Contract to Bender Rosenthal, Inc. as the secondary firm in an amount not to exceed \$200,000
- Mr. Balian introduced Mitch Purcell to provide the report.

Mr. Purcell indicate that as part of the design and construction of the Glendora to Montclair segment of the Foothill Extension, the Construction Authority requires consulting services to assist in managing the various real property matters that it will encounter. Mr. Purcell indicated that items considered primarily include handling property acquisition needs through voluntary acquisition and eminent domain processes, negotiation, appraisal, communication, and other related services.

Evaluation Categories	Overland, Pacific & Cutler, Inc.	Bender Rosenthal, Inc.	Paragon Partners, LTD.	Epic Land Solutions, Inc.
Qualifications, Related Experience and Financial Stability	13	12	9	8
(15 Points)				
Staffing and Personnel/Team Organization	17	16	13	10
(20 Points)				
Project Understanding, Plan, and Approach	21	23	19	15
(25 Points)				
Fees and Expenses (40 Points)	36	34	38	37
Total Points (100 Possible Points)	87	85	79	70

Mr. Purcell indicated that the RFP contemplates the possibility of awarding contracts to either one firm or two firms, with one firm as the primary and the other secondary. Mr. Purcell indicated that after reviewing the results of the evaluation, the Construction Authority's Chief Executive Officer recommends that the Board of Directors award contracts to the two highest scoring firms: Overland, Pacific & Cutler, Inc. as the primary firm and Bender Rosenthal, Inc. as the secondary firm.

Board Member Wapner inquired as to the length of the contract(s). Mr. Purcell indicated that the contracts were for 3 years each.

Board Member Fasana requested time to meet with staff and to review the procurement documents. Board Member Fasana indicated that if the contract was not time-sensitive that it possible be delayed for consideration until the next Board meeting. Mr. Balian indicated that staff would like to get a vendor on board to begin the process or property identification.

Board Member Fasana inquired it the procurement would allow for three vendors instead of two. Mr. Purcell indicated that he would need to check the language but believes it does not and that the Committee strongly recommends the two vendors identified in the report.

Chair Tessitor requested a motion that in response to Request for Proposals (RFP) C2005 Real Property Consulting Services: i. Award Contract to Overland, Pacific & Cutler, Inc. as the primary firm in an amount not to exceed \$300,000 and ii. Award

Contract to Bender Rosenthal, Inc. as the secondary firm in an amount not to exceed \$200,000. Board Member Rodriguez made a motion to approve the item which was seconded by Board Member Pedroza and approved unanimously. Board Member Fasana indicated that he would like to meet with staff to review the procurement process on the item but is in agreement with the Board and votes to approve the item.

d. Receive and File: SCRRA Update

Construction

Board Member Wapner excused himself due to potential conflict as a Board Member on the Metrolink Board.

Mr. Balian provided the Report. Mr. Balian indicated that it is likely that a material risk to the Foothill Gold Line's schedule and budget will arise as a result of SCRRA's involvement in the Project. Mr. Balian indicated that based upon the history of the past several years in working with SCRAA, staff felt it appropriate to notify the Board of such an issue.

Received and filed.

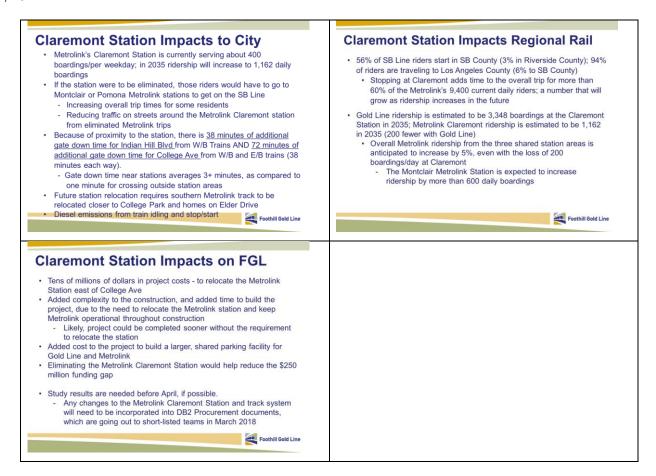
e. Consideration of Metrolink San Bernardino Line Strategic Study (Oral Report)

Board Member Wapner excused himself due to potential conflict.

Mr. Balian introduced the report. Mr. Balian indicated that Supervisor Solis had introduced a motion at the recent Metro Board Meeting study the Metrolink station in Claremont. Mr. Balian indicated that staff would like the study to proceed quickly as the outcome may impact procurement documents that are currently under development.

Mr. Balian invited Lisa Levy Buch, Chief Communications Officer, to provide the report. Ms. Buch indicated that a two-page fact sheet was provided for the Board. Ms. Buch provided as summary of the Study:





Board Member Fasana indicated that Metro staff is currently looking at accelerating the results of the report as well as refining the direction.

Chair Tessitor inquired if the Board would like to consider a motion to support the Solis Motion before the Metro Board to conduct a study of the Metrolink Station in the City of Claremont in an expeditious yet thorough manner. Board Member Pedroza made a motion which was seconded by Board Member Rodriguez; the item was approved unanimously

f. Receive and File: Alignment Aesthetic Update

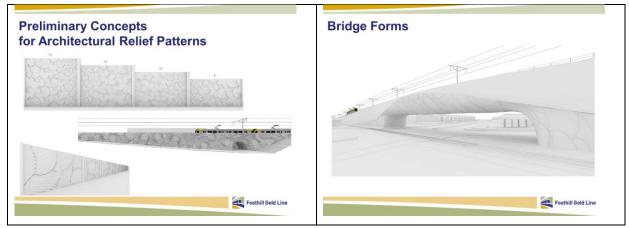
Mr. Balian provided the report. Mr. Balian indicated that a comprehensive design aesthetic for the alignment that can be translated into the major project elements is being developed beyond the station design and public art of the previous two phases.

Mr. Balian indicated that the next phase of the project includes a number of new bridges, miles of soundwalls and retaining walls, parking structures and pedestrian ways and undercrossings to access the station and these elements are a unique opportunity to implement an alignment aesthetic that incorporates a common theme throughout the project. Mr. Balian indicated that specific attempts at implementing such an approach in the construction of phase 1 of the project were initiated too late to be effective given the lead time requirements and pace of activities intrinsic to design/build delivery. Mr. Balian indicated that early in the advanced conceptual engineering of the Glendora to Montclair

phase, staff began identifying key project elements where opportunities for aesthetic treatment were possible, inventorying them and then determining what could be included early into the design/build process that would be a meaningful aesthetic enhancement within the project budget.

Mr. Balian indicated that currently, Michael Maltzan, the project architect, and his team have begun the process of articulating a design aesthetic that could inform the bridge designs, walls and parking structures. Mr. Balian indicated that their research attention has been drawn to the agricultural history and citrus industry that has been an important part of the development of the San Gabriel Valley for over 100 years. Mr. Balian indicated that the team's approach is to adopt an overlay to the project that is not only appropriate to the valley, but also creates a notable identity to the corridor long system that will be used by future generations.

Mr. Balian highlighted some of the initial forms and renderings.



Received and filed.

g. Consideration of a Resolution Approving Certain Refinements to the Azusa to Montclair Segment and Adopting the Fourth Addendum to the Certified Azusa to Montclair Final EIR

Chair Tessitor introduced the item - Resolution 2017-R-04 of Metro Gold Line Foothill Extension Construction Authority, adopting an Addendum pursuant to the California Environmental Quality Act and approving project refinements related to the Gold Line Foothill Extension, from Azusa to Montclair, including various refinements to the project alignment and addition of one grade separated crossing. Chair Tessitor requested a report from staff.

Mr. Balian introduced Chris Burner to provide the report.

Mr. Burner made a presentation regarding the Addendum and proposed Refinements.

Environmental Impact Report (EIR) – Fourth Addendum

- Construction Authority has been meeting with project stakeholders, including corridor cities, regarding these project refinements for the last several years to obtain their input
- Purpose of any EIR addendum is to evaluate any impacts of proposed project refinements in comparison to the Final EIR (FEIR)
 - Addendum is appropriate if: (1) refinements will not result in any new significant impacts beyond those already identified in the FEIR; (2) will not result in substantially more severe impacts than were disclosed in the FEIR; and (3) mitigation measures reported in the FEIR will not be substantially changed.
- Purpose of Fourth Addendum is to investigate various project refinements which are proposed to better serve the project as design has progressed; Addendum is appropriate



EIR Fourth Addendum Modifications

- 1. Modify Glendora parking structure footprint
- Modify pedestrian connection between the Glendora parking structure and Glendora LRT station
- 3. Terminate either Glenwood or Elwood Avenue
- 4. Relocate access to City of Glendora maintenance yard
- 5. Rotate or relocate TPSS #2
- 6. Modify San Dimas parking structure footprint
- 7. Modify flyover at Towne Avenue
- 8. Modify Claremont parking structure height
- 9. Modify layout of Montclair surface parking lot
- 10. Create grade separation at Bonita/Cataract Avenues



Modifications 1 & 2 – Glendora Parking & Ped Undercrossing

- Modifying the Glendora parking structure footprint to include properties to the southeast of the Glendora light rail transit (LRT) station. The total number of available parking spaces would remain the same at 420.
- Modifying the pedestrian connection between the Glendora parking structure and Glendora LRT station from a pedestrian bridge to a pedestrian underpass connecting the northeast corner of the parking structure with the southeast end of the platform.



Modifications 1 & 2 – Glendora Parking & Ped Undercrossing



Modification 3 – Glenwood or Elwood Crossing Closure

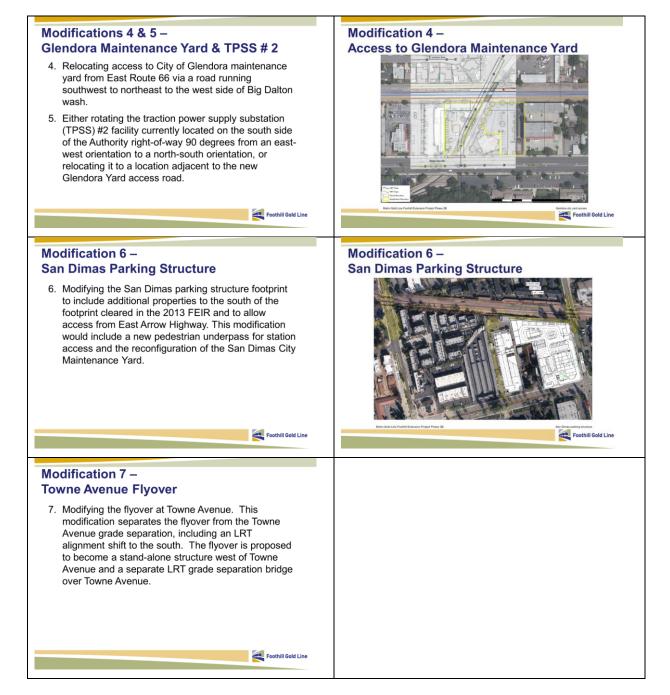
If required by the California Public Utilities
Commission (CPUC), terminating either Glenwood or
Elwood Avenue at both the north and south sides of
the existing track to remove the at-grade crossing in
either location.

Modification 3 – Glenwood or Elwood Crossing Closure





Foothill Gold Line





8. Modifying the parking structure at the Claremont LRT Station to increase the height of 23 feet, as currently described in the 2013 FEIR, to a maximum height of 39 feet. The final height of the building may be less than 39 feet depending on the design and based on the final parking space requirement.

Foothill Gold Line

Modification 8 – Claremont Parking Structure



Foothill Gold Line

Modification 9 – Montclair Parking Lot Layout

9. Modifying the layout of the surface parking lot at Montclair LRT station to make up for parking spaces lost due to the addition of the LRT platform and tracks. In order to maintain the 1,600 available spaces in the 2013 FEIR, an unused area will be converted into a new parking lot. In addition, the bus loop will be reconfigured to the north to accommodate the LRT tracks and platform. The total number of available parking spaces would remain at approximately 1,600.



Modification 9 – Montclair Parking Lot Layout



Foothill Gold

Modification 10 – Bonita/Cataract Grade Separation

10. Creating a grade-separation at the intersection of Bonita Avenue and Cataract Avenue in San Dimas. This modification would involve building a bridge structure over the intersection of Bonita Avenue and Cataract Avenue to allow grade separation of the LRT tracks from the roadway.



Modification 10 – Bonita/Cataract Grade Separation





Chair Tessitor requested if there were any additional public comments on the item besides those made at the start of the meeting.

Ms. Meg McQuade, Pomona Public Works Director requested that Refinement No. 7 be removed from consideration until the City and Staff have completed their discussions.

Chair Tessitor inquired if there were any questions or comments from the Board of Directors.

Board Member Pedroza inquired with regard to the City of San Dimas, if there are some changes that need to occur in the future, such as a parking structure. Mr. Burner indicated that the location of the parking structure is settled and would not be coming back to the Board.

Board Member Pedroza indicated that this process is reminiscent of the Phase 2A where staff and the cities had ongoing dialogue to reach consensus and keep the project moving forward.

Board Member Fasana inquired if any additional addendums were anticipated. Mr. Balian indicated that there was possibly one more. Board Member Fasana indicated it is important to look 20 to 30 years in the future to see what can be.

Chair Tessitor indicated that just as in Phase 2A, Gold Line Staff and the Contractors will work with the cities to make adjustments and address mitigations.

Chair Tessitor requested a motion to approve Resolution 2017-R-04 of Metro Gold Line Foothill Extension Construction Authority, adopting an Addendum pursuant to the California Environmental Quality Act and approving project refinements related to the Gold Line Foothill Extension, from Azusa to Montclair, including various refinements to the project alignment and addition of one grade separated crossing. Board Member Fasana made a motion to approve the item which was seconded by Board Member Pedroza. Chair Tessitor requested the Clerk of the Board to conduct a roll call vote. The Clerk of the Board conducted a roll call vote; Yes – Tessitor, Pedroza, Fasana and Rodriguez; No – None; and Absent – Leon.

h. Receive and File: Monthly Update

Mr. Burner provided the report. Mr. Burner indicated that with regard to progress to date on Phase 2A, staff has held Industry Review Workshop; began work on the Phase 2

Environmental Site Assessment (ESA); began work on the Aerially Deposited Lead (ADL) Investigation; continued internal review of Preliminary Hazard Analysis; continued internal review of Threat & Vulnerability Assessment; continued geotechnical work (completed testing for phase 2 of 3-phase process); continued pothole work; released revised ACE package to Metro, SCRRA, SANBAG, and corridor cities for review; continued design of parking facilities and stations; continued to attend coordination meetings with corridor City staff to discuss project; drafted agreement with Golden State Water and agreed to Funding Agreement and MCA with Metro.

Mr. Burner indicated that with regard to upcoming activities that staff will complete Phase 2 Environmental Site Assessment; complete ADL Investigation; complete geotechnical work; receive approval of the Type Selection for SR-57 and I-210 from Caltrans; complete updated noise and vibration analysis; receive approval of CPUC applications; execute MCAs with Metro, SCRRA, and other third parties and obtain USACE permits.

Item received and filed.

9. General Counsel's Report

None.

10. Board Member Comments

Board Member Fasana indicated that it is important to keep project going; have work cut out for us. Board Member Fasana also indicated that it is important to work with Metro and SCRAA to get the project done.

Board Member Pedroza indicated that the Board, staff and its stakeholders, as they did in Phase 2A will work out differences and keep project on track.

Board Member Bowen indicated that she has made available to the Board, the new Caltrans Mile Marker Magazine which has information on SB1.

Board Member Wapner indicated that Metro, Gold Line and Metrolink all need to work together.

Chair Tessitor indicated that the one thing that remains consistent is the staff's and Board's willingness to work together to address mitigations but to not delay the project which then lead to cost overruns. Chair Tessitor indicated that the "players" in the region need to address the concerns of its citizens with regard to transportation and embrace change

11. Adjournment

Chair Tessitor adjourned the meeting at approximately 9:51 pm.