

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD AT THE LONG BEACH CITY COLLEGE BOARD ROOM, 4901 EAST CARSON STREET, LONG BEACH, CALIFORNIA, ON MARCH 14, 2019 AT 9:30 A.M.

Members present:

Frank Colonna, Port of Long Beach  
Edward Renwick, Port of Los Angeles  
Suzie Price, City of Long Beach

Alternate Members present:

Tony Gioiello, Port of Los Angeles  
Duane Kenagy, Port of Long Beach

Members absent:

Joe Buscaino, City of Los Angeles  
Janice Hahn, Los Angeles County  
Metropolitan Transportation Authority

Also present:

John T. Doherty, ACTA, Chief Executive Officer  
James P. Preusch, ACTA, Chief Financial Officer  
Heather McCloskey, ACTA, Co-General Counsel  
Lauren Misajon, ACTA, Co-General Counsel

VICE CHAIR PRICE PRECIDED AS CHAIR.

The meeting was called to order at 9:45 a.m. Roll call was taken.

CONSENT CALENDAR - ITEM NOS. 1-5

1. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF DECEMBER 13, 2018 – APPROVED.

Minutes of the Regular Meeting of December 13, 2018 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

2. MONTHLY FINANCIAL STATEMENTS FOR THE PERIOD ENDED NOVEMBER 30, 2018 – RECEIVED AND FILED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, recommending that the monthly financial reports for the period ended November 30, 2018, be received and filed, was presented to the Governing Board.

3. PRELIMINARY BUDGET SCHEDULE – FY 2019/2020 – INFORMATION ITEM.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, with a preliminary budget schedule for Fiscal Year 2019/2020, was presented to the Governing Board.

4. LOOK-AHEAD SCHEDULE – REQUEST FOR PROPOSALS FOR ACTA CONTRACTS – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2019, with a look-ahead schedule for the Requests for Proposals that will be issued to re-compete various ACTA contracts for services, was presented to the Governing Board.

5. UPDATE - MAINTENANCE OF WAY SERVICES - REQUEST FOR PROPOSALS – INFORMATION ITEM.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2019, with an update on the Alameda Corridor Maintenance of Way Services Request for Proposals issued on August 15, 2018, was presented to the Governing Board.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 1 be approved and Items No. 2-5 be received and filed. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

6. ALAMEDA CORRIDOR ENGINEERING TEAM – FY20 SUPPORT SERVICES – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, recommending the authorization of staff to include the engagement of the Alameda Corridor Engineering Team (ACET) in the FY20 budget preparation process for ACTA's continued use of ACET's engineering and specialized services, was presented to the Governing Board.

Mr. Doherty provided the Board with background information and the options available for the support services being provided by ACET.

Vice Chair Price asked if staff had a recommendation. Mr. Doherty stated that staff was looking for direction from the Board but extending the existing contract until the remaining SR-47 functions are completed was preferred.

After some discussion, Board Member Renwick made a motion to approve the recommendation to authorize staff to include the engagement of ACET in the FY20 budget preparation process for continued use of ACET's engineering and specialized services. He requested that staff bring back to the Board a plan with costs for the various options. The

motion was seconded by Board Member Colonna that Item No. 6 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

7. ACTA CO-COUNSEL – INCREASE – ANNUAL REIMBURSEMENT – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2019, recommending the authorization of the Chief Executive Officer or Chief Financial Officer to increase reimbursement for each of ACTA's Co-General Counsels from \$125,000 to \$150,000 per year, was presented to the Governing Board.

Vice Chair Price motioned, seconded by Board Member Renwick that Item No. 7 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

8. OCEAN BLUE ENVIRONMENTAL SERVICES, INC. – SECOND AMENDMENT – AGREEMENT NO. C0869 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2019, recommending the approval of the proposed Second Amendment to Agreement No. C0869 with Ocean Blue Environmental Services, Inc. for Emergency Response & Hazardous Waste Management Services in the amount of \$50,000 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 8 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

9. ACTA INSURANCE POLICIES – RENEWAL – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, recommending the authorization of the Chief Financial Officer to: 1) Negotiate and accept the recommendation of Willis Tower Watson (Willis), ACTA's Broker of Record, for placement of required insurance for the period April 15, 2019 through April 14, 2020; and 2) Bind insurance, on behalf of ACTA, in accordance with the recommendation of Willis, was presented to the Governing Board.

The updated Transmittal 1 of Item 9 (2019 Premium Summary and Comparison) was distributed to Board members before discussion of the item. The 2018 Program Premium Summary had been sent with the Board packet.

Mr. Preusch provided an overview of ACTA's insurance needs and bids solicited for insurance coverage. He stated that many of the insurance providers are seeking to increase premiums or decrease benefits. Mr. Preusch also stated that the Directors & Officers Liability provider may involve negotiations, but does think at this time that the coverage will be obtained with a possible increase in premium or lower threshold.

Board Member Colonna expressed concern about the Directors & Officers Liability insurance should coverage not be provided. Board Member Renwick stated that there are other providers for Directors & Officers Liability insurance and ACTA's Broker of Record should seek them out. He asked Co-General Counsel to discuss the potential personal liability for a Board member. Ms. Heather McCloskey responded that she would have to do research. Board Member Renwick asked Co-General Counsel to report back to the Board with information on the matter. Ms. McCloskey stated that she would obtain copies of the coverage and provide an analysis.

Board Member Kenagy motioned, seconded by Board Member Colonna that Item No. 9 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

10. EK, TORRES & MOLINA, INC. – ASSIGNMENT OF AGREEMENT NO. C0866 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, recommending the authorization of the Chief Executive Officer or Chief Financial Officer to execute a "Consent to Assignment and Assumption of Agreement" between the Alameda Corridor Transportation Authority; Ek, Torres & Molina, Inc. (ETMI) and; Courtney Torres Consulting, Inc. (CTCI) by which a) ETMI assigns its right, title and interest to Agreement No. C0866 with ACTA to CTCI; b) CTCI assumes the contract obligations of ETMI; and c) ACTA consents to the assignment and assumption, was presented to the Governing Board.

Vice Chair Price asked whether Courtney Torres was one of the firms currently providing services. Mr. Doherty responded that it was one of the three partners now. Vice Chair Price asked what services the firm provides. Mr. Doherty stated that they provide media relations for ACTA including the development of ACTA's crisis communications plan, updating outreach information, providing advice for media crisis situations and attending the yearly Emergency Drill. Vice Chair Price stated that a press release might be appropriate regarding the collaboration between multiple agencies to address the homeless encampments along the Alameda Corridor and the services being provided. Mr. Doherty stated that Connie Rivera, Director of Government and Community Relations, would coordinate with Courtney Torres and Mike Molina.

Board Member Renwick asked whether the original selection of the firm and the consideration of an assignment were conducted by standard process. Mr. Doherty stated that they were. Mr. Doherty asked if Co-General Counsel wanted to provide additional information. Ms. Misajon confirmed that this is a standard assignment process and the continuity of services are being provided to ACTA.

Board Member Gioiello asked whether an amendment would be necessary to reflect the assignment. Ms. Misajon stated that an amendment and assignment to the agreement would be made to reflect accurate functions for the remaining firms during the term of the contract.

Board Member Colonna motioned, seconded by Board Member Gioiello that Item No. 10 be approved to include an Amendment and Assignment and Assumption of the Agreement between all parties. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

11. BARTEL ASSOCIATES, LLC – AMENDMENT NO. 8 – AGREEMENT NO. C0788 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, recommending the approval of the proposed amendment to Agreement No. C0788 with Bartel and Associates, LLC for actuary services extending the term through December 31, 2019 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Board Member Renwick motioned, seconded by Board Member Kenagy that Item No. 11 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

12. PUBLIC FINANCIAL MANAGEMENT, INC. – AMENDMENT NO. 11 – AGREEMENT NO. C0637 – APPROVED.

Communication from James P. Preusch, Chief Financial Officer, dated March 14, 2019, recommending the approval of the proposed eleventh amendment to Agreement No. C0637 with Public Financial Management, Inc. to extend the term through December 31, 2019 and authorize the Chief Executive Officer or Chief Financial Officer to execute said amendment, was presented to the Governing Board.

Vice Chair Price motioned, seconded by Board Member Colonna that Item No. 12 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

13. IBI GROUP LTD – AMENDMENT NO. 13 – AGREEMENT NOS. C0713 & C0783 – APPROVED.

Communication from John T. Doherty, Chief Executive Officer, dated March 14, 2019, recommending the approval of the two proposed amendments and authorize the Chief Executive Officer and Chief Financial Officer to execute the amendments to two existing contracts with the IBI Group Ltd for services as follows: 1) Agreement No. C0719 – six month term extension through December 31, 2019 with an increase of \$54,863 to be paid in equal monthly amounts for support and maintenance of ACTA's Revenue Assessment and Verification System (RAVS) and ACTA's PierPass Validation System; and 2) Agreement No. C0783 – six-month term extension through December 31, 2019 with an increase of \$180,000 to the contract value for special services and system enhancements, was presented to the Governing Board.

Mr. Doherty presented the benefits of the RAVS system to the revenue collection process as well as the benefits to updating the system before the end of the year.

An updated Transmittal 2 of Item 13 (Thirteenth Amendment to Agreement No. C0783 between the Alameda Corridor Transportation Authority and IBI Group LTD) was distributed to Board members before discussion of the item. A previous version was sent with the Board packet.

Board Member Colonna motioned, seconded by Board Member Renwick that Item No. 13 be approved as recommended. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

14. HOMELESS ENCAMPMENTS ON OR ADJACENT TO THE ALAMEDA CORRIDOR – RECEIVED & FILED.

Communication from Connie Rivera, Director of Government and Community Relations, dated March 14, 2019, with a summary of the activity related to the cleanup and securing of the CP Nadeau site where there was a homeless encampment adjacent to the Alameda Corridor, was presented to the Governing Board.

Mr. Doherty provided an update on the efforts, final outreach activities and final cleanup of the Nadeau Homeless Encampment on January 7, 2019.

The Board thanked staff for all the coordinating efforts with the County Service Providers over the past 15 months to sensitively address this matter.

Board Member Renwick motioned, seconded by Board Member Gioiello that Item No. 14 be received and filed. Carried by the following vote:

AYES: Colonna, Gioiello, Kenagy, Renwick, Price

NOES: None

ABSENT: Buscaino, Hahn

(Vice Chair Price leaves the meeting at 11:15 a.m. and Board Member Colonna chairs the remainder of the meeting)

15. JANUARY 2019 CORRIDOR PERFORMANCE – INFORMATION ITEM.

Mr. Doherty gave an update of Corridor performance statistics including train counts, revenue and cargo volume through January 2019.

9. PUBLIC COMMENT

10. ADJOURNMENT

At 11:18 a.m., the meeting was adjourned sine die.