

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD VIA TELECONFERENCE IN ACCORDANCE WITH THE GOVERNOR'S EXECUTIVE ORDER N-29-20, ON DECEMBER 10, 2020 AT 9:30 A.M.

Members participating via teleconference:

Joe Buscaino, City of Los Angeles
Janice Hahn, Los Angeles County Metropolitan Transportation Authority
Frank Colonna, Port of Long Beach
Mario Cordero, Port of Long Beach
Edward Renwick, Port of Los Angeles

Alternate Members participating via teleconference:

Tony Gioiello, Port of Los Angeles

Members absent:

Suzie Price, City of Long Beach

Also participating via teleconference:

Michael Leue, ACTA, Chief Executive Officer
Kevin Scott, ACTA, Chief Financial Officer
Heather McCloskey, ACTA, Co-General Counsel
Lauren Misajon, ACTA, Co-General Counsel
Maria Melendres, ACTA, Governing Board Secretary

CHAIR BUSCAINO PRESIDED AS CHAIR.

The meeting was called to order at 9:40 a.m. Roll call was taken.

1. CLOSED SESSION

At 9:46 a.m., Chair Buscaino recessed the Governing Board meeting to hold a conference with legal counsel – exposure to litigation. Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9 of the Government Code.

Roll call was taken. The following participated in closed session:

Chair Joe Buscaino; Board Members Janice Hahn, Frank Colonna, Mario Cordero, Edward Renwick and Tony Gioiello; ACTA CEO Michael Leue & CFO Kevin Scott; Co-Counsel Heather McCloskey and Lauren Misajon; Sheila Delshad, Burke, Williams & Sorensen, LLP; Ana Dragin, Office of Councilman Buscaino; and Jocelyn Rivera-Olivas, Office of Supervisor Hahn. Board Secretary Maria Melendres left Closed Session after taking roll call.

At 10:15 a.m., the meeting was again called to order. Ms. Heather McCloskey, ACTA Co-General Counsel, announced there were no reportable actions from closed session.

Roll call was taken.

CONSENT CALENDAR - ITEM NOS. 2-4

2. MINUTES - ACTA GOVERNING BOARD SPECIAL MEETING OF OCTOBER 29, 2020 – RECEIVED AND FILED.

Minutes of the Special Meeting of October 29, 2020 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

3. MONTHLY FINANCIAL REPORTS AS OF SEPTEMBER 30, 2020 – RECEIVED AND FILED.

Communication from Kevin L. Scott, Chief Financial Officer, dated December 10, 2020, recommending that the monthly financial reports as of September 30, 2020, be received and filed, was presented to the Governing Board.

4. ALAMEDA CORRIDOR ENGINEERING TEAM – FY20 CLOSEOUT CHANGE ORDERS 71 & 53 – AGREEMENT NO. 27– APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated December 10, 2020, recommending the authorization of the Chief Executive Officer or Chief Financial Officer to issue Change Orders to Contract Work Orders with the Alameda Corridor Engineering Team for FY20 final adjustment in the aggregate decreased amount of \$163,031, was presented to the Governing Board.

Board Member Hahn motioned, seconded by Board Member Renwick that Item Nos. 2 - 3 be received and filed and Item No. 4 be approved as recommended. Carried by the following vote:

AYES: Buscaino, Colonna, Cordero, Gioiello, Hahn, Renwick

NOES: None

ABSENT: Price

5. AUDIT COMMITTEE REPORT – INFORMATION ITEM.

Communication from Kevin L. Scott, Chief Financial Officer, dated December 10, 2020, recommending that the FY20 Audited Financial Statements and the FY20 Single Audit Report be received and filed, was presented to the Governing Board.

Board Member Renwick provided a report to the board regarding the Audit Committee meeting. Mr. Renwick stated that the results of the FY20 audit were favorable. He added that although 2020 has not been a good year, ACTA was not impacted to the extent anticipated. A loss of \$30 million was anticipated, however, there was a loss of only \$7 million. With ports increasing their volumes, it is hopeful that ACTA's numbers will increase. Mr. Renwick thanked staff for the work done in completing the audit on time and with no issues in the midst of the pandemic

and management changes.

Board Member Hahn thanked Mr. Renwick for chairing the audit committee and for his contributions to the committee. She added that she suggested to staff during the audit committee meeting to look at the possibility of applying to receive CARES funding, which is available to businesses that have been negatively impacted due to COVID-19.

6. PFM FINANCIAL ADVISORS LLC – THIRTEENTH AMENDMENT TO AGREEMENT NO. C0637 – FINANCIAL ADVISORY SERVICES – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated December 10, 2020, recommending the approval of the proposed Thirteenth Amendment to Agreement No. C0637 with PFM Financial Advisors LLC for financial advisory services in order to increase the contract value by \$125,200 and extend the term for six months through June 30, 2022; and authorize the Chief Executive Officer or Chief Financial Officer to execute said agreement, was presented to the Governing Board.

Mr. Kevin Scott provided background information on the item.

Board Member Hahn asked how staff arrived at the \$125,000 contract value. Mr. Scott responded that the contract value was based on the amount of work needed before and after the financing. An item would be brought back to the board for approval of costs for the actual financing.

Board Member Renwick stated that PFM's scope of work is being increased. Also, the firm completed the previous refinancing, and continuity in the next refinancing is important, especially because of the change in ACTA management. He added that time is of the essence given interest rates are low and the refinancing would help avoid port shortfall advances in upcoming years.

Board Member Renwick motioned, seconded by Board Member Colonna that Item No. 6 be approved. Carried by the following vote:

AYES: Buscaino, Colonna, Cordero, Gioiello, Hahn, Renwick

NOES: None

ABSENT: Price

7. OCTOBER 2020 PERFORMANCE REPORT – INFORMATION ITEM.

Mr. Michael Leue gave an update on Corridor performance statistics through October 2020, including the effects of the pandemic.

8. ACTA STAFF SALARY ADJUSTMENTS – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated December 10, 2020, asking the Governing Board to select a salary increase for ACTA staff from 0 to 5% and authorize the Chief Executive Officer to implement salary adjustments for ACTA staff effective January 2021 at the approved amount, was presented to the Governing Board.

Mr. Michael Leue provided background information on the item stating that the item was brought before the board for discussion and approval, as requested at the April 9, 2020 meeting.

Board Member Hahn stated that due to the increase in cargo at the Ports, which benefits ACTA, and the increase approved for the financial advisors, she recommends a 4.5 percent salary increase for ACTA staff.

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

AYES: Buscaino, Colonna, Cordero, Gioiello, Hahn, Renwick

NOES: None

ABSENT: Price

9. PUBLIC COMMENT ON NON-AGENDA ITEMS

There were no requests by the public to address the Governing Board.

10. ADJOURNMENT

At 10:45 a.m., the meeting was adjourned sine die.