

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 MARCH 11, 2021 AT 9:30 A.M.

Members participating via teleconference:

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

Alternate Members participating via teleconference:

Tony Gioiello, Port of Los Angeles
Duane Kenagy, Port 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 9:32 a.m. Roll call was taken.

1. CLOSED SESSION

At 9:35 a.m., Chair Buscaino recessed the Governing Board meeting to hold a conference with Legal Counsel – Personnel Matter, Controller (Gov Code Section 54957).

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

Chair Joe Buscaino; Vice Chair Suzie Prize; Board Members Janice Hahn, Frank Colonna, Edward Renwick, Tony Gioiello and Duane Kenagy; ACTA CEO Michael Leue & CFO Kevin Scott; Co-Counsel Heather McCloskey and Lauren Misajon; Haleh Jenkins, Lewis Brisbois; Ana Dragin, Office of Councilman Buscaino; and Luke Klipp, Office of Supervisor Hahn. Board Secretary Maria Melendres left Closed Session after taking roll call.

At 10:28 a.m., the meeting was again called to order. (Prior to the adjournment of the meeting, Ms. Lauren Misajan, ACTA Co-General Counsel, announced there were no reportable actions from closed session.)

Roll call was taken.

CONSENT CALENDAR - ITEM NOS. 2-6

2. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF DECEMBER 10, 2020 – APPROVED.

Minutes of the Regular Meeting of December 10, 2020 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

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

Communication from Kevin L. Scott, Chief Financial Officer, dated March 11, 2021, recommending that the monthly financial reports as of November 30, 2020, be received and filed, was presented to the Governing Board.

4. PRELIMINARY BUDGET SCHEDULE - FISCAL YEAR 2021/22 – INFORMATION ITEM.

Communication from Kevin L. Scott, Chief Financial Officer, dated March 11, 2021, providing a preliminary budget schedule, including budget preparation, review and approval dates, was presented to the Governing Board.

5. RESOLUTION NO. JPA 21-1 APPOINTING CEO AS AUTHORITY ENGINEER – APPROVED.

Communication from Heather M. McCloskey, ACTA Co-General Counsel and Lauren Misajon, ACTA Co-General Counsel, dated March 11, 2021, recommending the approval of the proposed Resolution No. JPA 21-1 appointing ACTA's Chief Executive Officer, Michael C. Leue, P.E., as Authority Engineer, was presented to the Governing Board.

6. 2021 EMERGENCY DRILLS – INFORMATION ITEM.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, with information regarding the annual Emergency Field Exercise to enable local fire departments and other emergency responders located along the Corridor to provide training to their personnel, was presented to the Governing Board.

Board Member Hahn motioned, seconded by Board Member Colonna that Item Nos. 2 & 5 be approved as recommended and Item Nos. 3, 4 & 6 be received and filed. (Roll call for the Consent Calendar was taken prior to the adjournment of the meeting.) Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick
NOES: None

ABSENT: None

7. DECEMBER 2020 CORRIDOR PERFORMANCE – INFORMATION ITEM.

Mr. Michael Leue gave an update on Corridor performance statistics through December 2020, including the minimal effects of the pandemic to ACTA.

Mr. Kevin Scott provided additional comments. He stated that a letter of Shortfall Advance would be distributed later in March 2021 indicating no shortfall advance will be required in fiscal year 2021; also, no shortfall advance is anticipated to be required to pay the October 1, 2021 bond payment. Refinancing is being pursued to avoid shortfall advances for the years 2022 – 2025, and a subsequent refinancing will be considered for the years 2025-2032.

8. ACTA INVESTMENT POLICY – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated March 11, 2021, recommending that the Board reconfirm the ACTA Investment Policy for non-board funds, was presented to the Governing Board.

Board Member Hahn motioned, seconded by Board Member Colonna that Item No. 8 be approved as recommended. (Roll call for Item No. 8 was taken prior to the adjournment of the meeting.) Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick
NOES: None
ABSENT: None

9. RENEWAL OF INSURANCE COVERAGE FOR 2021-2022 – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated March 11, 2021, recommending that the Board authorize the Chief Financial Officer to: 1) negotiate and accept the recommendations of Willis Towers Watson (Willis), ACTA's Broker of Record, for placement of required insurance for the period of April 15, 2021 through April 14, 2022; and 2) bind insurance, on behalf of ACTA, in accordance with the recommendations of Willis, was presented to the Governing Board.

Board Member Hahn asked what factors were considered in the increase of the premium 10-15%. Mr. Scott responded that it is an increase in the market across all sectors.

Board Member Hahn motioned, seconded by Board Member Colonna that Item No. 9 be approved as recommended. (Roll call for Item No. 9 was taken prior to the adjournment of the meeting.) Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick
NOES: None
ABSENT: None

10. ALAMEDA CORRIDOR DISPATCHING AGREEMENT – EIGHTH AMENDMENT – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, recommending the approval of the Eighth Amendment to the Alameda Corridor Dispatching Agreement and authorization of the Chief Executive Officer to execute the amendment extending the term of the Alameda Corridor Dispatching Agreement between ACTA, the BNSF Railway Company, and Union Pacific Railroad Company, for up to six months through October 14, 2021, was presented to the Governing Board.

Board Member Hahn expressed concern with Union Pacific's reluctance to relinquish dispatching to BNSF. Chair Buscaino stated that a mediator may be necessary to assist in the issue. Mr. Tony Gioiello added that when the Notice of Mutual Agreement was brought forth for approval, the Port of Los Angeles was not in favor of the switch-off due to the congestion at the ports and the challenges involved in the transition. He stated that Executive Director Gene Seroka continues to be involved in high level meetings with the railroads to assist in facilitating the agreement.

Board Member Hahn asked whether the original Use & Operating Agreement required that the railroads switch-off dispatching every five years. Co-Counsel Heather McCloskey clarified that there was no five-year rotational term in the Use & Operating Agreement for dispatching between the railroads but that it happened naturally in the course of their relationship. She added that, if the agreement is not extended, ACTA will lose the contractual liability coverage provided by the railroads as the dispatchers under the Dispatching Agreement and that it could be a breach of the Use & Operating Agreement by ACTA to refuse to accept the direction of the four parties to enter into the amendment.

Board Member Hahn motioned, seconded by Board Member Colonna that Item No. 10 be approved as recommended. (Roll call for Item No. 10 was taken prior to the adjournment of the meeting.) Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick

NOES: None

ABSENT: None

11. ALAMEDA CORRIDOR POLICE AND SECURITY SERVICES AGREEMENT – EIGHTH AMENDMENT – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, recommending the approval of the Eighth Amendment to Corridor Police and Security Services Agreement and authorization of the Chief Executive Officer to execute the amendment extending the term of the Alameda Corridor Police and Security Services Agreement between ACTA, the BNSF Railway Company, and Union Pacific Railroad Company, for up to six months through October 14, 2021, was presented to the Governing Board.

Vice Chair Price motioned, seconded by Board Member Kenagy that Item No. 11 be approved as recommended. (Roll call for Item No. 11 was taken prior to the adjournment of the meeting.) Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick
NOES: None
ABSENT: None

12. RESOLUTION NO. JPA 21-2 – FOURTH AMENDMENT TO CALTRANS COOPERATIVE AGREEMENT NO. 07-4872 FOR SEGMENT 1 OF SR-47 PROJECT – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, recommending: 1) the adoption of Resolution No. JPA 21-2 approving Amendment No. 4 to District Agreement No. 07-4872 with the California Department of Transportation, increasing the not-to-exceed budget for ROW support services to be provided by ACTA during and after the construction of Segment 1 of the SR-47 Project; and 2) the authorization of the Chief Executive Officer to execute the amendment, was presented to the Governing Board.

Vice Chair Price motioned, seconded by Board Member Hahn that Item No. 12 be approved as recommended. (Roll call for Item No. 12 was taken prior to the adjournment of the meeting). Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick
NOES: None
ABSENT: None

13. EARTH MECHANICS, INC. – CHANGE ORDER NO. 19 TO AGREEMENT NO. C0764 – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, recommending the approval of the proposed change order to Agreement No. C0764 with Earth Mechanics, Inc. to extend the term through December 31, 2022; and authorization of the Chief Executive Officer or Chief Financial Officer to execute said change order, was presented to the Governing Board.

Board Member Hahn motioned, seconded by Board Member Colonna that Item No. 13 be approved as recommended. (Roll call for Item No. 13 was taken prior to the adjournment of the meeting). Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick
NOES: None
ABSENT: None

14. AECOM TECHNICAL SERVICES, INC. – CHANGE ORDER NO. 27 TO AGREEMENT NO. E0807 – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, recommending the approval of the proposed change order to Agreement No. E0807 with AECOM Technical Services, Inc. to extend the contract term for an additional eighteen

months through December 31, 2022 in order to complete the required design support services, and authorization of the Chief Executive Officer or Chief Financial Officer to execute said change order, was presented to the Governing Board.

Vice Chair Price asked when the contract was given to AECOM for these services. Mr. Leue responded that the contract was established in 2011. Vice Chair Price stated she wanted to establish the contract pre-dates Mr. Leue joining ACTA.

Board Member Renwick recused himself from voting due to a conflict of interest.

Board Member Hahn motioned, seconded by Vice Chair Price that Item No. 14 be approved as recommended. Roll call was taken. Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price

NOES: None

ABSENT: None

15. COMET ELECTRONICS, LLC – PURCHASE ORDER – PROCUREMENT OF UPGRADED AUTOMATIC EQUIPMENT IDENTIFICATION (AEI) READERS – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated March 11, 2021, recommending the approval of a sole source procurement in the amount of \$111,545 plus a \$13,455 contingency to Comet Electronics, LLC for materials and services to upgrade 18 existing AEI Readers on the Corridor and authorization of the Chief Executive Officer or Chief Financial Officer to execute the purchase order, was presented to the Governing Board.

Board Member Colonna motioned, seconded by Vice Chair Price that Item No. 15 be approved as recommended. (Roll call for Item No. 15 was taken prior to the adjournment of the meeting). Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick

NOES: None

ABSENT: None

16. ALAMEDA CORRIDOR ENGINEERING TEAM – FY21 SUPPORT SERVICES – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer and Kevin L. Scott, Chief Financial Officer, dated March 11, 2021, recommending that the Board authorize staff to include the engagement of the Alameda Corridor Engineering Team in the FY22 budget preparation process for ACTA's continued use of ACET's engineering and specialized services, was presented to the Governing Board.

Vice Chair Price motioned, seconded by Chair Buscaino that Item No. 16 be approved as recommended. Roll call was taken. Carried by the following vote:

AYES: Buscaino, Colonna, Gioiello, Hahn, Kenagy, Price, Renwick

NOES: None
ABSENT: None

17. PUBLIC COMMENT ON NON-AGENDA ITEMS

Mr. Leue informed the Governing Board that ACTA has a new website that was just launched. He added that a news release would be distributed regarding the new website. And, that ACTA was also now on LinkedIn and asked members to follow ACTA, if they used the platform.

18. ADJOURNMENT

At 11:00 a.m., the meeting was adjourned sine die.