

MINUTES OF A REGULAR MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD ON AUGUST 12, 2021 AT 9:30 A.M. VIA TELECONFERENCE IN ACCORDANCE WITH THE GOVERNOR'S EXECUTIVE ORDER N-08-21.

Members participating via teleconference:

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
Mary Zendejas, City of Long Beach

Members absent:

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

Also participating via teleconference:

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

BOARD MEMBER COLONNA PRESIDED AS CHAIR.

The meeting was called to order at 9:35 a.m. Roll call was taken.

REPORTS

1. JUNE 2021 CORRIDOR PERFORMANCE

Mr. Michael Leue gave an update on Corridor performance statistics through June 2021. He stated that revenue has increased 40% since June 2020. The percentage of TEU's moving through the Corridor has increased 50%. He added that the disparity between revenue and TEU is due to the empty containers that do not generate the same revenue that a loaded container generates. Revenue performance for calendar year to date on the Corridor has consistently increased since 2019. If the trend continues, 2021 is on track to a record-breaking year in revenue performance for the Corridor. Mr. Leue added that the COVID-19 pandemic did not contribute to a big dip in revenue compared to the 2008 worldwide recession and the 2015 ports labor dispute and there has been a greater rebound. Mr. Leue also provided an update on short-haul rail. He stated that previous studies to evaluate the feasibility of short-haul rail have been collected and reviewed. Mr. Leue presented the opportunities, challenges and next steps for short-haul rail.

(Board Member Mary Zendejas joined the meeting at 9:45 a.m.)

CONSENT AGENDA – ITEM NO. 2-3

2. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF JUNE 10, 2021 – APPROVED.

Minutes of the Regular Meeting of June 10, 2021 of the Governing Board of the Alameda Corridor Transportation Authority were presented to the Governing Board.

3. MONTHLY FINANCIAL REPORTS AS OF MAY 31, 2021 – RECEIVED AND FILED.

Communication from Kevin L. Scott, Chief Financial Officer, dated August 12, 2021, recommending that the monthly financial reports as of May 31, 2021, be received and filed, as presented to the Governing Board.

Board Member Renwick asked for clarification on the cash flow year to date as of May 31, 2021. Mr. Kevin Scott responded that he would look into it and get back to him.

Board Member Renwick motioned, seconded by Board Member Zendejas that Item No. 2 be approved and Item No. 3 received and filed. Roll call was taken and carried by the following vote:

AYES: Colonna, Cordero, Gioiello, Renwick, Zendejas

NOES: None

ABSENT: Buscaino, Hahn

REGULAR AGENDA – ITEM NOS. 4-7

4. J.P. MORGAN SECURITIES LLC, RBC CAPITAL MARKETS, GOLDMAN SACHS & CO. LLC, SIEBERT WILLIAMS SHANK & CO. AND SAMUEL A. RAMIREZ & COMPANY, INC. – UNDERWRITING SERVICES – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated August 12, 2021, recommending the approval of a team of investment banking firms selected from ACTA's previously Board-approved Underwriter Pool to undertake a negotiated sale in conjunction with the issuance of the ACTA 2022 Refunding Revenue Bonds, was presented to the Governing Board.

Board Member Renwick motioned, seconded by Board Member Gioiello that Item No. 4 be approved as recommended. Roll call was taken and carried by the following vote:

AYES: Colonna, Cordero, Gioiello, Renwick, Zendejas

NOES: None

ABSENT: Buscaino, Hahn

5. ACTA OFFICERS AND EMPLOYEE PUBLICLY AVAILABLE PAY SCHEDULE — APPROVED AND ADOPTED.

Communication from Michael C. Leue, Chief Executive Officer, dated August 12, 2021, recommending the approval and adoption of the Publicly Available Pay Schedule for ACTA's Officers and Employees effective July 1, 2021, as presented to the Governing Board.

Board Member Renwick stated that Controller functions are separate from the Chief Financial Officer to provide oversight of Accountant and separate authorities to oversee the finances. He asked whether the recommended positions, which remove the Controller, ensure the required oversight. Mr. Leue responded that the Principal Accountant would be responsible for the oversight of Staff Accountant and would fill that requirement previously fulfilled by the Controller.

Board Member Renwick motioned, seconded by Board Member Zendejas that Item No. 5 be approved and adopted. Roll call was taken and carried by the following vote:

AYES: Colonna, Cordero, Gioiello, Renwick, Zendejas

NOES: None

ABSENT: Buscaino, Hahn

6. RAILWORKS TRACK SERVICES, INC. – REPLACEMENT OF MAINTENANCE CONTRACT MANAGER – AGREEMENT NO. C0885 – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated August 12, 2021, recommending the approval of Josh McCormick as the new RailWorks Maintenance Contract Manager under Agreement No. C0885 with RailWorks Track Services, Inc., as presented to the Governing Board.

Board Member Cordero motioned, seconded by Board Member Renwick that Item No. 6 be approved as recommended. Roll call was taken and carried by the following vote:

AYES: Colonna, Cordero, Gioiello, Renwick, Zendejas

NOES: None

ABSENT: Buscaino, Hahn

7. DOLORES YARD CROSSOVER PROJECT – MOA WITH UP, BNSF, POLA AND POLB – PROJECT CATEGORICALLY EXEMPT FROM CEQA – TABLED.

Communication from Michael C. Leue, Chief Executive Officer, dated August 12, 2021, recommending that the Board: (1) find the Dolores Yard Crossover Project categorically exempt from the requirements of the California Environmental Quality Act (CEQA) under Section 15301, Section 15302, Section 15303, Section 15304 and Section 15311 of the State CEQA Guidelines; (2) approve the Project Memorandum of Agreement (MOA) among the City of Los Angeles Harbor Department (POLA), the City of Long Beach Harbor Department (POLB), Union Pacific Railroad Company (UP), BNSF Railway Company (BNSF) and ACTA; (3) authorize ACTA's CEO to execute and the Governing

Board Secretary to attest to the MOA on behalf of the Governing Board; and (4) authorize ACTA's CEO to file the Notice of Exemption (NOE) with the County of Los Angeles, was presented to the Governing Board.

Public Comment received from Gina Martinez, Chair, Wilmington Neighborhood Council for Item 7:

My name is Gina Martinez, and I am the chair of the Wilmington Neighborhood Council. I am respectfully requesting that agenda item 7 be tabled until the concerns of the stakeholders of Wilmington be addressed. We are disappointed that Union Pacific, BNSF, The Port of Los Angeles the City of Long Beach Harbor Department or ACTA has reached to see how this project will affect our stakeholders. Due to trains, trucks, and port activities in the proposed areas where there are numerous environmental issues and hazards, we find it hard to understand why our community was not included in the conversation when it came to this project. Our stakeholders are the ones who have to ultimately live with the decisions that are made here. There is already an overabundance of trucks that go through the Residential Area of Drumm Avenue as there is no proper truck route. The Port of Long Beach is already wishing to expand into Wilmington with the Pier B project, and now the Dolores Yard Crossover. All these projects will be within a few blocks of each other. It is difficult for us to reconcile how these projects are continuously being pushed through so close to our residences without the cumulative effects these projects have on our community being taken into consideration. The community of Wilmington has always been a good neighbor to the ports, the railroad, and the moving of cargo. It is time for those entities to be good neighbors to us and address our concerns. We have been waiting for a response from the Port of Long Beach since May to address some of our concerns. If entities are requesting to be able to generate revenue in our community at the very least, we should have our questions answered and if need be, have proper mitigation. Please table this item until our issues can be properly addressed.

Mr. Leue stated that legal process was followed under CEQA, however, community outreach was not conducted. He added that the project has benefits to the Wilmington community, but the benefits were not communicated to the community. Mr. Leue stated that there are misunderstandings in the public comment in regards to the project due to the lack of outreach.

Board Member Renwick stated that the Neighborhood Council may not understand the project and the benefits. He recommended tabling the item until the next meeting and asked that ACTA staff provide information to the Neighborhood Council.

Acting Chair Colonna asked if there was a timeline for the project. Mr. Leue responded that Union Pacific has been working on the project for a long time and are waiting for this approval, however, one more month will not be a hindrance. He added that the public comment indicates a misunderstanding of the project and it would be appropriate to provide clarifying information to the Neighborhood Council.

Acting Chair Colonna stated that Item 7 would be tabled until the next ACTA Governing Board meeting and that ACTA staff will reach out to the Neighborhood Council to provide accurate information on the Dolores Yard Crossover Project.

D. PUBLIC COMMENT ON NON-AGENDA ITEMS

None

E. CLOSED SESSION

None

F. ADJOURNMENT

At 10:20 a.m., the meeting was adjourned sine die.