

MINUTES OF A SPECIAL MEETING OF THE ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY GOVERNING BOARD HELD ON FEBRUARY 24, 2023 AT 3:30 P.M. VIA TELECONFERENCE IN ACCORDANCE WITH ASSEMBLY BILL NO. 361 SIGNED BY GOVERNOR NEWSOM ON SEPTEMBER 16, 2021 AS GOVERNMENT CODE SECTION 54953(e)(1)

A. ROLL CALL

Members participating via teleconference:

- Michael Cano, Los Angeles County Metro
- Frank Colonna, Port of Long Beach
- Mario Cordero, Port of Long Beach
- Tim McOsker, City of Los Angeles
- Edward Renwick, Port of Los Angeles

Alternate Members participating via teleconference:

- Tony Gioiello, Port of Los Angeles

Members absent:

- Suely Saro, City of Long Beach

Also participating via teleconference:

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

B. OPENING STATEMENT

CHAIR MCOSKER PRESIDED AS CHAIR.

The meeting was called to order at 3:33 p.m. The opening statement was read into the record.

C. AGENDA ITEMS

Reports

1. DECEMBER 2022 CORRIDOR PERFORMANCE

Michael Leue presented the Corridor performance statistics through December 2022.

(Board Member Cordero joined the meeting at 3:46 p.m.)

Regular Agenda

2. MINUTES - ACTA GOVERNING BOARD REGULAR MEETING OF FEBRUARY 2, 2023 – APPROVED.

Minutes of the Regular Meeting of February 2, 2023, of the Governing Board of the Alameda Corridor Transportation Authority, were presented to the Governing Board.

No public comment was received on Item No. 2.

Board Member Renwick motioned, seconded by Board Member Cano that the minutes of the February 2, 2023, Regular Meeting of the Alameda Corridor Transportation Authority be approved as submitted. Roll call was taken and carried by the following vote:

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

3. ACTA INVESTMENT POLICY – NON-BOND FUNDS – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated February 24, 2023, requesting the approval of the Alameda Corridor Transportation Authority Investment Policy for non-bond funds, was presented to the Governing Board.

No public comment was received on Item No. 3.

Board Member Cordero motioned, seconded by Board Member Gioiello that Item No. 3 be approved as recommended. Roll call was taken and carried by the following vote:

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

4. 2023-2024 RENEWAL OF INSURANCE COVERAGE – INFORMATION.

Communication from Kevin L. Scott, Chief Financial Officer, dated February 24, 2023, with information on the current insurance policies needed to be renewed effective April 15, 2023, was presented to the Governing Board.

No public comment was received on Item No. 4.

5. JINJI LLC – ON-CALL HUMAN RESOURCES HOTLINE SERVICES – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated February 24, 2023, recommending the approval of an agreement with Jinji LLC for an on-call human resources hotline service in an amount not to exceed \$36,000 for a three-year term and authorization of the Chief Executive Officer or his designee to execute the agreement, was presented to the Governing Board.

No public comment was received on Item No. 5.

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

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

6. FOSTER & FOSTER CONSULTING ACTUARIES, INC. FROM BARTEL ASSOCIATES, LLC – CONSENT TO ASSIGNMENT – AGREEMENT NO. C0788 – APPROVED.

Communication from Kevin L. Scott, Chief Financial Officer, dated February 24, 2023, recommending the approval of the proposed Consent to Assignment and Assumption of Agreement No. C0788 between the Alameda Corridor Transportation Authority and Bartel Associates, LLC to Foster & Foster Consulting Actuaries, Inc. and authorization of the Chief Executive Officer or his designee to execute the said agreement, was presented to the Governing Board.

No public comment was received on Item No. 6.

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

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

7. PACIFIC RAILWAY ENTERPRISES, INC. – FIRST AMENDMENT TO AGREEMENT C0889 – SIGNAL DESIGN SERVICES – INFORMATION.

Communication from Michael C. Leue, Chief Executive Officer, dated February 24, 2023, recommending the approval of the First Amendment to Agreement No. C0889 with Pacific Railway Enterprises, Inc., for additional compensation in the amount of \$125,000 for the continuation of signal design services and the authorization of the Chief Executive Officer or his designee to execute the amendment, was presented to the Governing Board.

No public comment was received on Item No. 7.

Board Member Cordero motioned, seconded by Board Member Renwick that Item No. 7 be approved as recommended. Roll call was taken and carried by the following vote:

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

8. RAILWORK TRACK SERVICES, LLC – CONTRACT TASK ORDER NO. 7, REVISION 1 TO AGREEMENT C0855 – UNION PACIFIC DOLORES YARD CROSSOVER PROJECT – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated February 24, 2023, recommending the approval of Contract Task Order (CTO) No. 7, Revision 1 under Agreement No. C0885 with RailWorks Track Services, LLC, in the amount of \$494,000 for additional construction services on the UP Dolores Yard Crossover Project and the authorization of the Chief Executive Officer or his designee to execute the CTO, was presented to the Governing Board.

No public comment was received on Item No. 8.

Board Member Renwick motioned, seconded by Board Member Cordero that Item No. 8 be approved as recommended. Roll call was taken and carried by the following vote:

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

9. CITY OF LONG BEACH HARBOR DEPARTMENT – REIMBURSEMENT AGREEMENT – PIER B ON-DOCK RAIL SUPPORT FACILITY PROJECT – APPROVED AS AMENDED.

Communication from Michael C. Leue, Chief Executive Officer, dated February 24, 2023, recommending the approval of a Reimbursement Agreement with the City of Long Beach Harbor Department (POLB) to cover ACTA expenditures for legal, environmental review, engineering and flagging services associated with POLB's Pier B On-Dock Rail Support Facility and authorize the Chief Executive Officer or his designee to execute the Agreement, was presented to the Governing Board.

Mr. Michael Leue requested a floor amendment to revise the language of Transmittal 1-Agreement between ACTA and the City of Long Beach providing certain changes in *Section II-POLB Reimbursement of ACTA Costs* as shown in the redline of the Agreement. (attached)

No public comment was received on Item No. 9.

Board Member Gioiello motioned, seconded by Board Member Renwick that Item No. 9 be approved as amended. Roll call was taken and carried by the following vote:

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

10. DUDEK – CEQA CONSULTING SERVICES – PORT OF LONG BEACH PIER B ON-DOCK RAIL SUPPORT FACILITY ENVIRONMENTAL IMPACT REPORT – APPROVED.

Communication from Michael C. Leue, Chief Executive Officer, dated February 24, 2023, recommending the approval of an Agreement with Dudek in the amount of \$50,000 and a one-year term for CEQA Consulting Services to review the Port of Long Beach Pier B On-Dock Rail Support Facility Project Environmental Impact Report and authorization of the Chief Executive Officer or his designee to execute the agreement, was presented to the Governing Board.

No public comment was received on Item No. 10.

Board Member Gioiello motioned, seconded by Board Member Renwick that Item No. 10 be approved as recommended. Roll call was taken and carried by the following vote:

AYES: Cano, Cordero, Gioiello, McOsker, Renwick

NOES: None

ABSENT: Colonna, Saro

D. PUBLIC COMMENT ON NON-AGENDA ITEMS

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

E. CLOSED SESSION

None

ADJOURNMENT

At 4:23 p.m., the meeting was adjourned sine die.

TRANSMITTALS

Transmittal 1 – ACTA/POLB Pier B Reimbursement Agreement-Redline Item 9 Floor Amendment

3. As set forth below ACTA shall perform ACTA's Work by its own forces and its contractors (which contractors may include legal and CEQA consultants, ACET, RailWorks Track Services, Inc., and Pacific Railway Enterprises, Inc.).

II. POLB Reimbursement of ACTA Costs

1. As described in Exhibit A, POLB shall reimburse ACTA one hundred percent (100%) of the actual costs and expenses incurred by ACTA with respect to ACTA's Work, including a fifteen percent (15%) Administrative Overhead charge.

2. The total estimated budget for [this Agreement](#) is One Hundred Sixty-one Thousand Dollars (\$161,000) (["Total Budget"](#)), which is broken down as follows: (i) [ACTA's Work as set forth in Exhibit A is One Hundred Forty Thousand Dollars \(\\$140,000\)](#), plus (ii) [Twenty-One Thousand Dollars \(\\$21,000\) for the Administrative Overhead charge referenced in Section II, Paragraph 1](#). Any increase in the estimated [Total Budget](#) shall be evidenced in the manner set forth in Paragraph 3 of this Section.

3. During the term of this Agreement, ACTA shall provide POLB with periodic updates (but no less than monthly) with respect to any anticipated or proposed changes to the [Total Budget](#) or schedule of ACTA's Work. Any revised cost estimates exceeding 10% of the then current [Total Budget](#) shall be agreed upon by ACTA's Chief Executive Officer and POLB's Executive Director and added as an exhibit to this Agreement, without further approval of their respective governing boards. Such exhibits shall be labeled as "Exhibit A-1" (and so on numerically), dated, and added to Exhibit A of this Agreement. Such revised exhibit(s) shall not otherwise require a written amendment to this Agreement, except however, a written amendment approved by their respective governing boards will be required if and when the [Total Budget](#) increase exceeds 25% of the original [Total Budget](#) set forth in Paragraph 2 of this Section (i.e., [Total Budget](#) increase exceeding \$40,250).

4. The maximum amount payable under this Agreement, unless modified by written amendment, shall be Two Hundred and One Thousand Two Hundred Fifty Dollars (\$201,250).

5. On a monthly basis, ACTA shall submit invoice(s) and supporting documentation of ACTA's Work completed in the prior month, or in the case of subcontractors their invoices received in the prior month, to POLB for reimbursement. The invoices and supporting documentation shall contain sufficient detail and clarity to indicate the portions of ACTA's Work that were completed during the invoicing period.

6. Within forty-five (45) days of receipt of any invoice from ACTA, POLB shall tender payment in full to ACTA.

7. ACTA shall submit a final reconciled invoice to POLB within 180 days after the completion of ACTA's Work. The final billing shall be in the form of an itemized statement of the total costs for ACTA's Work, less amounts covered by advance