

A G E N D A

SPECIAL MEETING

Governing Board of the Alameda Corridor Transportation Authority

Meeting Date:	April 6, 2023
Time:	10:00 A.M.
Location:	Port of Los Angeles Harbor Administration Building 425 S. Palos Verdes Street San Pedro, California 90731

Conference Call Line will be available to enable the public to listen to the meeting. No Public Comments will be accepted via the conference call line.	Dial: (562) 342-1138 Participant Pin: 2178101#
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Public Comments about Agenda Items can be made in person during the live meeting at the meeting location or submitted via email.	Email: PublicComment@acta.org Sender's name and contact information are appreciated.
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A. ROLL CALL


B. OPENING STATEMENT

Persons in the audience who wish to address the Governing Board on any agenda item are invited to identify themselves when that agenda item is called. Persons wishing to address the Governing Board on an item not on the agenda but within the subject matter jurisdiction of the Board should ask to be recognized during the agenda item entitled "Public Comment on Non-Agenda Items". Each public speaker will be limited to three minutes to comment on each agenda item.

Members of the public may listen to the meeting using the conference call number set forth on the agenda. No Public Comments will be accepted via the conference call line.

Any public comment received by email prior to the agenda item being called will be read into the record, limited to three minutes; any email received after an item has been considered by the Governing Board, but before the end of the meeting will be included in the minutes of the meeting, limited to one page.

The Governing Board may consider and act upon items as set forth on the agenda. Ordinarily, the Governing Board will not act on any matter which does not appear on the published agenda.



C. AGENDA ITEMS**Reports:**

1. INFORMATION January 2023 Performance Report
2. INFORMATION on 2023 Annual Emergency Response Exercise

Consent Agenda:

3. APPROVE Minutes of the February 24, 2023, Special Board Meeting of the Alameda Corridor Transportation Authority
4. RECEIVE AND FILE Financial Reports for January 2023

Regular Agenda:

5. APPROVE Caltrans Service Contract 07R399 in the not to exceed amount of \$47,783 and a term of five years for Flagging Services and Project Oversight in Support of Caltrans' Bridge Railings Replacement of the Anaheim Overhead
6. APPROVE Contract Task Order No. 9 to Agreement No. C0885 with RailWorks Track Services, LLC for Flagging Services
7. APPROVE Amendment No. 2 to Agreement No. C0868 with Tetra Tech, Inc. for Environmental Site Assessment & Restoration Services
8. APPROVE 2023-2024 Renewal of Insurance Coverage
9. INFORMATION on ACTA Organization Transition
10. INFORMATION on Preliminary Budget for Fiscal Year 2024

D. PUBLIC COMMENT ON NON-AGENDA ITEMS**E. CLOSED SESSION**

NONE

ADJOURNMENT

As a covered entity under Title II of the Americans with Disabilities Act, the Alameda Corridor Transportation Authority (ACTA) does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities. Sign language interpreters, assistive listening devices, and translation services may be provided. To ensure availability, 72-hour advance notice is required. Contact the ACTA Office at (562) 247-7777.

Item 1

Performance Report January 2023

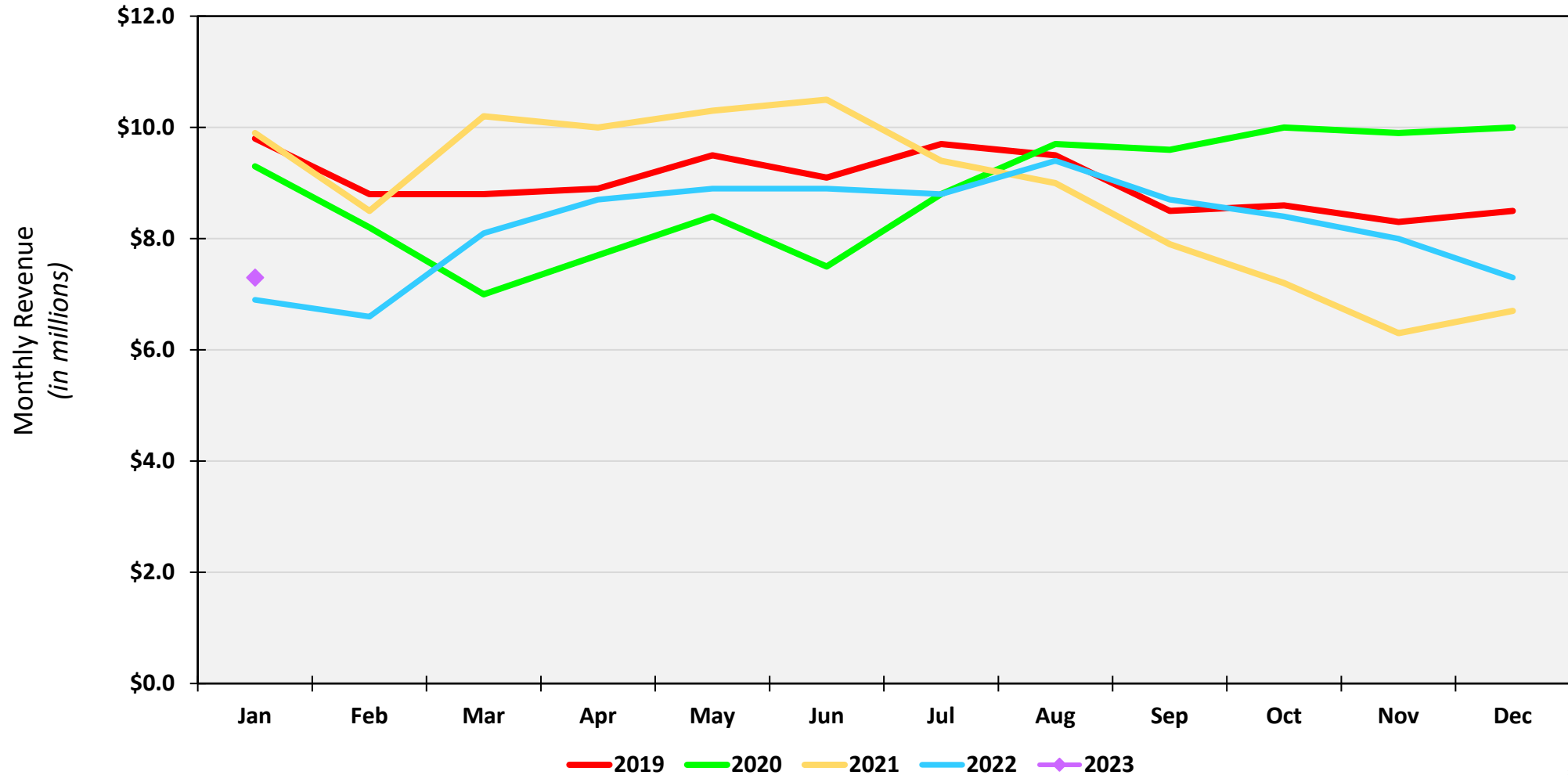
Port Container Throughput (TEUs) – January 2023

	POLA		POLB		Combined	
	Jan-23	%Change*	Jan-23	%Change*	Jan-23	%Change*
Imports	372,040	-12.9%	263,394	-32.3%	635,434	-22.2%
Exports	102,723	2.5%	105,623	-14.2%	208,346	-6.7%
Total Loaded	474,763	10.0%	369,017	-28.0%	843,780	-18.9%
Empty	251,251	-25.7%	204,756	-29.0%	456,007	-27.2%
Total	726,014	-16.1%	573,773	-28.4%	1,299,787	-22.0%
	YTD	%Change*	YTD	%Change*	YTD	%Change*
Imports	372,040	-12.9%	263,394	-32.3%	635,434	-22.2%
Exports	102,723	2.5%	105,623	-14.2%	208,346	-6.7%
Total Loaded	474,763	10.0%	369,017	-28.0%	843,780	-18.9%
Empty	251,251	-25.7%	204,756	-29.0%	456,007	-27.2%
Total	726,014	-16.1%	573,773	-28.4%	1,299,787	-22.0%

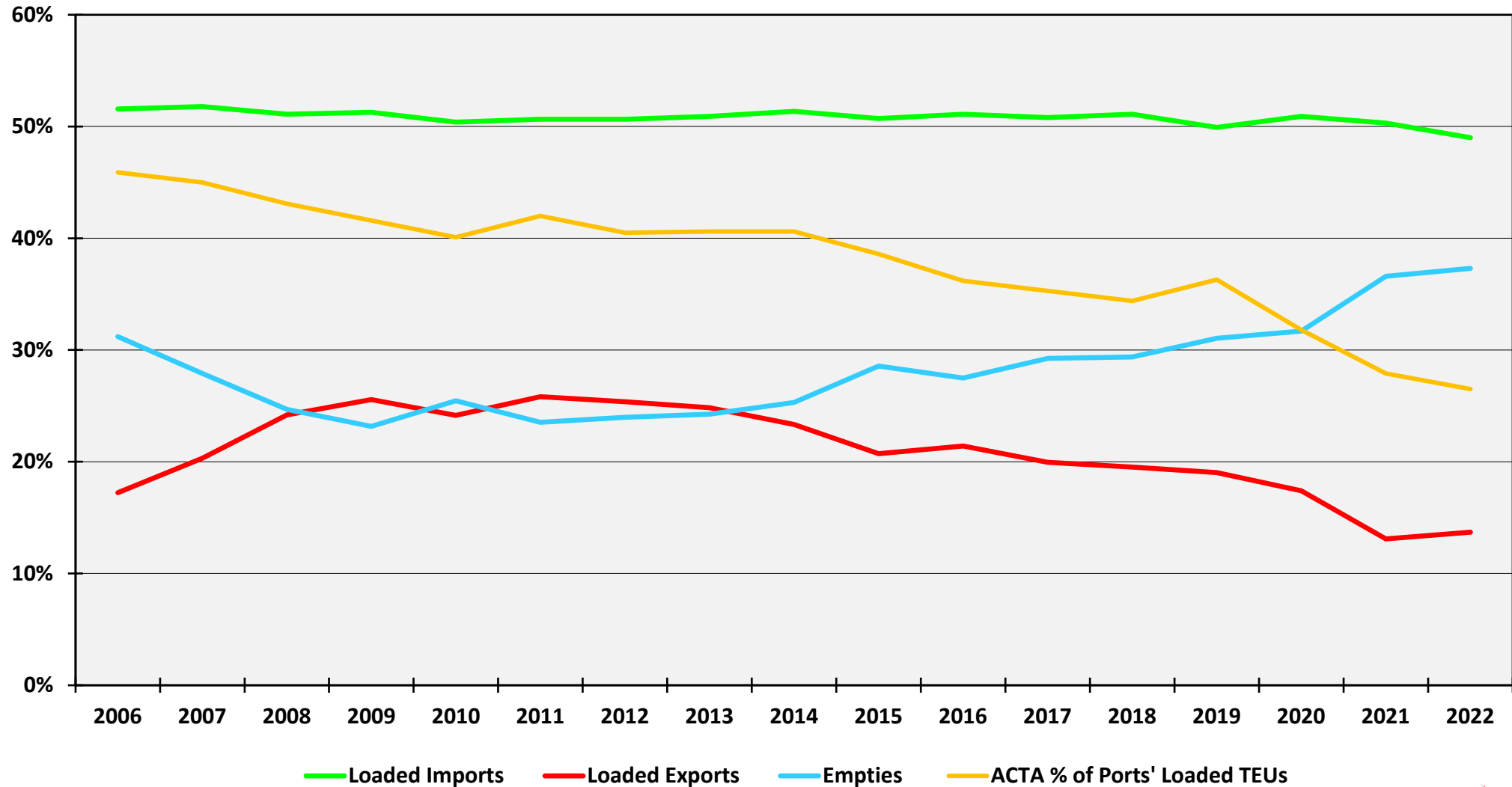
Alameda Corridor Performance January 2023

	Jan 2023	CY23	FY23
Revenue	\$7.3 M	\$7.3 M	\$58.0 M
Change from 2022	6.8 %	6.8 %	8.6 %
TEU's	322,834	322,834	2,784,586
Change from 2022	2.1 %	2.1 %	5.6 %

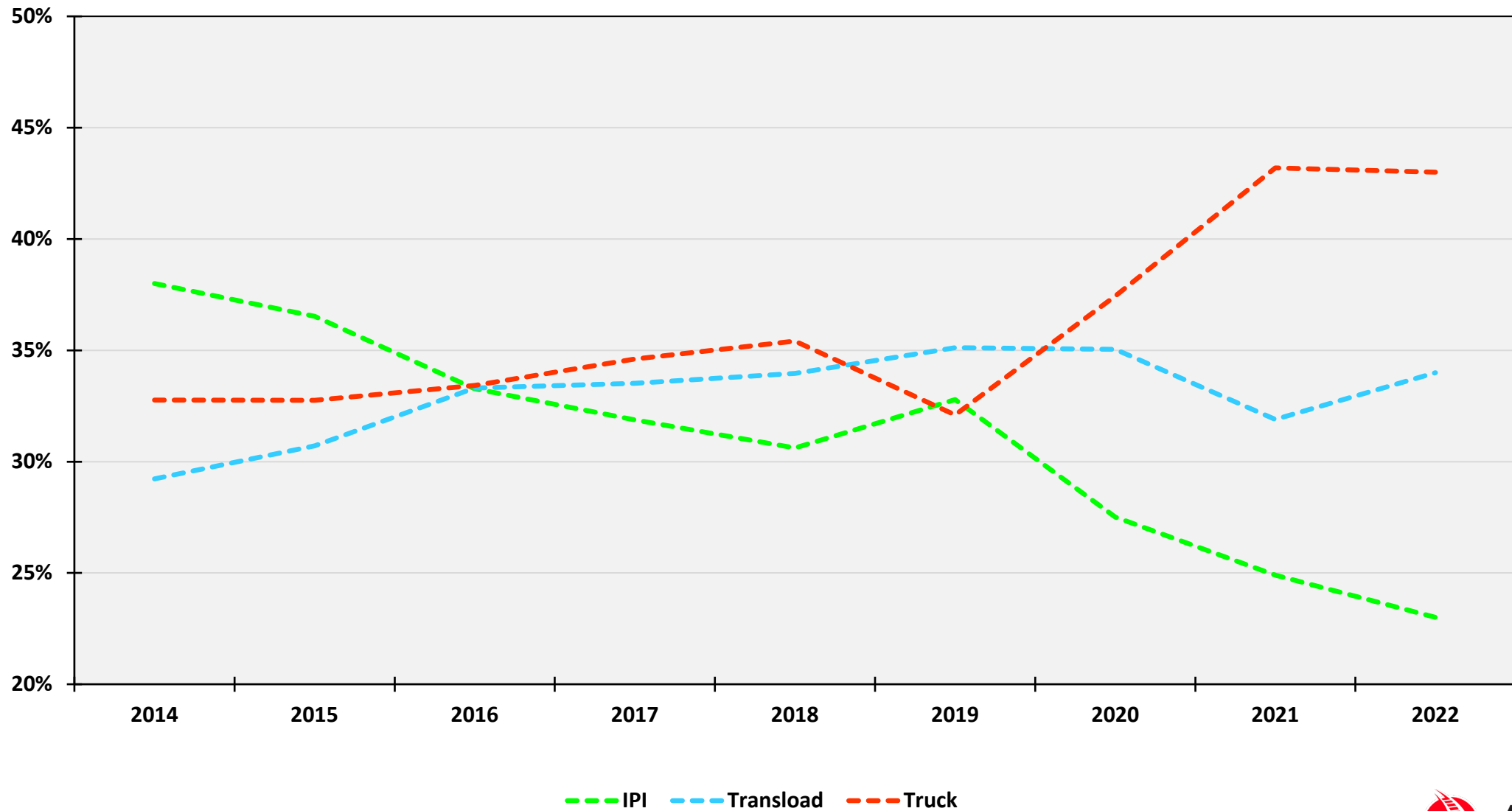
Corridor Revenue Performance CY2019 to CY2023



Port Cargo Components



Mode Split Ports Loaded Import Cargo



Annual Emergency Response Exercise

Conducted by ACTA

March 26, 2023

Emergency Response Exercise

- Sunday, March 26
- Over 100 Firefighters, Police and railroad personnel
- Turned out to Alameda Corridor
- Preparedness training for incidents in the trench



Emergency Response Exercise

Over 100 Personnel Involved

Fire departments

- Los Angeles County
- Los Angeles City
- Compton
- Downey
- Santa Fe Springs
- LACo Urban Search/Rescue
- Union Pacific Hazmat

Police

- Vernon
- LA Co Sheriffs
- LA City
- Union Pacific Railroad
- BNSF Railway



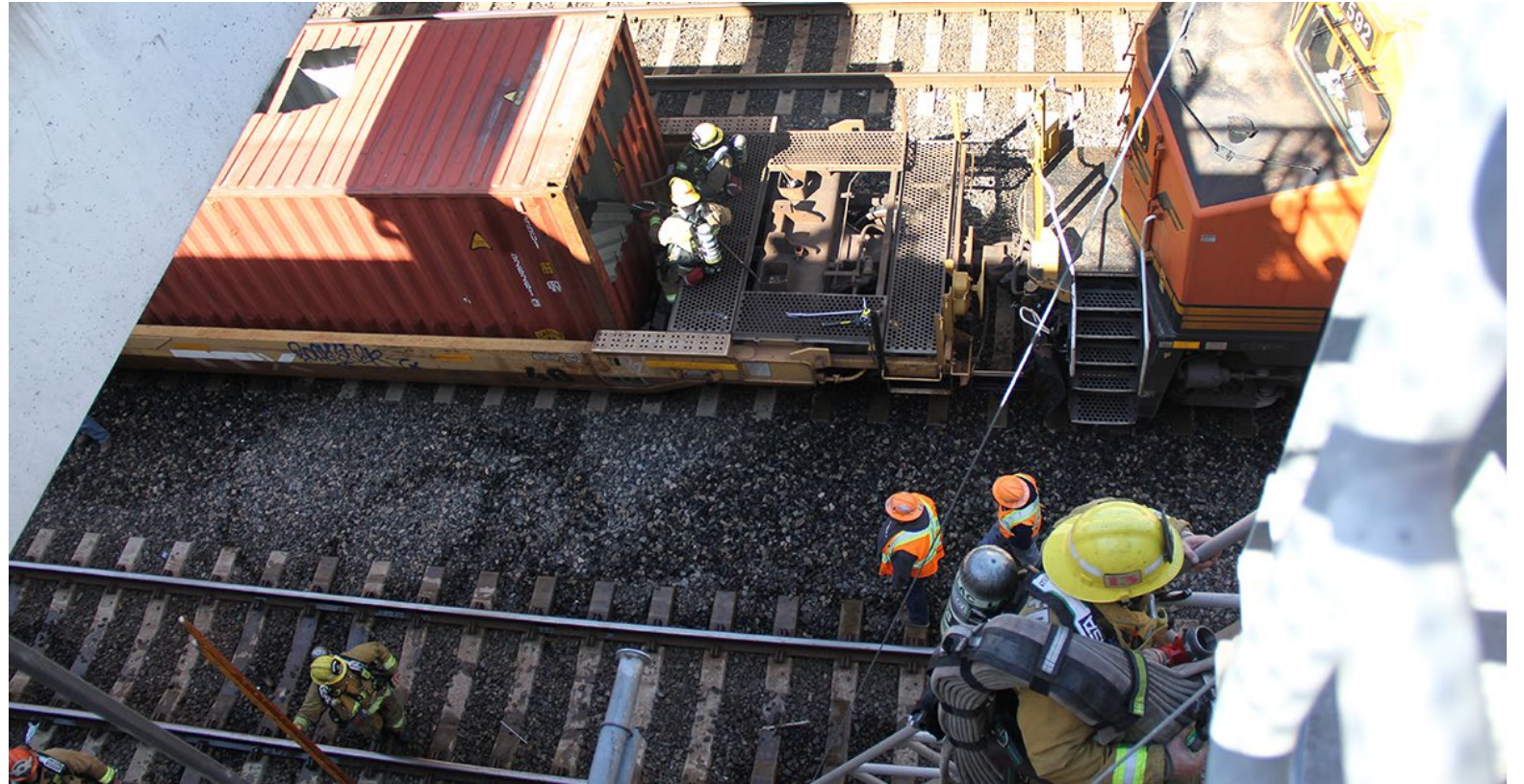
Emergency Response Exercise

- Hazmat
- Injured personnel



Emergency Response Exercise

- Cutting access ways and fire fighting in container



Emergency Response Exercise

- Tank railcar incident



Emergency Response Exercise

Media coverage

- NBC 4
- KTLA 5
- ABC 7
- Fox 11
- Univision 34
- NPR Radio
- KNX Radio



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

M E M O

Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: April 6, 2023

From: Kevin L. Scott, Chief Financial Officer 

Subject: Monthly Financial Reports as of January 31, 2023 (RECEIVE AND FILE)

Recommendation:

Receive and file the Monthly Financial Reports as of January 2023.

Discussion:

The financial package includes the following:

- Executive Summary – Monthly key financial activity (See Transmittal 1).

Performance Comparisons – Current Month (January) and year-to-date (both by fiscal year and calendar year) of **Revenue** (corridor use fee) and corresponding **TEU** information; **Change** is compared to prior year actuals by month, fiscal year and calendar year.

Use Fees and Container Charges – Use fee and container charge information is provided in a bar chart by fiscal year. The current year shows the actuals to date overlain on the approved fiscal year budget, and with a notation of the latest forecast for fiscal year revenue.


- Monthly Financial Statements (See Transmittal 2).

Statements of Net Position - Unaudited statement of ACTA's assets and liabilities as of January 31, 2023. The audited June 30, 2022 financial information is also included for comparative purposes to the beginning of the fiscal year.

Statement of Revenues, Expenses and Changes in Net Position – Fiscal Year 2023 unaudited statement of revenues, expenses and changes in net position through January 31, 2023. Also included is the statement as of January 2022 which has been included for comparative purposes for seven months of information.

Comparison of Budget Functional Expenses – Operating Budget by Expense Type - The fiscal year-to-date budget is compared to actual revenue and expenditures incurred as of January 31, 2023.

Comparison of Budget Functional Expenses – Operating Budget by Funds - The fiscal year-to-date budget is compared to actual revenue and expenditures incurred as of January 31, 2023.



Cash and Investment Summary – Cash and investment balances and the corresponding investment schedule are being presented as of January 31, 2023. The cash and investment balances are segregated by institution, account number reference, and account description. Balances are presented in book and market value. Also included are the grant funds received for the SR-47 project during the current fiscal year. The investment schedule summarizes the composition of the agency’s investment portfolio and how the portfolio complies with the Board approved Investment Policy.

Cash Flow – Cash flow for the month of January 2023 is presented. It is presented in both a summary format and a detailed format. A fiscal year-to-date cash flow showing all activity through January 31, 2023 is also presented in both a summary format and a detailed format. The dollar amounts represent the book values for each account.

Co-General Counsel Review:

ACTA’s Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.

Transmittals:

Transmittal 1 - Executive Summary – Key financial activity

Transmittal 2 - Monthly Financial Statements as of January 31, 2023

Key Financial Activity

January '23 vs. '22

Corridor Performance

January '23 vs. '22

Railroad Self-Assessment Revenue

	'23	'22	Change
January Revenue	\$7.3 M	\$6.9 M	6,8 %
Calendar Year to Date (Jan-Jan) *	\$7.3 M	\$6.9 M	6,8 %
Fiscal Year to Date (July-Jan) *	\$58.0 M	\$53.4 M	8.6 %

* Note: Does not include reconciliations / adjustments for fiscal year-end.

Corridor Volumes

January '23 vs. '22

TEUs (Daily Containers)

Operations – On Corridor

	'23	'22	Change
TEU's *	314,439 (5,511)	307,070 (5,382)	2.4 %
Calendar Year to Date	314,439 (5,511)	307,070 (5,382)	2.4 %
Fiscal Year to Date	2,696,495 (6,815)	2,540,517 (6,421)	6.1%

Operations – Around Corridor (Container Charges)

	'23	'22	Change
TEU's *	8,395 (147)	8,986 (158)	- 6.6 %
Calendar Year to Date	8,395 (147)	8,986 (158)	- 6.6 %
Fiscal Year to Date	88,091 (223)	97,354 (246)	- 9.5 %

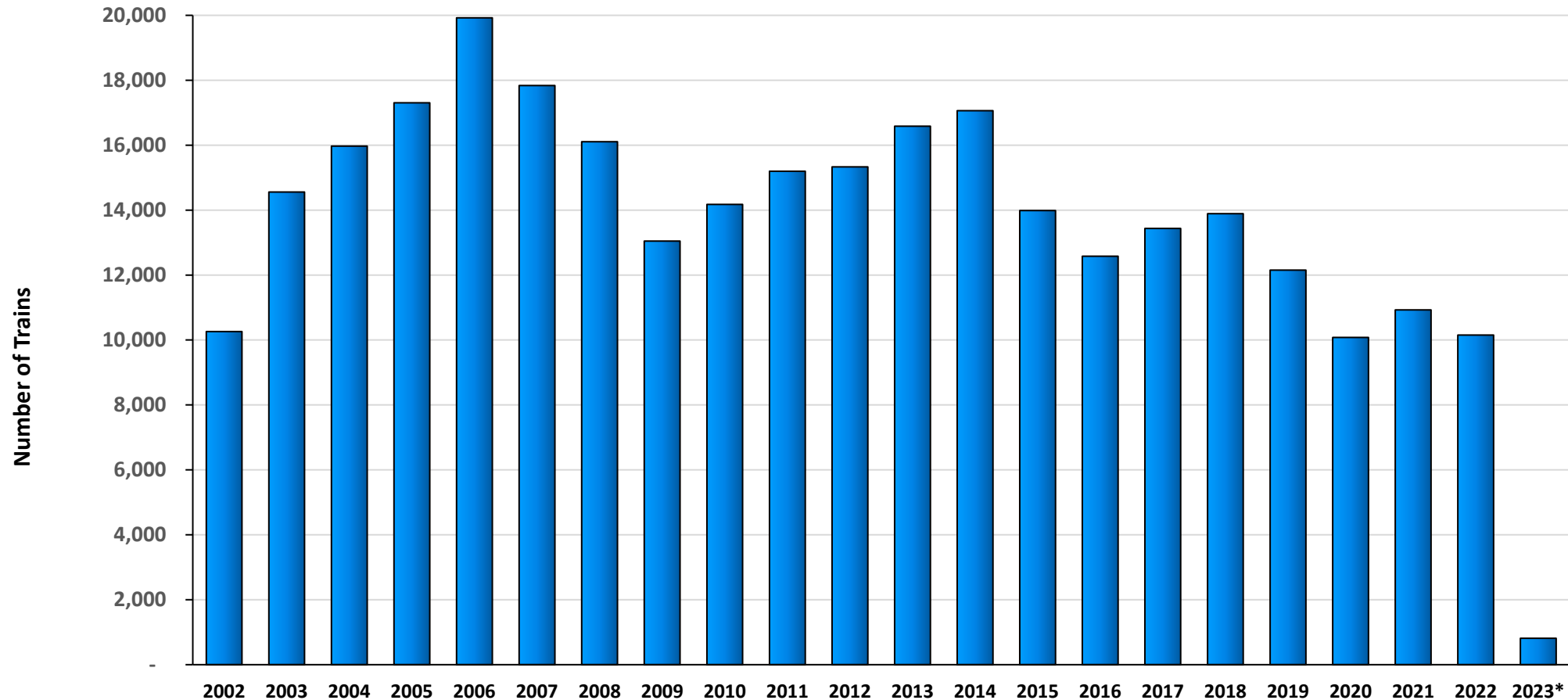
Operations – Combined

	'23	'22	Change
TEU's *	322,834 (5,659)	316,056 (5,540)	2.2 %
Calendar Year to Date	322,834 (5,659)	316,056 (5,540)	2.2 %
Fiscal Year to Date	2,784,586 (7,037)	2,637,871 (6,667)	5.6 %

Note: Numbers in () are the Average Daily Containers, Daily TEU's ÷ 1.84 = Containers

* Containers trucked to off-dock intermodal yards that are charged ACTA fee

Alameda Corridor Train Counts



Average Daily Trains**:

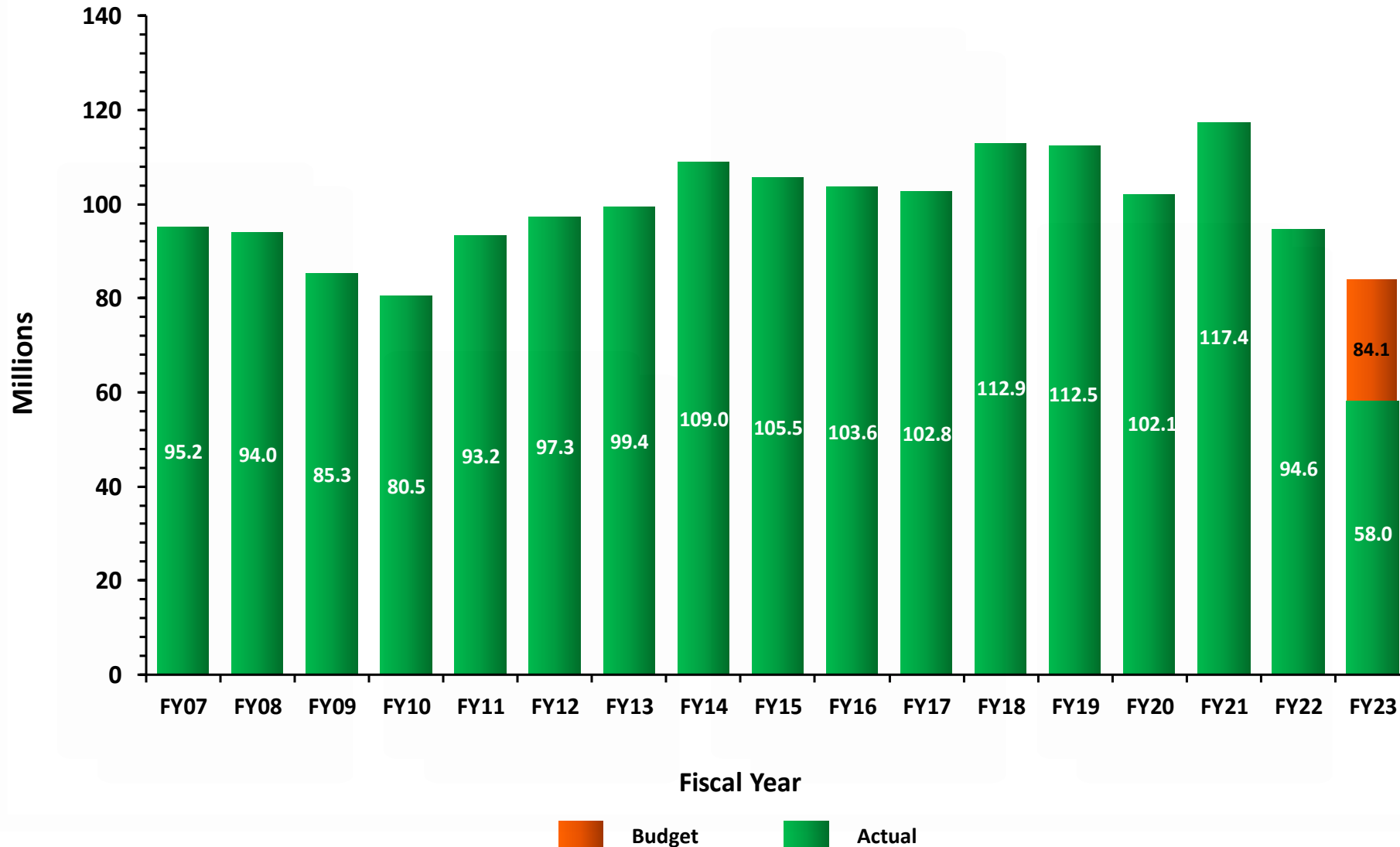
<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
39	40	44	47	55	49	44	36	39	42	42
<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
45	47	38	34	37	38	33	28	30	28	26

• Calendar Year-to-Date

** Corridor Capacity 150 Trains per Day

Use Fees & Container Charges

as of January 31, 2023





Statements of Net Position

January 31, 2023 & June 30, 2022

	January 2023	June 2022
<u>Assets & Deferred Outflows of Resources</u>		
Current Assets:		
Restricted Cash & Cash Equivalents, & Investments	\$ 41,833,716	\$ 112,642,434
Receivables	10,993,538	14,097,414
Prepaid Expenses	474,610	1,509,733
Total Current Assets	53,301,864	128,249,581
Restricted Investments *	129,827,837	51,156,921
Assets Held for Transfer	3,182,825	3,182,825
Net OPEB Asset	556,666	556,666
Capital Assets Not Being Depreciated	438,148,732	438,148,732
Capital Assets, Net	1,043,193,992	1,055,509,055
Total Assets	1,668,211,916	1,676,803,780
Deferred Outflows of Resources:		
Charges on Refunding	47,520,200	12,344,243
Pension Contributions & Differences in Experience	837,109	837,109
Total Assets & Deferred Outflows of Resources	\$ 1,716,569,225	\$ 1,689,985,132
<u>Liabilities, Deferred Inflows of Resources, & Net Position</u>		
Current Liabilities:		
Accounts Payable	\$ 4,881,492	\$ 8,018,917
Unearned Revenue	3,097,034	2,402,881
Accrued Interest Payable, Current Portion	16,729,750	40,588,101
Revenue Bonds Payable, Current Portion	26,983,264	37,813,264
Other Liabilities	471,758	533,837
Total Current Liabilities	52,163,298	89,357,000
Noncurrent Liabilities:		
Collateral Deposit	-	-
Shortfall Advances Payable to Ports	12,667,290	12,646,463
Net Pension Liability	809,128	809,128
Accrued Interest Payable, Net of Current Portion	582,522,995	636,833,348
Revenue Bonds Payable, Net of Current Portion & Unamortized Discount	1,639,406,043	1,473,164,082
Total Noncurrent Liabilities	2,235,405,456	2,123,453,021
Total Liabilities	\$ 2,287,568,754	\$ 2,212,810,021
Deferred Inflows of Resources	1,193,401	1,193,401
<u>Net Position</u>		
Net Investment in Capital Assets	(95,516,284)	65,177,915
Restricted for Debt Service	102,850,271	110,068,346
Restricted for Capital Projects	-	-
Restricted by Master Trust Agreement	64,741,884	41,508,731
Unrestricted	(644,268,801)	(740,773,282)
Total Net Position	(572,192,930)	(524,018,290)
Total Liabilities, Deferred Inflows of Resources, & Net Position	\$ 1,716,569,225	\$ 1,689,985,132

	<u>January 2023</u>	<u>June 2022</u>	<u>FY2023 Increase</u>
* All investments with a maturity within three months are considered cash for the year-end financial statements. Monthly, unaudited financial statements, carry all investments, regardless of maturity date(s), as Restricted Investments. Fully detailed classifications are only done at year-end in accordance with GASB 41, therefore classification differences exist.	Current \$ 41,833,716	\$ 112,642,434	
	Noncurrent 129,827,837	51,156,921	
	\$ 171,661,552	\$ 163,799,355	\$ 7,862,197



Statement of Revenues, Expenses, & Changes in Net Position

For seven months ended January 31, 2023 & January 31, 2022

	<u>January 2023</u>	<u>January 2022</u>
Operating Revenues:		
Use Fees & Container Charges	\$ 59,552,816	\$ 54,215,309
Maintenance-of-Way Charges	4,885,650	4,067,931
Total Operating Revenues	<u>64,438,466</u>	<u>58,283,240</u>
Operating Expenses:		
Salaries & Benefits	1,311,406	1,121,214
Administrative Expenses	1,006,808	594,111
Professional Services	456,947	447,606
Maintenance-of-Way	8,397,847	7,338,338
Depreciation	12,315,062	12,264,468
Total Operating Expenses	<u>23,488,070</u>	<u>21,765,737</u>
Operating Income (Loss)	40,950,396	36,517,503
Nonoperating Revenues:		
Interest & Investment Revenue, Net	1,727,653	(838,862)
Public Benefit Income	77,415	91,652
Miscellaneous Revenue	369,096	(5,678)
Total Nonoperating Revenues	<u>2,174,164</u>	<u>(752,888)</u>
Nonoperating Expenses:		
Interest Expense	61,360,912	63,116,902
Expenses for Public Benefit & Pass Thru Expenses	344,348	152,920
Costs of Issuance	29,593,940	-
Gain/Loss Sale or Transfer of Capital Assets	-	-
Total Nonoperating Expenses, Net	<u>91,299,200</u>	<u>63,269,822</u>
Changes in Net Position	(48,174,640)	(27,505,207)
Net Position:		
Net Position, Beginning of Year	(524,018,290)	(471,751,858)
Net Position - End of Year	<u>\$ (572,192,930)</u>	<u>\$ (499,257,065)</u>



Comparison of Budget By Expense Type as of January 31, 2023

(\$ in thousands)	Fiscal Year-to-Date		
	Budget*	Actuals	Variance
Revenues			
Operating Revenues			
Use Fees & Container Charges	\$ 49,035,065	\$ 59,552,816	\$ 10,517,751
Maintenance-of-Way Charges	6,198,886	4,885,650	(1,313,236)
Total Operating Revenues	<u>55,233,951</u>	<u>64,438,466</u>	<u>9,204,515</u>
Other Revenues			
Projects			
Pier Pass	35,000	35,000	-
EPA Order & Pass Thru Income	99,290	-	(99,290)
Subtotal Projects	<u>134,290</u>	<u>35,000</u>	<u>(99,290)</u>
Miscellaneous			
Public Benefit Income	2,588,250	77,415	(2,510,835)
Gain/Loss from Sale of Fixed Assets	-	-	-
Ports-Shortfall Advances	-	-	-
Office Rental & Other Income	75,609	334,096	258,487
Investment Income	260,649	1,727,653	1,467,004
Subtotal Miscellaneous	<u>2,924,508</u>	<u>2,139,164</u>	<u>(785,344)</u>
Subtotal Other Revenues	<u>3,058,798</u>	<u>2,174,164</u>	<u>(884,634)</u>
Total Sources of Funds	<u>58,292,749</u>	<u>66,612,630</u>	<u>8,319,881</u>
Expenses			
Salaries	1,057,133	940,130	(117,003)
Benefits	570,879	371,276	(199,603)
Office Expenses	283,637	287,475	3,838
Other Management Expenses	55,738	27,938	(27,800)
Information Technologies	129,442	70,670	(58,772)
Bank & Investment	102,083	69,558	(32,525)
ACET Administrative & Capital Support	972,816	551,167	(421,649)
Audit	114,608	92,988	(21,620)
Legal	484,167	209,186	(274,981)
Governmental Affairs	48,648	41,734	(6,914)
Other Professional Services	260,840	113,039	(147,801)
Pass Thru Expenses & EPA Order	99,290	259,053	159,763
Expenses for Public Benefit	2,588,250	85,295	(2,502,955)
Total Administrative Expenses	<u>6,767,531</u>	<u>3,119,509</u>	<u>(3,648,022)</u>
Maintenance-of-Way Expenses-Rail - Contractors	4,703,153	3,202,924	(1,500,229)
Maintenance-of-Way Expenses-Rail - Capital	-	-	-
Maintenance-of-Way Expenses-Rail - Other	1,495,733	1,682,725	186,992
Maintenance-of-Way Expenses-Nonrail - Contractors	770,124	787,208	17,084
Maintenance-of-Way Expenses-Nonrail - Capital	3,318,774	2,487,342	(831,432)
Maintenance-of-Way Expenses-Nonrail - Other	82,841	151,233	68,392
Maintenance-of-Way Expenses - ACTA	97,308	86,415	(10,893)
Total Maintenance-of-Way Expenses	<u>10,467,933</u>	<u>8,397,847</u>	<u>(2,070,086)</u>
Subtotal Administrative and M&O Expenses	<u>17,235,464</u>	<u>11,517,356</u>	<u>(5,718,108)</u>
Financing Expenses			
Debt Service - Interest	34,053,602	6,575,918	(27,477,684)
Debt Service - Accrued CAB Interest	38,412,449	54,784,994	16,372,545
Subtotal Financing Expenses	<u>72,466,051</u>	<u>61,360,912</u>	<u>(11,105,139)</u>
Depreciation & Amortization Expenses			
Depreciation	12,241,346	12,315,062	73,716
Cost of Issuance	-	29,593,940	29,593,940
Subtotal Depreciation & Amortization Expenses	<u>12,241,346</u>	<u>41,909,002</u>	<u>29,667,656</u>
Total Operating Expenses	<u>101,942,861</u>	<u>114,787,270</u>	<u>12,844,409</u>
Income (Loss)	<u>\$ (43,650,112)</u>	<u>\$ (48,174,640)</u>	<u>\$ (4,524,528)</u>

* Y-T-D Budget calculated on a straight line basis.



Comparison of Budget By Funds as of January 31, 2023

(\$ in thousands)	<u>Fiscal Year-to-Date</u>		
	Budget*	Actuals	Variance
Revenues			
Operating Revenues			
Use Fees & Container Charges	\$ 49,035,065	\$ 59,552,816	\$ 10,517,751
Maintenance-of-Way Charges	6,198,886	4,885,650	(1,313,236)
Total Operating Revenues	<u>55,233,951</u>	<u>64,438,466</u>	<u>9,204,515</u>
Other Revenues			
Projects			
Pier Pass	35,000	35,000	-
EPA Order & Pass Thru Income	99,290	-	(99,290)
Subtotal Projects	<u>134,290</u>	<u>35,000</u>	<u>(99,290)</u>
Miscellaneous			
Public Benefit Income	2,588,250	77,415	(2,510,835)
Gain/Loss from Sale of Fixed Assets	-	-	-
Ports-Shortfall Advances	-	-	-
Office Rental & Other Income	75,609	334,096	258,487
Investment Income	260,649	1,727,653	1,467,004
Subtotal Miscellaneous	<u>2,924,508</u>	<u>2,139,164</u>	<u>(785,344)</u>
Subtotal Other Revenues	<u>3,058,798</u>	<u>2,174,164</u>	<u>(884,634)</u>
Total Sources of Funds	<u>58,292,749</u>	<u>66,612,630</u>	<u>8,319,881</u>
Expenses			
Administrative Costs	4,079,991	2,775,161	(1,304,830)
Railroads-M&O	6,198,886	4,885,649	(1,313,237)
Reserve-M&O	4,171,739	3,425,783	(745,956)
Financing Fees-M&O	97,308	86,415	(10,893)
Revenue Fund-Interest & COI	34,053,602	6,575,918	(27,477,684)
Expenses for Public Benefit	2,588,250	85,295	(2,502,955)
LAIF General Fund-Pass Thru & EPA	99,290	259,053	159,763
Total Expenses	<u>51,289,066</u>	<u>18,093,274</u>	<u>(33,195,792)</u>
Non Cash Expenses			
Accrued CAB Debt Service Interest	38,412,449	54,784,994	16,372,545
Depreciation	12,241,346	12,315,062	73,716
Cost of Issuance	-	29,593,940	29,593,940
Subtotal Interest, Depreciation, & Amortization Expenses	<u>50,653,795</u>	<u>96,693,996</u>	<u>46,040,201</u>
Total Operating Expenses	<u>101,942,861</u>	<u>114,787,270</u>	<u>12,844,409</u>
Income (Loss)	<u>\$ (43,650,112)</u>	<u>\$ (48,174,640)</u>	<u>\$ (4,524,528)</u>

* Y-T-D Budget calculated on a straight line basis.



Cash & Investment Summary as of January 31, 2023

Cash and Investment Balances (\$ in thousands)					
<u>Institution</u>	<u>Bank Reference #</u>	<u>Chandler Reference #</u>	<u>Account Description</u>	<u>Book Value</u>	<u>Market Value</u>
Bank of America					
	0457 & 0796	-	Concentration & Disbursement	533	533
Pre 1999 Bond Sale Accounts-Union Bank					
	5080	512	SR-47	4,393	4,404
Grant Reimbursement Received this Month \$54,062					
Grant Reimbursement Received FY to Date \$247,619					
Local Agency Investment Fund (LAIF)					
	40-19-006	570	General Fund	9,786	9,786
1999, 2004 and 2016 Bond Funds - US Bank-Trustee					
Revenue Funds					
	1170	507	Revenue Fund	29,001	29,087
	1171	508	M & O Fund	3,522	3,536
	1172	509	Reserve Account	13,208	13,050
	1189	518	Administrative Costs	9,228	9,301
Subtotal Revenue Funds				54,959	54,974
Debt Service Funds					
	61200	-	99C Interest Account	4,204	4,261
	61201	-	99C Principal Account	20,598	20,598
	38003	-	04E Debt Service Reserve	24,909	23,648
	39004	-	04A Debt Service Reserve	33,947	32,116
	38000	516	04E Debt Service	-	-
	39006	-	04A Financing fee	1,393	1,393
	39002	515	04A Debt Service Principal Account	-	-
	59001	-	12 Debt Service Interest Account	688	688
	59002	-	12 Debt Service Principal Account	3,526	3,526
	59004	516	12 Debt Service Reserve Account	7,683	7,238
	67001	-	13A Debt Service Interest Account	1	1
	67002	-	13A Debt Service Principal Account	6	6
	27000	-	16A Debt Service	8	8
	27004	-	16A Debt Service Reserve	3,640	3,446
	108006	-	16B- Financing fee	652	652
	108000	-	16B- Financing fee	6	6
	98000	-	2022 A - DS Fund	-	-
	98001	-	2022 A - DS Reserve Fund	-	-
	98002	-	2022 A - Interest Account	-	-
	98003	-	2022 A - Principal Account	-	-
	98004	-	2022 A - Redemption Account	-	-
	98005	-	2022 A - Cost of Issuance Fund	31	31
	98006	-	2022 A - Bond Proceeds Account	-	-
	53000	-	2022 B - DS Fund	-	-
	53001	-	2022 B - DS Reserve Fund	-	-
	53002	-	2022 B - Interest Account	4,197	4,252
	53003	-	2022 B - Principal Account	-	-
	53004	-	2022 B - Redemption Account	-	-
	53005	-	2022 B - Cost of Issuance Fund	62	62
	53006	-	2022 B - Bond Proceeds Account	-	-
	86000	-	2022 C - DS Fund	1	1
	86001	-	2022 C - DS Reserve Fund	-	-
	86002	-	2022 C - Interest Account	-	-
	86003	-	2022 C - Principal Account	-	-
	86004	-	2022 C - Redemption Account	-	-
	86005	-	2022 C - Cost of Issuance Fund	31	31
Subtotal Debt Service Funds				105,583	101,964
Total 1999, 2004, 2012, 2016, 2022 Bond Funds- U.S. Bank				160,542	156,938
Total Cash & Investment Balances				\$ 175,254	171,661



Cash & Investment Summary (cont'd) as of January 31, 2023

Investment Schedule (\$ in thousands)

<u>Type of Investment</u>	<u>Book Value</u>	<u>Market Value</u>	<u>Percentage of Total</u>	<u>Investment Policy Limit</u>
Money Market Funds	\$ 31,573	\$ 31,573	18.39%	20.00%
U.S. Government & Agency Obligations	42,512	41,178	23.99%	100.00%
Commercial Paper	-	-	0.00%	15.00%
U.S. Treasury Note	79,024	77,050	44.88%	100.00%
Corporate Bonds	11,826	11,541	6.72%	30.00%
Bank of America	533	533	0.31%	20.00%
Local Agency Investment Fund	9,786	9,786	5.70%	\$40 Million
Total	\$ 175,254	\$ 171,661	100.00%	

Monthly Cash Flow

January 2023

Total Beginning Cash	\$ 52,074,521
Receipts	
Use Fees & Container Charges	\$ 6,862,472
M&O & Misc. Revenues, & Funds Transfers	690,294
Total Receipts	<u>7,552,766</u>
Disbursements	
Debt Service - Transfer to Accounts	2,094,653
M&O, Administrative, & Financing Expenses	2,574,093
Total Disbursements	<u>4,668,746</u>
Cash Flow for Month	<u>\$ 2,884,020</u>
Total Ending Cash	<u><u>\$ 54,958,541</u></u>



Cash Flow

as of January 31, 2023

		January 2023
Beginning Cash		
Master Indenture Revenue Fund 1170		24,541,868
Master Indenture M&O Fund 1171		3,830,289
Master Indenture Reserve Fund 1172		14,151,319
1999A Admin Fund 1189		9,551,045
2004A Financing Fund 39006		-
1999C Construction Fund 1206		-
Total Beginning Cash		<u>52,074,521</u>
Receipts		
Use Fee & Container Charges		6,862,472
M&O		615,115
Funds Transferred from BOA to Admin Fund		-
Funds Transferred from BOA to Reserve Fund		-
Annual Accounting- transfer from 1999C Interest		-
Annual Accounting - Transfer from Revenue Fund		-
Interest Income / Loss		75,179
Total Receipts		<u>7,552,766</u>
Total Cash		<u>\$ 59,627,287</u>
Disbursements		
Debt Service - transfer to 1999C Principal		-
Debt Service - transfer to 1999C Interest		-
Debt Service - transfer to 2012 Interest		171,135
Debt Service- transfer to 2012 Principal		879,167
Debt Service- transfer to 2022B Interest		1,044,351
Debt Service - transfer to 2013A Principal		-
Semi-Annual Accounting - Transfers & Debt Service		-
Transfer to 2012 Reserve		-
Transfer to 2004A Financing Fee		-
Transfer to Admin Fund		-
Transfer to Master Reserve		-
Transfer to 2016A Reserve		-
Transfer to 2016B Financing Fee		-
Annual Accounting- transfer to 2022C Reserve Fund		-
Debt service payment - 2016A Interest		-
Debt service payment - 2016B Interest		-
Debt service payment - 2004		-
M&O - Railroads expense payments		1,294,235
M&O - Reserve expense payments		958,041
Administrative expense payments		321,817
Financing expense payments		-
Total Disbursements		<u>4,668,746</u>
Net Ending Cash		<u>\$ 54,958,541</u>
Ending Cash		
Master Indenture Revenue Fund 1170		29,001,326
Master Indenture M&O Fund 1171		3,521,857
Master Indenture Reserve Fund 1172		13,207,682
1999A Admin Fund 1189		9,227,676
2004A Financing Fund 39006		-
Total Ending Cash		<u>\$ 54,958,541</u>



Cash Flow – YTD as of January 31, 2023

<u>Cash Flow - Fiscal Year-to-Date</u>		
		<u>January 2023</u>
Total Beginning Cash as of 7/1/22		\$ 33,735,654
Receipts		
Use Fees & Container Charges	\$ 61,802,331	
M&O & Misc. Revenues, & Funds Transfers	23,386,792	
Total Receipts	85,189,123	
Disbursements		
Debt Service - Transfer to Accounts	50,563,915	
M&O, Administrative, & Financing Expenses	13,402,321	
Total Disbursements	63,966,236	
Cash Flow for Fiscal Year		\$ 21,222,887
Total Ending Cash		\$ 54,958,541




Cash Flow – YTD as of January 31, 2023

<u>January 2023</u>	
Beginning Cash as of 7/1/22	
Master Indenture Revenue Fund 1170	14,872,364
Master Indenture M&O Fund 1171	4,269,281
Master Indenture Reserve Fund 1172	11,638,283
1999A Admin Fund 1189	2,955,726
2004A Financing Fund 39006	-
Total Beginning Cash	33,735,654
Receipts	
Use Fee & Container Charges	61,802,331
M&O	5,395,171
Funds Transferred from BOA to Admin Fund	84,757
Funds Transferred from BOA to Reserve Fund	5,500,000
Annual Accounting - Transfer from Revenue Fund	11,216,600
Interest Income / Loss	1,190,263
Total Receipts	85,189,122
Total Cash	\$ 118,924,776
Disbursements	
Debt Service - transfer to 1999C Principal	-
Debt Service - transfer to 1999C Interest	2,101,660
Debt Service - transfer to 2012 Interest	1,198,854
Debt Service- transfer to 2012 Principal	3,516,667
Debt Service - transfer to 2022A Interest	6,856,473
Debt Service- transfer to 2013A Principal	-
Semi-Annual Accounting - Transfers & Debt Service	-
Transfer to 2012 Reserve	96,000
Transfer to 2004A Financing Fee	837,318
Transfer to Admin Fund	9,000,244
Transfer to Master Reserve	5,500,000
Transfer to 2016A Reserve	45,000
Transfer to 2016B Financing Fee	332,112
Annual Accounting- transfer to 2022C Reserv Fee	1,134,734
Debt service payment - 2016A Interest	11,520,150
Debt service payment - 2016B Interest	8,424,703
Debt service payment - 2004	-
M&O - Railroads expense payments	6,533,497
M&O - Reserve expense payments	3,939,655
Administrative expense payments	2,929,168
Financing expense payments	-
Total Disbursements	63,966,235
Net Ending Cash	\$ 54,958,541
Ending Cash	
Master Indenture Revenue Fund 1170	29,001,326
Master Indenture M&O Fund 1171	3,521,857
Master Indenture Reserve Fund 1172	13,207,682
1999A Admin Fund 1189	9,227,676
2004A Financing Fund 39006	-
Total Ending Cash	\$ 54,958,541

M E M O

Alameda Corridor Transportation Authority

To:	Governing Board
Meeting Date:	April 6, 2023
From:	Michael C. Leue, Chief Executive Officer 
Subject:	APPROVE Caltrans Service Contract 07R399 in the not to exceed amount of \$47,783 and a term of five years for Flagging Services and Project Oversight in Support of Caltrans' Bridge Railings Replacement of the Anaheim Overhead

Recommendation:

Approve Caltrans Service Contract 07R399 for ACTA to provide flagging services and Project Oversight in support of Caltrans' replacement of existing bridge railings on the Anaheim Overhead (Bridge #53-2627) with estimated costs reimbursable to ACTA in an amount not to exceed \$47,783 and authorize the Chief Executive Officer or Chief Financial Officer to execute the agreement.

Discussion:

Caltrans Desires to replace the existing bridge railings on the Anaheim Overhead (Bridge #53-2627) at DOT #921646J, Long Beach Subdivision at Railroad Milepost 17.46 in the City of Long Beach, Los Angeles County, California ("Project").

Caltrans is requesting that ACTA enter into Service Contract 07R399 to enable ACTA to provide flagging services for the Project, with all associated ACTA costs to be reimbursed by Caltrans. Agreement 07R399 is provided in Transmittal 1.

Budget Impact:

There will be no budget impact to the ACTA Program Budget because ACTA will pay its maintenance contractor up-front for services, which costs will then be passed through to and fully reimbursed by Caltrans. ACTA will utilize the Local Agency Investment Fund (LAIF) account to pay for services and reimburse this account when payments are received from Caltrans.

Co-General Counsel Review:

ACTA's Co-General Counsel has reviewed and approved the proposed agreement as to form.

Transmittals:

Transmittal 1 – Caltrans Service Contract 07R399



File: 07-LA-103-0.9
EA: 34490
Project: 0718000063
Agreement: 07R399
DOT: 921646J
RMP/Subdivision: 17.46/ Long Beach

AGREEMENT TO SUPPORT CONSTRUCTION OF THE ANAHEIM OH BRIDGE RAILS UPGRADE

This Agreement ("Agreement") is made as of this _____ day of _____, 2023 ("Effective Date") by and between the ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY, a California Joint Powers Authority, acting by and through its Governing Board, herein called "ACTA", and the State of California, acting by and through its DEPARTMENT OF TRANSPORTATION, herein called "State" and collectively referred to herein as "The Parties."

RECITALS:

- A. State desires to replace the existing bridge railings on the Anaheim Overhead (Bridge #53-2627) at DOT# 921646J, Long Beach Subdivision at Railroad Milepost 17.46 in the City of Long Beach, Los Angeles County, California ("Project").
- B. Railroad operations and facilities are located within the Project's limits.
- C. All work affecting rail operations and public crossings are under the jurisdiction of the California Public Utilities Commission ("CPUC") and their authorization must be obtained prior to start of Project.
- D. In order for the Project to proceed, State and ACTA agree that to comply with the CPUC and Federal safety requirements for the Project set forth in CPUC Orders and Federal requirements 23 CFR 140I and 646, State must seek and Railroad must provide flagging services and project oversight for the safety of Railroad and State operations.

In consideration of the foregoing recitals and the mutual covenants contained herein, the parties hereto agree as follows:

AGREEMENT:

- 1. It is agreed by the parties that ACTA, at no cost to ACTA, will provide **ten (10) days** of flagging support and project oversight as more specifically documented in the Estimate attached hereto as Exhibit "A".
- 2. State agrees to reimburse ACTA for actual costs and expenses reasonably and necessarily incurred by ACTA in performance of required activities in connection with the Project, including all direct and indirect overhead labor/construction costs. State recognizes that it can elect under 23 CFR 140.907 to reimburse ACTA for all direct and indirect overhead labor/construction costs using Federal additive rates and

File: 07-LA-103-0.9
EA: 34490
Project: 0718000063
Agreement: 07R399
DOT: 921646J
RMP/Subdivision: 17.46/ Long Beach

agrees to do so. ACTA's scope of work and the estimated amount of cost and expense to be incurred by ACTA in connection with the Project work are summarized in the estimate attached hereto as Exhibit "A" (the "Estimate"). Any additional work required incidental to that shown on the Estimate, but not specifically detailed thereon, may be included as part of this Agreement by written request or approval of State and ACTA. The parties acknowledge and agree that ACTA may recalculate and update the Estimate in the event that the Effective Date is greater than six (6) months after the date of the Estimate. Application of federally approved and State accepted labor additive will apply to current or future costs incurred after the effective date of this Agreement.

3. All work to be done hereunder by ACTA shall be done by ACTA's employees or ACTA's contractor(s) on a force account basis, the cost hereof to be paid to ACTA by State in the manner herein set forth.
4. The parties hereto agree State is a qualified self-insurer.
5. All applicable portions Title 23, Code of Federal Regulations, Parts 646A, 646B and 140I are by reference incorporated herein and made a part hereof.
6. The records accounts of ACTA relating to the project shall be open for inspection and audit by State and/or Federal Government during normal business hours at ACTA's Long Beach, California headquarters for a period of three years from the date final payment from State is received by ACTA in connection with the Project.
7. Under Federal Regulations there are no ascertainable net benefits to ACTA and there shall be no required ACTA sharing of the costs.
8. In accordance with the California Prompt Payment Act, Government Code Sections 927 et seq., all undisputed bills shall be paid within 45 days of receipt of the invoice from ACTA. In the event that State determines that any costs set forth in an invoice are not allowable, State shall deliver written notice to ACTA identifying the disputed amounts and setting forth State's reasoning as to why such amounts are not allowable, and upon ACTA's receipt of such notice, State and ACTA shall use commercially reasonable efforts to promptly resolve any such disputed amounts. The provisions of this Section 8 shall survive termination of this Agreement. All invoices shall be sent electronically to: HQ.Right.of.Way.Railroads@dot.ca.gov

File: 07-LA-103-0.9
EA: 34490
Project: 0718000063
Agreement: 07R399
DOT: 921646J
RMP/Subdivision: 17.46/ Long Beach

9. If applicable under this Agreement, State will obtain and will cause its contractor to obtain a right of entry from the City of Los Angeles Harbor Department and the City of Long Beach Harbor Department using their then current form of Contractor's Right of Entry Agreement before the start of the Project's work, and the Project will not start until all agreements and authorizations are executed
10. No alternation or variation of the terms of this Agreement shall be valid unless made by a formal amendment and executed by the parties hereto, and no oral understanding or agreement not incorporated herein shall be binding on any of the parties hereto.
11. The provisions of this Agreement are not intended to create duties or obligations or rights to third parties not a party to this Agreement or to affect the legal liability of either party to the Agreement by imposing any standard of care different from the standard of care imposed by law.
12. This Agreement is effective as of the Effective Date shown on the front page of this Agreement and after it is fully signed and executed by all parties' authorized signatories. Each party hereto represents and warrants that the person executing this Agreement on behalf of such party has full power and authority to enter into this Agreement.
13. ACTA shall submit its bills to State on a monthly basis for actual costs ACTA incurred for work performed by ACTA or its contractors. Upon receipt of a written notice that the services described herein are no longer required or upon the expiration of this Agreement, whichever comes first, ACTA shall have 270 days to submit its final billing to State.
14. This Agreement shall inure to the benefit of and be binding upon the successors and assigns of ACTA and upon the assigns of State.
15. This Agreement shall terminate upon completion of the work performed by ACTA pursuant to Article 1, or five years from the Effective Date of this Agreement, whichever is earlier in time.
16. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

File: 07-LA-103-0.9
EA: 34490
Project: 0718000063
Agreement: 07R399
DOT: 921646J
RMP/Subdivision: 17.46/ Long Beach

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed in duplicate, by their officers thereunto duly authorized, as of the day and year first above written.

STATE OF CALIFORNIA
DEPARTMENT OF
TRANSPORTATION

ALAMEDA TRANSPORTATION
CORRIDOR AUTHORITY (ACTA)

By: _____
TIAIRA T MOERING-HILL
Chief, office of Railroad & Utility Relocations
Division of Right of Way and Land Surveys

By: _____
MICHAEL C. LEUE, P.E.
Chief Executive Officer

Recommended for Approval:

By: _____
TERESA McNAMARA
HQ Railroad Coordinator
Division of Right of Way and Land Surveys

By: _____
APPROVED AS TO FORM
HYDEE FELDSTEIN SOTO
LOS ANGELES CITY ATTORNEY

By: Mario Zamorano Jr
MARIO ZAMORANO Jr.
Associate Right of Way
Agent Division of Railroads

File: 07-LA-103-0.9
EA: 34490
Project: 0718000063
Agreement: 07R399
DOT: 921646J
RMP/Subdivision: 17.46/ Long Beach

EXHIBIT "A"

COST ESTIMATE

Locations: SR-103-LONG BEACH CA
DOT#921646J
Railroad MP 17.46

Project: To upgrade bridge railings to meet current standards

ESTIMATE:

Flagging 10 days @ \$1,824/day (2 flaggers/day)	\$18,240.00
Project Oversight	15,000.00
15% Administrative Fee	4,986.00

Contingency @25%	<u>\$9,556.50</u>
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Total = \$47,782.50


Note: This is an estimate only. ACTA will bill on an actual cost basis.

M E M O

Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: April 6, 2023

From: Michael C. Leue, Chief Executive Officer 

Subject: Approve Contract Task Order No. 9 to Agreement No. C0885 with RailWorks Track Services, LLC for Flagging Services

Recommendation:

Authorize the Chief Executive Officer or his designee to execute Contract Task Order No. 9 under Agreement No. C0885 with RailWorks Track Services, LLC (RailWorks), for payment of costs not to exceed \$220,800 for flagging services on SR-91 at Compton Creek Bridge OH – Bridge #53-2235 and Off-Ramp Bridge OH – Bridge No. 53-2237S.

Discussion:

Caltrans plans to seismically retrofit and replace joint seals and concrete barrier on SR-91 at Compton Creek Bridge OH (Bridge No. 53-2235 as well as replace joint seals and concrete barrier on Off-Ramp Bridge OH (Bridge No. 53-2237S) over railroad tracks owned by ACTA. Installation of pull boxes, conductors, electroliers and replacement of existing joint seals with type B joint seals are also proposed, herein called the (“Project”).

Construction, maintenance, or other work performed on or adjacent to the Corridor requires the presence of flagging personnel to ensure safe train and trackside operations. Flagmen are specifically trained and qualified to perform these duties. ACTA contractors and other utility or agency contractors or personnel are required to arrange and utilize flagmen provided by RailWorks when they perform operations on or adjacent to the Corridor within a prescribed distance from the tracks. Since May 1, 2019, RailWorks has been the maintenance contractor which employs qualified individuals available to perform these flagging services. Throughout the year there are miscellaneous utility projects and other work being conducted by public and private entities in and around ACTA’s track areas that require flagging services. The flagging services costs are fully reimbursable from each entity to whom the services are provided.

At its December 8, 2022 meeting, the Governing Board approved Caltrans Agreement 07R401 for the Project with flagging services in the amount of \$176,640 and an additional \$44,160 as contingency for unforeseen conditions.

The proposed contract task order with RailWorks will allow RailWorks to perform the flagging services for Caltrans and receive payment from ACTA. Caltrans will reimburse ACTA on an actual cost basis for the services provided by RailWorks under Agreement 07R401.

Budget Impact:

There is no net impact to the ACTA Program Budget. These are pass-through costs that ACTA is initially required to pay, but which are subsequently fully reimbursed by the agency or entity requesting the services. ACTA utilizes the Local Agency Investment Fund (LAIF) account to pay for the services and reimburses that account when payment is received.

Co-General Counsel:

ACTA's Co-General Counsel has reviewed the proposed task order and there are no legal issues at this time.

Transmittal:

Transmittal 1 – RailWorks Contract Task Order No. 9 to Agreement No. C0885

ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY
AGREEMENT NO. 885
Maintenance Agreement (Rail Corridor and Non-Rail Components)

RAILWORKS TRACK SERVICES, LLC.

Contract Task Order No. 9

Task Order Description: **Flagging Services to Seismically Retrofit and Replace Joint Seals and Concrete Barrier on SR-91 at the Compton Creek OH Bridge #53 - 2235 and the Off-Ramp Bridge OH Bridge #53 - 2237S**

Task Order Amount: **\$220,800.00**

Effective Date: **April 6, 2023**

Pursuant to ACTA Agreement No. 885, the terms and conditions of which are incorporated herein, Consultant is hereby authorized to proceed as directed with the work described in this Contract Task Order, as further defined in Exhibit A – Contract Task Order 9 - Scope of Work, which is attached hereto and by this reference made a part hereof.

The work defined in this Contract Task Order shall be paid in accordance with the Compensation provisions of the Agreement in a total amount not to exceed Two Hundred Twenty Thousand Eight Hundred Dollars (\$220,800.00).

Except as provided herein all terms and conditions of the Agreement remain unchanged. The terms and conditions of this Contract Task Order revision constitute full accord and satisfaction for all cost and time of performance related to the work described or referenced herein.

ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

CONSULTANT: RailWorks Track Services, LLC.

Signature: _____

Signature: _____

Name/Title: Michael Leue, P.E., Chief Executive Officer Name/Title: _____

Date Executed: _____

Date Accepted: _____

- ☐ This is an M&O reimbursable cost to the RR's.
- ☐ This is **NOT** an M&O reimbursable cost to the RR's.
- ☒ This is not M&O related work. *(Dependent on the contractor requesting the service)*

EXHIBIT A – ACTA AGREEMENT 885

RAILWORKS TRACK SERVICES, LLC. – Task Order 9

SCOPE OF WORK

Description of Services:

The State will seismically retrofit and replace joint seals and concrete barrier on SR-91 at Compton Creek Bridge OH (Bridge #53-2235) and Off-Ramp Bridge OH (Bridge No. 53-2237S) which cross over ACTA's Tracks. Installation of pull boxes, conductors, electroliers and replacement of existing joint seals with type B joint seals are also proposed, herein called ('Project').

Contractor shall provide flagging services to the State when the State is working on the Project at locations on or adjacent to the Alameda corridor. Prior to performing any flagging services for the State, RailWorks shall notify an ACTA representative regarding the State's (or its contractors') requests including for services, including dates(s) and location(s).

Contractor shall submit separate monthly invoices for this work along with the regular monthly invoice for the Contractor's on-going Maintenance of Way services. Project numbers and/or work descriptions for the additional work shall be listed on the invoice. Contractor shall submit a status report along with the invoice indicating the percentage of the total work that has been performed during the monthly period. Flagging rates billed must be in agreement with the ACTA approved rate(s) for that period. Prevailing wage rates apply.


If Contractor utilizes a subcontractor for this work, Contractor shall provide appropriate back-up from the subcontractor, as indicated in 5.7.1 of the contract. This information includes the subcontractor invoice, timesheets, etc.

M E M O

Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: April 6, 2023

From: Michael C. Leue, Chief Executive Officer 

Subject: APPROVE Amendment No. 2 to Agreement No. C0868 with Tetra Tech, Inc. for Environmental Site Assessment & Restoration Services

Recommendation:

Approve the proposed second amendment to Agreement No. C0868 with Tetra Tech, Inc. for environmental site assessment and restoration services to extend the term of the Agreement for three years through June 30, 2026 and decrease the total compensation amount to \$50,000; and authorize the Chief Executive Officer or his designee to execute said amendment.

Discussion:


Following a competitive solicitation process, and Board approval in September 2017, ACTA entered into Agreement No. C0868 ("Agreement") with Tetra Tech, Inc. ("Tetra Tech") for environmental site assessment and restoration services. The Agreement had an initial three-year term to June 30, 2020, with a three-year extension option which was utilized, extending the Agreement to 2023.

This Agreement is a task order based contract and ACTA has not issued any task orders to Tetra Tech since the inception of the contract, other than a recent \$3,000 passthrough task to provide water sample testing. While ACTA needs to have these professional services available at all times, there has been no need for Tetra Tech services in the past six years.

Tetra Tech is not a certified small business enterprise (SBE), but did commit to utilizing small businesses as subconsultants for certain services. The original Request for Proposals (RFP) required that an average 15% of the contract value go to small businesses. Tetra Tech's proposal had an average 36% of the work going to small businesses, depending upon the type of service required.

The initial contract value, including the first amendment, was for \$150,000, through June 30, 2023. Due to the limited need for the services over the past six years, the second amendment also decreases the contract value to \$50,000. Tetra Tech has requested that the hourly labor rates, daily equipment rates, and miscellaneous other direct cost items match those provided for in similar agreements with the Port of Los Angeles and the Port of Long Beach – both of which were obtained through competitive selection procedures. As a result, the new rates for the next three years of the Agreement will be higher than the current rates; in addition, those rates will increase 3% each calendar year beginning July 1, 2023.

ACTA's Chief Executive Officer recommends that the Board approve the proposed amendment to Agreement No. C0868, extending the Agreement for three years through June 30, 2026, increasing the rates and decreasing the contract value.



Budget Impact:

There is no net impact to the ACTA Program Budget. These costs are included in the ACTA Program Budget under Professional Services. Depending on the nature of the specific task, ACTA will use appropriate funds and seek reimbursement from the responsible party, if applicable.

Co-General Counsel:

ACTA's Co-General Counsel has reviewed and approved the proposed amendment as to form.

Transmittal:

Transmittal 1 – Amendment No. 2 to Tetra Tech Agreement No. C0868

SECOND AMENDMENT
TO AGREEMENT NO. C0868
BETWEEN THE ALAMEDA CORRIDOR
TRANSPORTATION AUTHORITY
AND TETRA TECH, INC

THIS SECOND AMENDMENT to Agreement No. C0868 is made and entered into by the Alameda Corridor Transportation Authority ("ACTA"), acting by and through its Governing Board, and TETRA TECH, INC. ("Consultant") as follows:

1. Article 4. Effective Date and Term, Subsection 4.2 is hereby removed and replaced in its entirety, as follows:

"4.2 Commencing on the Agreement's effective date, this Agreement shall be in full force and effect until:

a. June 30, 2026; or

b. ACTA's Board, in its sole discretion, terminates this Agreement pursuant to Section 6."

2. Article 5. Compensation, Subsection 5.1 is hereby removed and replaced in its entirety, as follows:

"5.1 For the full and satisfactory performance of the Scope of Work, ACTA shall pay Consultant and Consultant shall accept a sum not to exceed Fifty Thousand Dollars (\$50,000). The total sum payable under this Agreement shall be determined by Project Directives and Consultant acknowledges that final compensation may not reach the maximum sum allowed for herein."

3. Exhibit D is hereby amended to add Exhibit D-2, setting forth the rates to be utilized for the time period July 1, 2023 through June 30, 2026. All references to Exhibit D in the Agreement now include Exhibit D-2.

Except as amended herein, all remaining terms and conditions of Agreement No. C0868 shall remain in full force and effect.

The effective date of this amendment shall be the date of its execution by ACTA's Chief Executive Officer or his designee.

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IN WITNESS THEREOF, the parties hereto have executed this Second Amendment to Agreement No. C0868 on the date to the left of their signatures.

ALAMEDA CORRIDOR
TRANSPORTATION AUTHORITY

Date: _____

By: _____
Michael D. Leue, P.E.
Chief Executive Officer

Attest: _____
Secretary

TETRA TECH, INC.

Date: _____

By: _____

Name: _____

Title: _____

Attest: _____

Name: _____

Title: _____

APPROVED AS TO FORM

_____, 2023
HYDEE FELDSTEIN SOTO, Los Angeles City Attorney

By _____
Heather M. McCloskey, Deputy
ACTA Co-General Counsel



EXHIBIT D-2

Tetra Tech

TETRA TECH PROPOSED COST SCHEDULE

The following table provides hourly labor rates for all proposed Tetra Tech personnel.

Professional Levels/Labor Category	July 1, 2023 through December 31, 2023	January 1, 2024 through December 31, 2024	January 1, 2025 through December 2025	January 1, 2026 through December 2026	Units
Senior Vice President	\$295.00	\$304.00	\$314.00	\$324.00	/hour
Vice President	\$266.00	\$274.00	\$283.00	\$292.00	/hour
Technical Specialists	\$200 - \$350	\$200 - \$365	\$200 - \$380	\$200 - \$400	/hour
Director/Program Manager	\$224.00	\$231.00	\$238.00	\$246.00	/hour
Associate Director/Project Manager	\$204.00	\$211.00	\$218.00	\$225.00	/hour
Principal Engineer/Scientist III	\$194.00	\$200.00	\$206.00	\$213.00	/hour
Principal Engineer/Scientist II	\$182.00	\$188.00	\$194.00	\$200.00	/hour
Principal Engineer/Scientist I	\$174.00	\$180.00	\$186.00	\$192.00	/hour
Senior Engineer/Scientist III	\$168.00	\$174.00	\$180.00	\$186.00	/hour
Senior Engineer/Scientist II	\$158.00	\$163.00	\$168.00	\$174.00	/hour
Senior Engineer/Scientist I	\$146.00	\$151.00	\$156.00	\$161.00	/hour
Project Engineer/Scientist III	\$139.00	\$144.00	\$149.00	\$154.00	/hour
Project Engineer/Scientist II	\$132.00	\$136.00	\$141.00	\$146.00	/hour
Project Engineer/Scientist I	\$123.00	\$127.00	\$131.00	\$135.00	/hour
Staff Engineer/Scientist III	\$116.00	\$120.00	\$124.00	\$128.00	/hour
Staff Engineer/Scientist II	\$103.00	\$107.00	\$111.00	\$115.00	/hour
Staff Engineer/Scientist I	\$96.00	\$99.00	\$102.00	\$106.00	/hour
Associate Engineer/Scientist	\$91.00	\$94.00	\$97.00	\$100.00	/hour
Environmental Technician III	\$96.00	\$99.00	\$102.00	\$106.00	/hour
Environmental Technician II	\$91.00	\$94.00	\$97.00	\$100.00	/hour
Environmental Technician I	\$81.00	\$84.00	\$87.00	\$90.00	/hour
GIS Graphic Specialist III	\$131.00	\$135.00	\$140.00	\$145.00	/hour
GIS Graphic Specialist II	\$116.00	\$120.00	\$124.00	\$128.00	/hour
GIS Graphic Specialist I	\$103.00	\$107.00	\$111.00	\$115.00	/hour
CADD Operator III	\$107.00	\$111.00	\$115.00	\$119.00	/hour
CADD Operator II	\$95.00	\$98.00	\$101.00	\$105.00	/hour
CADD Operator I	\$86.00	\$89.00	\$92.00	\$95.00	/hour
Contract Manager	\$152.00	\$157.00	\$162.00	\$167.00	/hour
Contract Administrator III	\$103.00	\$107.00	\$111.00	\$115.00	/hour
Contract Administrator II	\$99.00	\$102.00	\$106.00	\$110.00	/hour
Contract Administrator I	\$81.00	\$84.00	\$87.00	\$90.00	/hour
OTHER DIRECT CHARGES (ODCs)					
GIS/AutoCAD Computer Usage	\$20.00	\$20.00	\$20.00	\$20.00	/hour
Reproduction- letter size and 11 x 17	\$0.16	No Charge	No Charge	No Charge	/page
Reproduction- Oversized	\$0.65	No Charge	No Charge	No Charge	/page

Notes:

- (1) These billing rates will apply from July 1, 2023 through December 31, 2026. A 3% escalation has been applied to rates each calendar year effective January 2024 (July through December 2023 rates are the same as the contract rates from January through June 2023). Professional level assignments will change when appropriate to reflect staff promotions.
- (2) Labor rates apply to normal working hours; a 1.5 multiplier will apply to California personnel who qualify for overtime based upon gross income and non-exempt personnel including associate engineers/scientists, staff engineers/scientists, field technicians, Contract Administrators, and CADD/GIS staff for overtime, night/weekends.



Prevailing Wage Rate	7/1/2023 through 6/30/2024	7/1/2024 through 6/30/2025
Environmental Technician I, II, III	\$133.21	\$137.34

Notes:

1. PW = Prevailing Wage; which are subject to change at any time based upon the project advertised date, changes in California PW law or wage determinations.
2. Rates are subject to increases for overtime in accordance with California PW law. Additional PW labor categories may apply depending upon PW wage determination and scope of work and Tetra Tech will provide ACTA with additional PW rates, as necessary.

TETRA TECH PROPOSED EQUIPMENT RATES

Tt Owned Equipment	July 1, 2023 through December 31, 2023	January 1, 2024 through December 31, 2024	January 1, 2025 through December 2025	January 1, 2026 through December 2026
	Daily Cost	Daily Cost	Daily Cost	Daily Cost
Travel				
Tt Pasadena Vehicles*	\$110.00	\$115.00	\$120.00	\$125.00
Tt San Bernardino Vehicles*	\$137.00	\$140.00	\$145.00	\$150.00
Mileage Rate (personal vehicles) based on IRS rate and subject to change	\$0.655	IRS RATE	IRS RATE	IRS RATE
* = Fuel Surcharge applies to Tt owned Vehicles – Details below				
Electronic Equipment				
Digital Camera	\$1.65	\$1.70	\$1.80	\$1.90
Video Camera	\$3.30	\$3.40	\$3.60	\$3.80
Field Tablet/Laptop	\$15.50	\$16.00	\$16.50	\$17.00
Handheld GPS Unit	\$16.50	\$17.00	\$17.60	\$18.20
Terrestrial Field Equipment				
MiniRAE 3000 (or equivalent) Organic Vapor Analyzer (OVA)	\$24.50	\$25.30	\$26.10	\$26.90
Hydrogen Sulfide (H2S) Personal Monitor	\$19.00	\$19.60	\$20.20	\$20.90
MultiRAE 4 or 6-gas meter OVA/PID	\$34.00	\$35.10	\$36.20	\$37.30
Water Level Meter	\$27.50	\$28.40	\$29.30	\$30.20
Interface Oil Probe	\$38.00	\$39.20	\$40.40	\$41.70
Turbidity Meter (HachQ2100 or equivalent)	\$16.50	\$17.00	\$17.60	\$18.20
Kemmerer Water Sampler	\$119.00	\$122.60	\$126.30	\$130.10
Peristaltic pump	\$55.00	\$56.70	\$58.50	\$60.30
Groundwater bladder pump including controller	\$88.00	\$90.70	\$93.50	\$96.40
Generator (fuel is additional)	\$30.00	\$30.90	\$31.90	\$32.90
Field Hand Tools (one or more of the following: socket wrenches, impact driver, Encore T-handle, drum opener, general hand tools)	\$11.00	\$11.40	\$11.80	\$12.20
Hand Augering kit (w/slide-hammer sampler)	\$38.25	\$39.40	\$40.60	\$41.90
Trash Pump	\$22.00	\$22.70	\$23.40	\$24.20



Permits, Rental Equipment, and Field Supplies				
At cost plus G&A cost of 13.5%	Varies	Varies	Varies	Varies

All ODCs such as permit fees, rental field equipment, field supplies, and FedEx shipping will be billed at cost which will include Tetra Tech's general and administrative (G&A) cost of 13.5%. Tetra Tech owned equipment, and computer usage will be billed at costs shown above.

A fuel surcharge will be applied when the California All Grades All Formulations Retail Gasoline Prices is above \$4.50/gallon as shown below based on the date of the vehicle use. The gasoline prices are published here:

https://www.eia.gov/dnav/pet/pet_pri_gnd_dcus_sca_w.htm

Fuel Cost/Gallon	Fuel Surcharge, Rate per Trip	
	Pasadena Vehicle	SBO Vehicle
\$4.50 to \$5.50	\$15.00	\$20.00
\$5.50 to \$6.50	\$20.00	\$25.00
\$6.50 to \$7.50	\$25.00	\$30.00
\$7.50 to \$8.50	\$30.00	\$35.00
\$8.50 to \$9.50	\$35.00	\$40.00
\$9.50 to \$10.50	\$40.00	\$45.00


Subcontractors will be billed at cost plus 10% fee.

M E M O

Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: April 6, 2023

From: Kevin L. Scott, Chief Financial Officer 

Subject: APPROVE 2023-2024 Renewal of Insurance Coverage

Recommendation:

It is recommended that the Governing Board authorize the Chief Financial Officer or his designee 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 April 15, 2023 through April 14, 2024; and
2. Bind insurance, on behalf of ACTA, in accordance with the recommendations of Willis.

Renewal Process:

Each year ACTA's Broker of Record reviews ACTA's insurance needs and solicits bids for insurance coverage on behalf of ACTA. The current insurance policies will need to be renewed effective April 15, 2023. ACTA carries eight types of insurance coverage, as shown on the attached Insurance Program Schematic in Transmittal 1.

ACTA's insurance year begins on April 15 and ends on April 14 of each year. ACTA purchases insurance policies covering Corridor Property, Difference in Coverage, Railroad Liability, Auto Liability, Office Property, Workers' Compensation, Directors & Officers Liability, and Crime Insurance. Certain policies, including Corridor Property Insurance with an associated Business Interruption Rider are required by the terms of the Master Trust Indenture. Under the terms of the Use & Operating Agreement, the Railroads reimburse ACTA for premiums for the Corridor Property and Railroad Liability policies.

On January 19, 2023, ACTA staff met with representatives from ACTA's Broker of Record, Willis, to begin the annual insurance policy renewal process. During the preliminary meeting, Willis indicated that, as a result of market factors, insurance premiums can be expected to increase by about 2% to 15% this year. With Willis's assistance, ACTA completed the insurance applications for use by prospective carriers. Willis has presented ACTA's insurance needs, business model, and financial credentials to appropriate insurance markets to solicit coverage proposals on ACTA's behalf. Willis has examined the proposals by coverage type and recommended proposed coverage to ACTA. ACTA and Willis have met with risk managers from both railroads to review and approve the coverage. Willis and ACTA are in the process of finalizing the coverages and premiums with insurance companies. Upon authorization of the Governing Board, the Chief Financial Officer or his designee will bind the final insurance portfolio. See Transmittal 2 for a Preliminary Premium Summary.

Budget Impact:

Willis is compensated directly by ACTA and receives no commission compensation from any insurance company or provider. Costs for the premiums and for Willis are included in the FY23 Budget. There is no impact to the FY23 Budget for the renewal.

Co-General Counsel Review:

ACTA's Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.

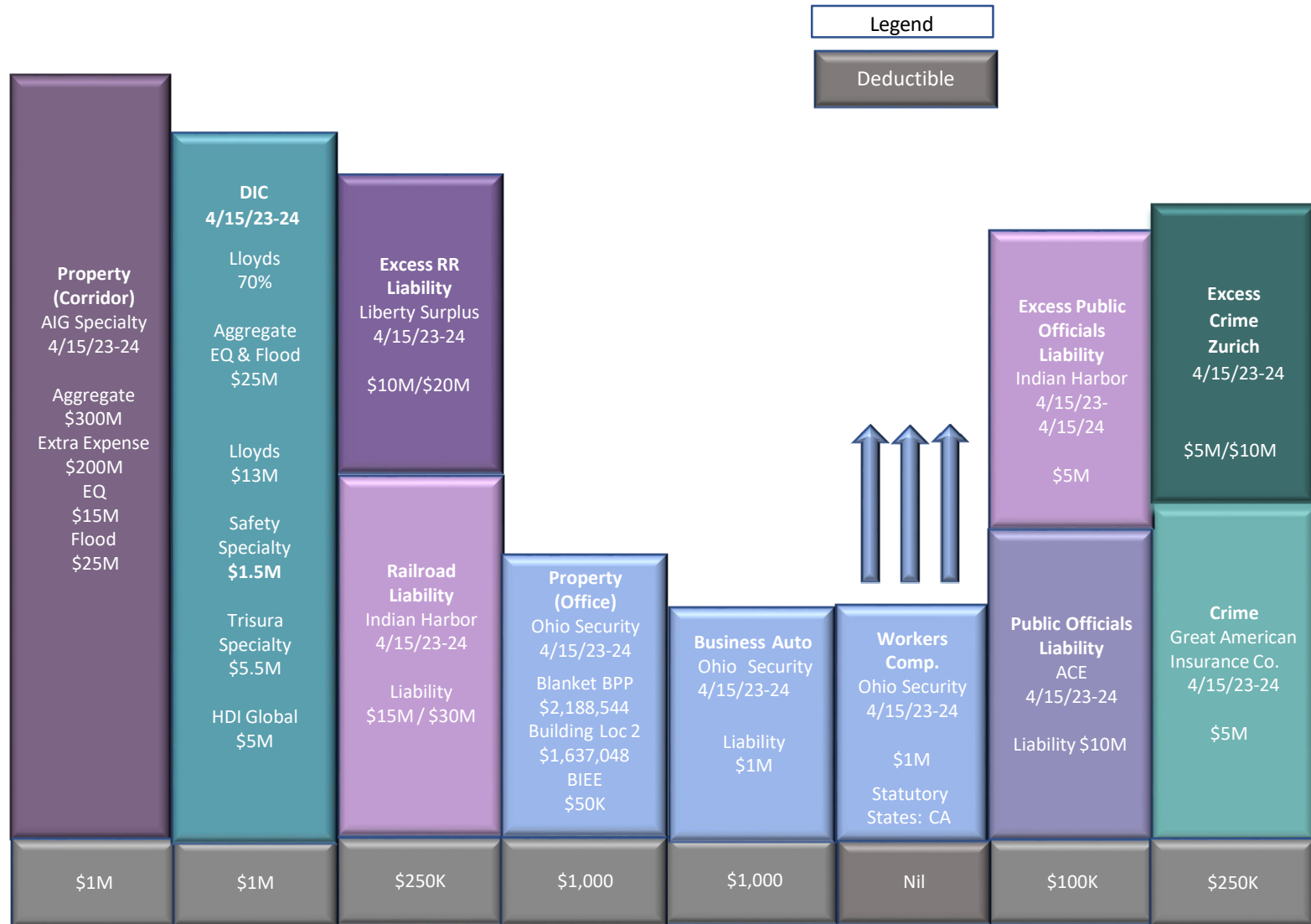
Transmittals:

Transmittal 1 – 2023-2024 Insurance Program Schematic

Transmittal 2 – 2023 Preliminary Premium Summary and Comparison to 2022 Insurance Policies

Alameda Corridor Transportation Authority

2023- 2024 Program Schematic
Updated 3.9.23



The information contained herein is intended to serve only as an outline of your various coverages. It does not alter, amend or change your coverage. Reference should be made to the respective policies for complete details and terms and conditions of coverage. Edition 2014.05

Preliminary Premium Summary and Comparison


Coverage	2023 Exposure	Exposure% Change from 2022	2022 Premium	2022 Premium Adj for 2023 Exposure Change	2023 Premium (Best estimate)	2023 Premium Change before Adj	2023 Premium Change after Exposure Adj
Corridor Property	\$1,701,200,193 TIV	3%	\$1,087,220 plus \$36,000 TRIA	\$1,119,837 plus \$65,000 TRIA	\$1,334,765 plus \$65,000 TRIA	\$247,545	\$214,928
DIC	\$1,701,200,193 TIV	3%	\$315,250	\$324,708	\$352,800	\$37,550	\$28,092
Railroad Liability	\$1,466,002 Payroll	3%	\$137,235	\$141,352	\$144,160	\$6,925	\$2,808
Excess Railroad Liability	\$1,466,002 Payroll	3%	\$54,894	\$56,541	\$57,690	\$2,796	\$1,647
Auto	0 Vehicle	(100)%	\$2,052	\$0	\$297	\$(1,755)	\$(2,052)
Office Property	\$3,825,592 TIV	0%	\$5,761	\$5,761	\$8,080	\$2,319	\$2,319
Workers Compensation	\$1,466,002 Payroll	3%	\$7,461	\$7,685	\$8,351	\$890	\$666
Crime	11 FTE	0%	\$11,218	\$11,218	\$11,218	\$0	\$0
Excess Crime	11 FTE	0%	\$4,599	\$4,599	\$4,740	\$141	\$141
Directors & Officers / EPL	\$99,930,429 revenue	(18)%	\$55,213	\$45,275	\$61,342	\$6,129	\$9,938
Excess Directors & Officers / EPL	\$99,930,429 revenue	(18)%	\$12,164	\$9,974	\$13,500	\$1,336	\$3,526
TOTAL			\$1,694,077 Plus \$36,000 TRIA		\$1,996,943 Plus \$65,000 TRIA	\$303,876	\$262,013

M E M O

Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: April 6, 2023

From: Michael C. Leue, Chief Executive Officer 

Subject: INFORMATION on Proposed ACTA Organization Transition

Introduction

ACTA's Chief Executive Officer and Chief Financial Officer met with members of the Governing Board's ad hoc committee on organizational transition planning in February 2023. The information presented herein is in alignment with ad hoc committee discussions.

The purpose of the proposed organization transition is two-fold: 1) to address the decreasing need for continuing services under ACTA's engineering team contract; and 2) to address succession planning in response to expected near-term retirement plans of some ACTA staff and potential changes in engineering team contractors.

In support of the organization transition, the CEO proposes to hire an Executive Search firm to assist with ACTA staff hiring.

Discussion

The Alameda Corridor Engineering Team (ACET), a joint venture of engineering firms, has been under contract with ACTA since the construction of the Alameda Corridor in the late 1990s. The services and resources provided by ACET have reduced dramatically over the years, from a peak employment of 300 personnel during corridor construction, down to the current level of 7 contractors. With the completion of the Caltrans SR-47 construction project, ACTA's needs for engineering services will reduce once again. Therefore, it is reasonable to evaluate ACTA's needs going forward.

The organization chart presented in *Figure 1* depicts ACTA's current situation. Many of ACTA's employees (shown in blue/squares) have served ACTA for over 20 years and certain employees are, or soon will be, eligible for retirement. The ACET assignments (shown in green/circles) have also been in their respective positions for the same 20+ year period. With the potential loss of such long-term personnel, it is critical for ACTA to prepare a forward-looking transition plan for the successful continuation of services required for ACTA's operations.

ACTA's goals in transitioning and succession planning are as follows:

- Comply with ACTA's JPA Agreement and government contracting best practices;
- Tailor ACTA's organizational structure to meet current and future needs;
- Be nimble/resilient to meet future demands;
- Retain or transfer institutional knowledge; and
- Be cost-effective while maintaining capabilities and relationships with stakeholders.

The organization transition options that ACTA's management has considered are presented in *Table 1*.



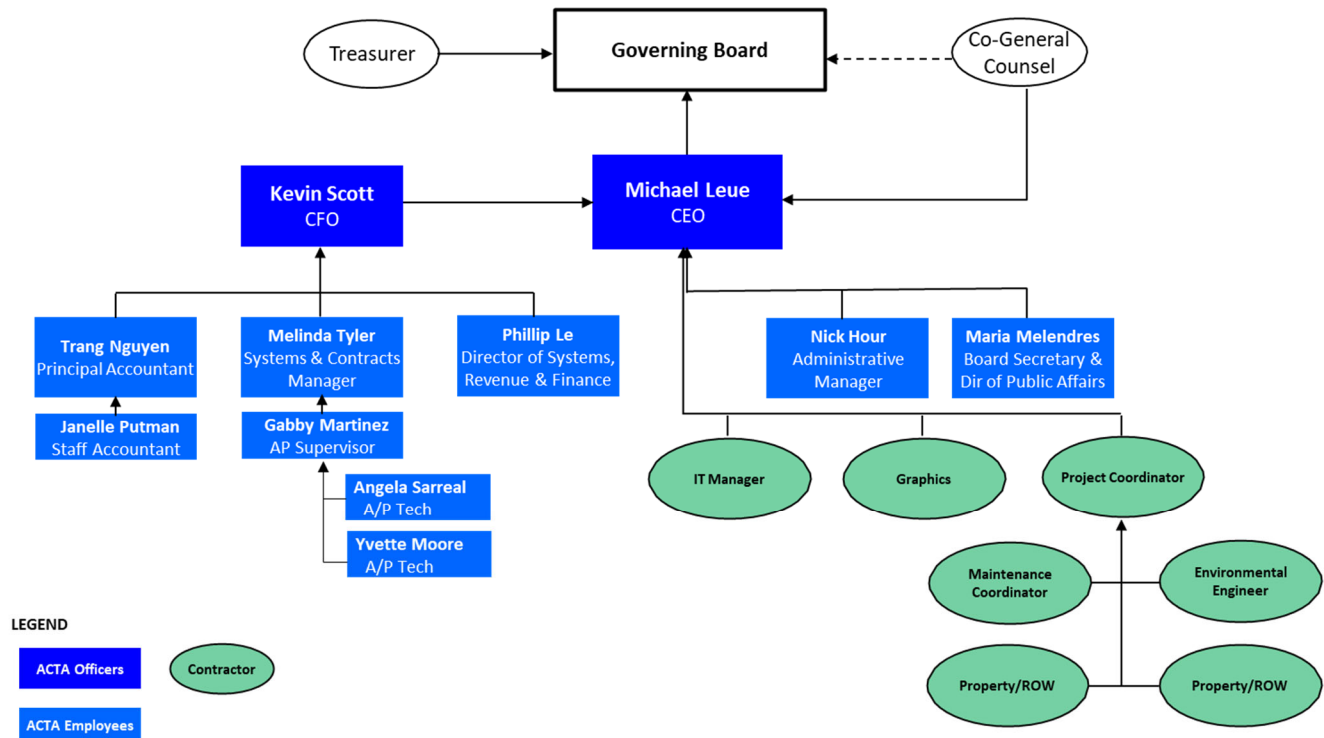


Figure 1 – Current Organization Chart

Table 1: Organization Transition Options			
Transition Option	Description	Advantages	Disadvantages
Option 1	Extend ACET Contract, but shift from full-time to on-call resources.	Easiest option to implement; Some flexibility with as-needed services; Some knowledge retention through existing firms.	Continues extension without a competitive selection process; does not account for expected retirements of current personnel.
Option 2	Replace ACET Contract with new full-time ACTA staff.	Discontinues ACET contract.	Not flexible for future changes in resource needs. Knowledge transfer opportunities limited.
Option 3	Hybrid option, engage outside engineering firms on an on-call basis and hire new ACTA staff.	Recompetes ACET contract, with ability to contract directly with select engineering firms; Provides flexibility when resource needs change.	Timing for knowledge transfer may be difficult to accomplish.

Cost Analysis

The cost of each organization transition option has been evaluated, shown in *Table 2*. This cost analysis shows that Option 1, extending the ACET contract, would be the most expensive, with the assumption that recompeting the contract would result in new higher overhead rates. Option 2 and Option 3 are similar in cost, but Option 3 provides the opportunity to reduce resources by utilizing on-call engineering contracts.

Table 2: Organization Transition Option Costs			
Transition Option	Personnel Resources (ACTA/Contract/Total)	Labor Multiplier (ACTA/Contract)	Total Annual Cost
Existing	11/7/18	1.77/2.50	\$5.78M
Option 1	11/7/18	1.77/2.75	\$6.99M
Option 2	16/2/18	1.71/2.75	\$5.82M
Option 3	13/3.75/16.75	1.73/2.75	\$5.78M

Recommendation

ACTA's management recommends moving forward with Option 3, which will result in increasing ACTA's staff by two positions and engaging engineering firms through competitive selection procedures for as-needed/on-call engineering services as depicted in the example organization chart on *Figure 2*.

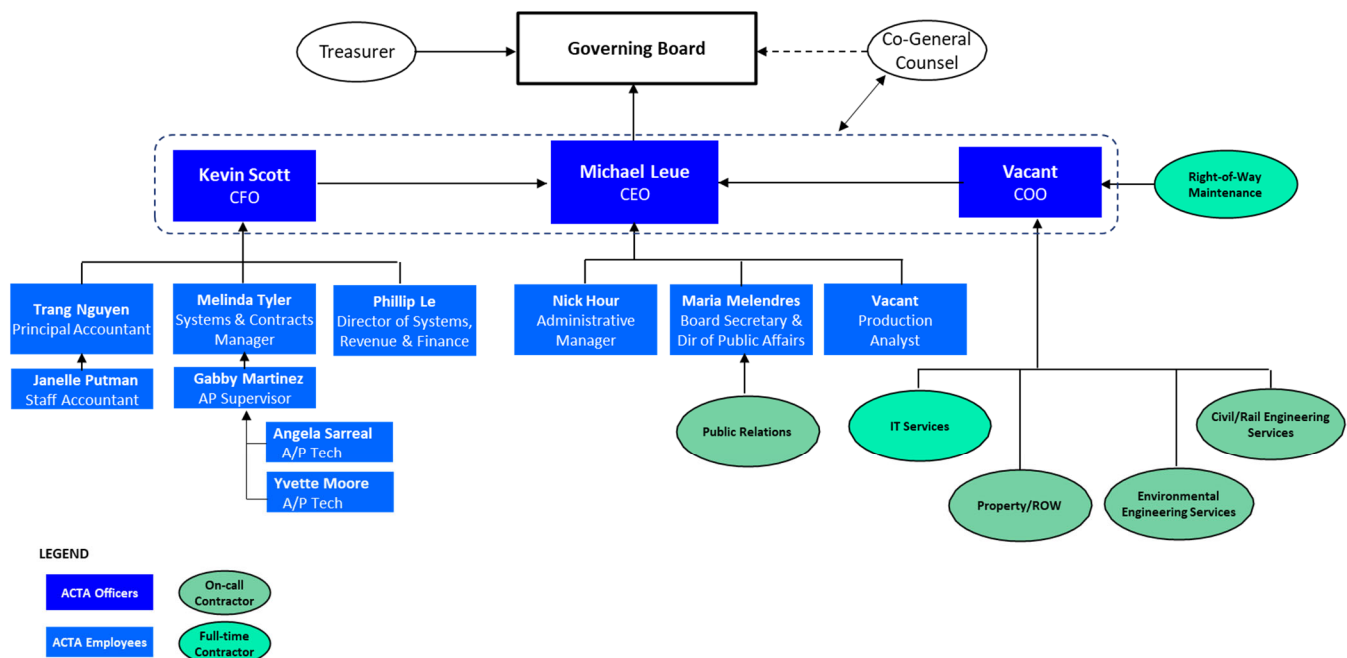


Figure 2 –Hybrid Organization Chart

The on-call engineering contracts envisioned with the Hybrid Option include the following:

- IT Services – maintain ACTA office and field computers and communications systems;
- Property/ROW – support the on-going disposition of properties procured during construction and delineation and legal descriptions of properties or rights-of-way;
- Environmental Engineering – support meeting the requirements for outside agency permits and legal obligations;
- Civil/Rail Engineering – provide engineering design and professional opinions in support of maintenance-of-way and needs of outside agencies.

ACTA's management recommends hiring a Chief Operating Officer (COO) to support the CEO in providing leadership and expertise in railroad maintenance and operations with the ability to provide management of maintenance-of-way activities, engineering contractor activities, safety programs and dispatching performance. Individuals with such railroad expertise are in high demand, but ACTA is hopeful that the professional standing, benefit package and opportunity for growth will attract the envisioned candidate.

ACTA's management also recommends hiring a Production Analyst to support the data analysis related to our revenue assessment and verification system and operations assessments, as well as production of data presentation graphics, reports and Board meeting packages. This position will also assist with contract documents.

Next Steps

ACTA's management has evaluated the roles and responsibilities of current staff and contractors and has prepared a redistribution of responsibilities to the hybrid organization members. This assessment enables preparation of job descriptions that can be used for the hiring of new staff, modifications to existing staff roles, and development of scope-of-work for procurement of new contractors.

The process of hiring new staff is anticipated to occur over the next three months. The CEO proposes to engage an Executive Search firm for the COO hiring. The Executive Search firm would be selected through a modified RFP process, by contacting firms currently in on-call pools with the Port of Los Angeles or Port of Long Beach. These pools, obtained through competitive selection procedures at each port, total 11 Executive Search firms. The CEO intends to contact three or more of these firms to request project proposals and pricing for executive search assistance to hire the COO position. The agreement will be valued below the \$50,000 compensation threshold for the CEO's authority to enter into an agreement without Board approval, or if it is not, it will be brought before the Board for review and approval.

The procurement of engineering services contractors is anticipated to occur over the next three to six months. To improve the opportunity for knowledge transfer with implementation of the Hybrid Option, ACTA management recommends that the ACET contract be extended for one year to provide a period of overlap with new ACTA staff and contractors. The level of ACET utilization will likely be tapered off during the extension period as new staff and contractors become fully engaged. ACTA will bring the request for extension of ACET contract to a future Governing Board meeting.

Co-General Counsel Review


ACTA's Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.

M E M O

Alameda Corridor Transportation Authority

To: Governing Board

Meeting Date: April 6, 2023

From: Kevin L. Scott, Chief Financial Officer 

Subject: Preliminary FY 2024 Draft Budget (INFORMATION)

Discussion

The FY2024 Draft Budget affords an opportunity for staff to present a preliminary budget proposal and for Board members to ask questions and provide comments. Highlights of the proposal are described in the narrative below regarding the Operating Budget Summary and are detailed in Transmittal 1 (attached). Based upon the outcome of today's discussion, along with some final reviews of budgetary amounts by staff, a formal and final budget will be presented to the Board for adoption at the Governing Board meeting in June 2023.

Revenue

The draft budget schedules provide a revenue projection for FY24 of \$106.0M, which includes \$14.7M in railroad Maintenance-of-Way Charges and \$91.4M in Use Fees & Container Charges. Other Income from interest earnings and reimbursement by Caltrans for costs incurred for the SR-47 Project add \$5.8M to the revenue. The total revenue is forecast to be \$111.8M.

Use Fees & Container Charges are based on a projection of 12.1M total San Pedro Bay TEUs. The fee per TEU includes a CPI increase of 4.5% over FY23. The revenue forecast is conservative (low model) to reflect reduction in cargo volumes relative to the surge that occurred July 2021 through January 2022.

Expenses

At this time, the FY23 estimated actual administrative expenses are projected to be 17.3% under the FY23 budget (\$5.8M vs. \$7.0M), due to lower-than-expected salaries, benefits, office expenses, and professional service costs.

The FY24 administrative expenses (\$7.8M) are anticipated to be 11.8% over the FY23 budget (\$7.0M), due to the reorganization plan, including the addition of two new ACTA employees (Chief Operating Officer and Production Analyst), professional consultant services to replace ACET and an extension of ACET contract to enable knowledge transfer. The draft FY24 budget also includes a salary adjustment/increase of 4.5% for ACTA employees. Benefit costs reflect the latest rates as quoted by the benefit providers such as CalPERS (health and retirement), Guardian (life insurance) and other benefit providers (workers compensation, dental insurance, vision insurance, etc.), as well as additional CalPERS deposits.

Expenses for Public Benefit project varies yearly based upon Caltrans' SR-47 construction schedule and timing of Caltrans reimbursement payments. The difference between the FY23 estimated actuals (\$1.8M) and FY23 budget (\$4.4M) is due to a delay in Caltrans completing utility relocation work. Construction activities on the SR-47 project are expected to be completed in FY24 with an anticipated budget of \$3.0M. Some close-out activities are anticipated in FY25.

Cash Flow

Cash flow during FY24 is anticipated to be positive by about \$11.6M. The cash balance at the beginning of FY24 (July 1, 2023) is estimated to be about \$68.0M, including \$47.5M in the Revenue Fund, \$3.3M in the M&O Fund, \$10.4M in the Reserve Account and \$6.8M in the Administrative Fund. Receipts include Use Fees & Container Charges of \$91.4M and \$16.3M mostly from M&O payments made by the railroads and interest earnings. After debt service payments of \$65.5M, Operating Expenses of \$7.8M and M&O Expenses of \$22.8M, ACTA staff anticipates about \$11.6M in positive cash flow. The ending cash balance on June 30, 2024 is estimated to be \$79.6M.

Capital Spending and Financing

ACTA will not take on any new capital projects during FY24 or for the foreseeable future. Larger maintenance expenditures will be funded through the Reserve Account. ACTA's Master Trust Indenture pledges available Revenue to debt currently outstanding, maintenance and operations, and port obligations.

Co-General Counsel Review:

ACTA's Co-General Counsel has reviewed this Board Report and there are no legal issues at this time.

Transmittals:

- Transmittal 1 - Draft FY2024 Budget Presentation
- Transmittal 2 - Draft FY2024 Budget

Item 10

FY24 Preliminary Budget

Budget Assumptions

- Projected revenues based on:
 - 4.5% CPI fee increase
 - Assumption of 0% month over month change in volume starting in July 2023 through December 2023 compared to the same period 2022 and change of 2% for January through June 2024
- ACTA staff compensation adjustment 4.5% CPI
- ACTA staffing level 13 full-time, new positions of COO and Production Analyst added
- Six months of ACET staffing provided to meet needs of operations and field support and transition. New consulting agreements will be made for civil/rail engineer, environmental engineer, IT and real estate

Budget Assumptions

- Core ACTA functions include corridor maintenance, revenue collection, payment of obligations, and servicing of debt
- ACET duties will be replaced by four new professional contracts, civil/rail engineer, environmental engineer, IT and real estate
- M&O budget figures based upon 2023 calendar year budget approved through the Notice of Mutual Agreement process

Operating Budget Summary Revenue

(x1000)

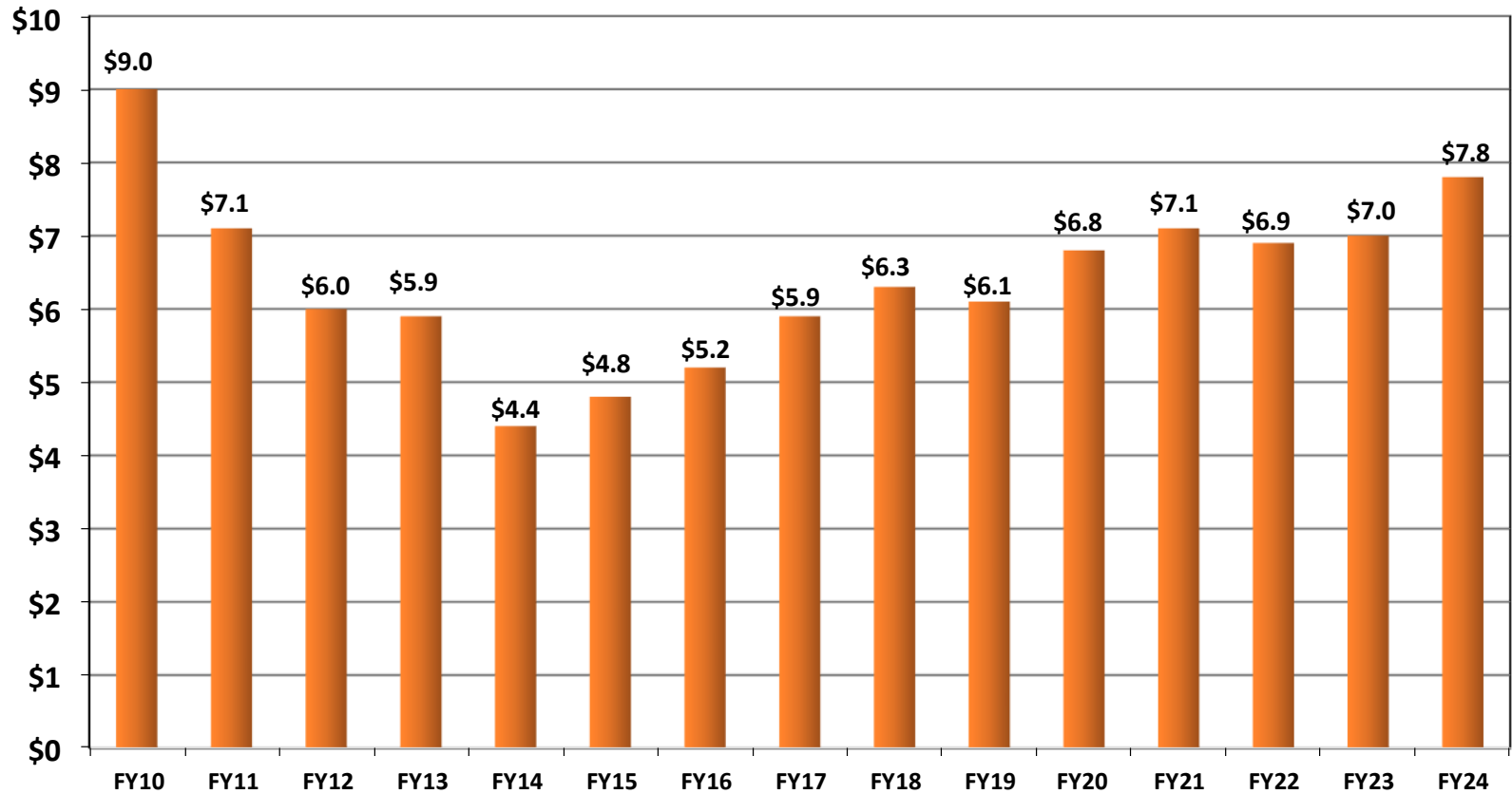
	FY 2024 Budget	FY 2023 Budget	FY 2023 Estimated Actual
San Pedro Bay TEUs	12,067	12,101	11,936
ACTA TEUs	3,121	2,982	3,465
Operating Revenue			
Use Fees and Container Charges	\$ 91,384	\$ 84,060	\$ 101,793
Maintenance-of-Way Charges	<u>14,660</u>	<u>10,626</u>	<u>9,407</u>
Total Operating Revenue	\$ 106,044	\$ 94,686	\$ 111,200
Other Revenue	<u>5,799</u>	<u>5,244</u>	<u>4,408</u>
Total Revenue	<u>\$ 111,843</u>	<u>\$ 99,930</u>	<u>\$ 115,608</u>

Administrative Spending by Expense Type

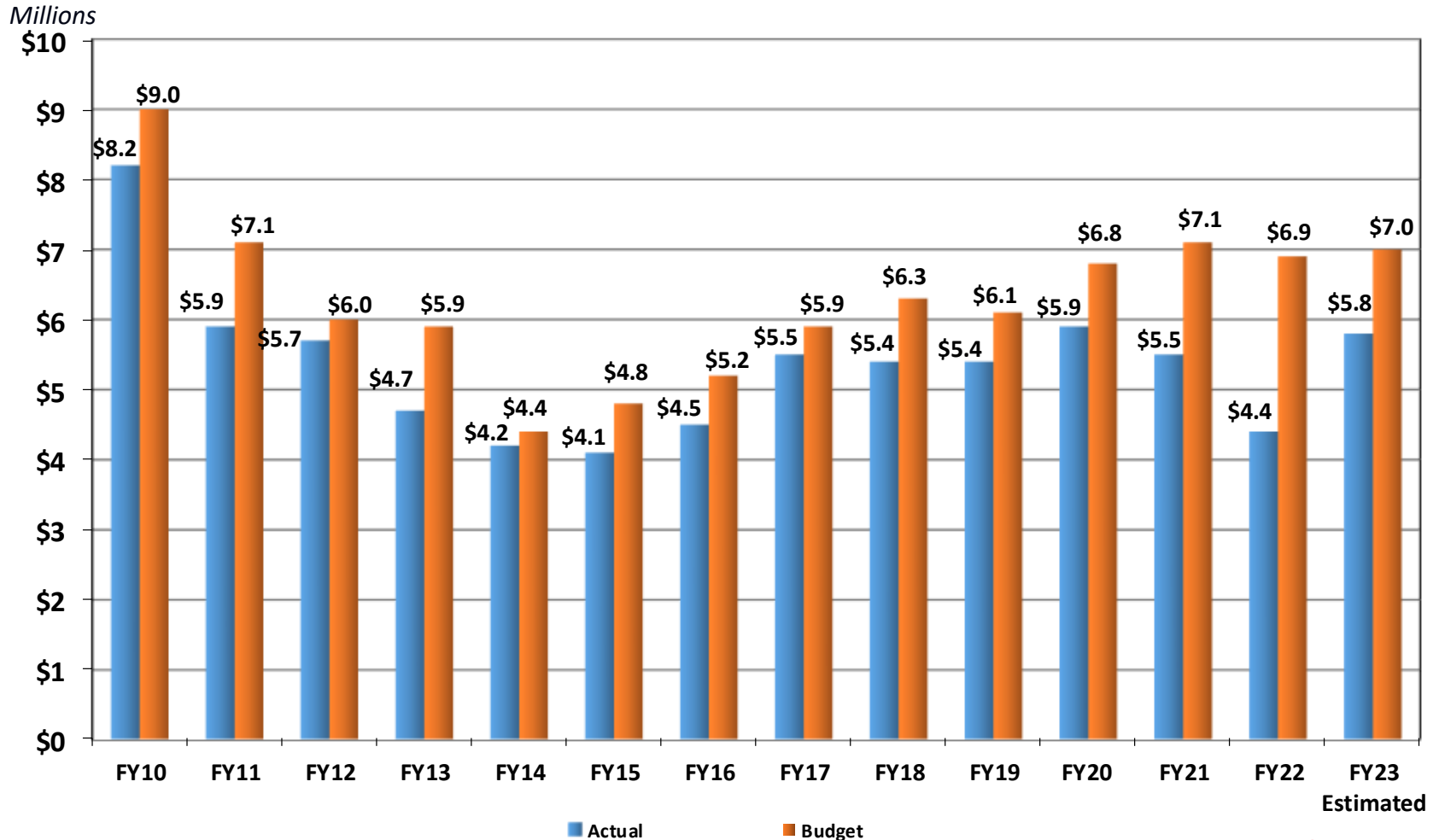
	FY 2024 Budget	FY 2023 Budget	FY 2023 Estimated Actual
Salaries	\$ 2,202,885	\$ 1,812,228	\$ 1,745,956
Benefits	1,031,409	978,649	847,348
Office Expenses	505,233	486,235	445,473
Other Management Expenses	103,900	95,550	49,893
Information Technologies	183,500	221,900	145,849
Bank and Investment	175,000	175,000	129,551
ACET Administrative Support	858,857	1,667,684	1,219,209
Audit	206,128	196,470	159,408
Legal	830,000	830,000	700,125
Governmental Affairs	85,000	83,397	83,468
Professional Services	<u>1,638,941</u>	<u>447,155</u>	<u>261,412</u>
Total Administrative Expenses	\$ 7,820,853	\$ 6,994,268	\$ 5,787,692

Net Administrative Expense Comparison Budget FY10 to FY24

Millions



Net Administrative Expense Comparison Budget vs. Actual FY10 to FY23



Draft FY2024 Budget

Presented to ACTA Governing Board

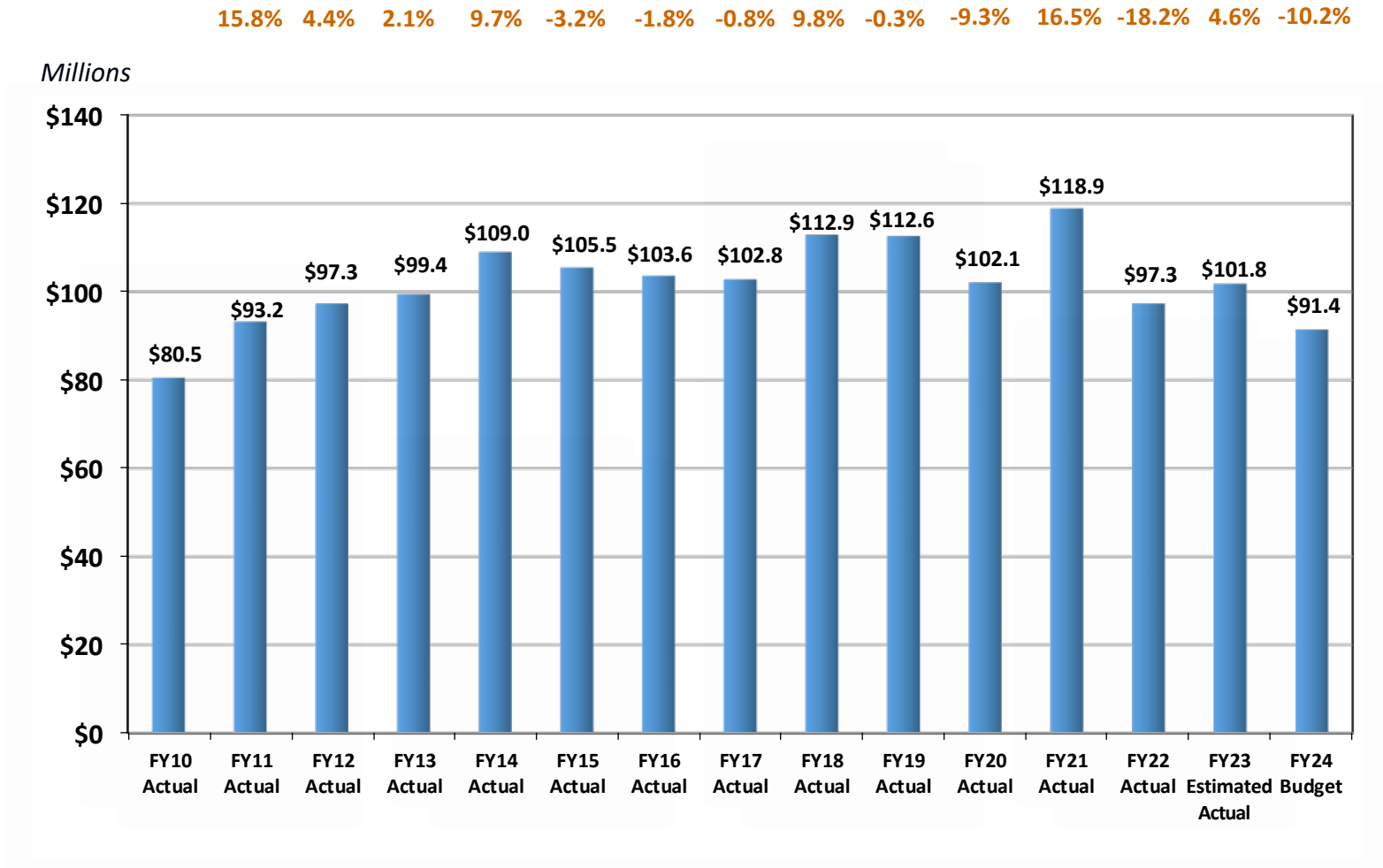
April 6, 2023



ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY
OPERATING BUDGET SUMMARY

	FY 2024		FY 2023	
	Budget	Estimated Actual	Budget	
San Pedro Bay TEUs (000)	12,067	11,936	12,101	
ACTA TEUs (000)	3,121	3,465	2,982	
Revenues				
Operating Revenues				
Use Fees & Container Charges	\$ 91,383,833	\$ 101,793,346	\$ 84,060,112	
Maintenance-of-Way Charges	14,660,656	9,407,263	10,626,662	
Total Operating Revenues	106,044,489	111,200,609	94,686,774	
Other Revenues	5,798,793	4,408,244	5,243,655	
Total Sources of Funds	111,843,282	115,608,853	99,930,429	
Expenses				
Salaries	2,202,885	1,745,956	1,812,228	
Benefits	1,031,409	847,348	978,649	
Office Expenses	505,233	445,473	486,235	
Other Management Expenses	103,900	49,893	95,550	
Information Technologies	183,500	145,849	221,900	
Bank and Investment	175,000	129,551	175,000	
ACET Administrative Support	858,857	1,219,209	1,667,684	
Audit	206,128	159,408	196,470	
Legal	830,000	700,125	830,000	
Government Affairs	85,000	83,468	83,397	
Professional Services	1,638,941	261,412	447,155	
Total Administrative Expenses	7,820,853	5,787,692	6,994,268	
Pass Thru Expenses & EPA Order	1,169,835	550,498	170,212	
Expenses for Public Benefit	2,992,850	1,822,506	4,437,000	
Total Admin, EPA, and Public Benefit Expenses	11,983,538	8,160,696	11,601,480	
Total Maintenance-of-Way Expenses	22,767,159	16,431,386	17,945,027	
Subtotal Admin, EPA, Public Benefit, and MOW Expenses	34,750,697	24,592,082	29,546,507	
Financing Interest	125,573,315	124,227,516	124,227,515	
Depreciation and Amortization Expenses	20,985,164	20,985,164	20,985,164	
Total Operating Expenses	181,309,176	169,804,762	174,759,186	
Income (loss)	\$ (69,465,894)	\$ (54,195,909)	\$ (74,828,757)	

Total Use & Container Charges Comparison



ACTA Revenues *
Projected using ACTA Imputed TEUs
Revenue FY24 Hybrid

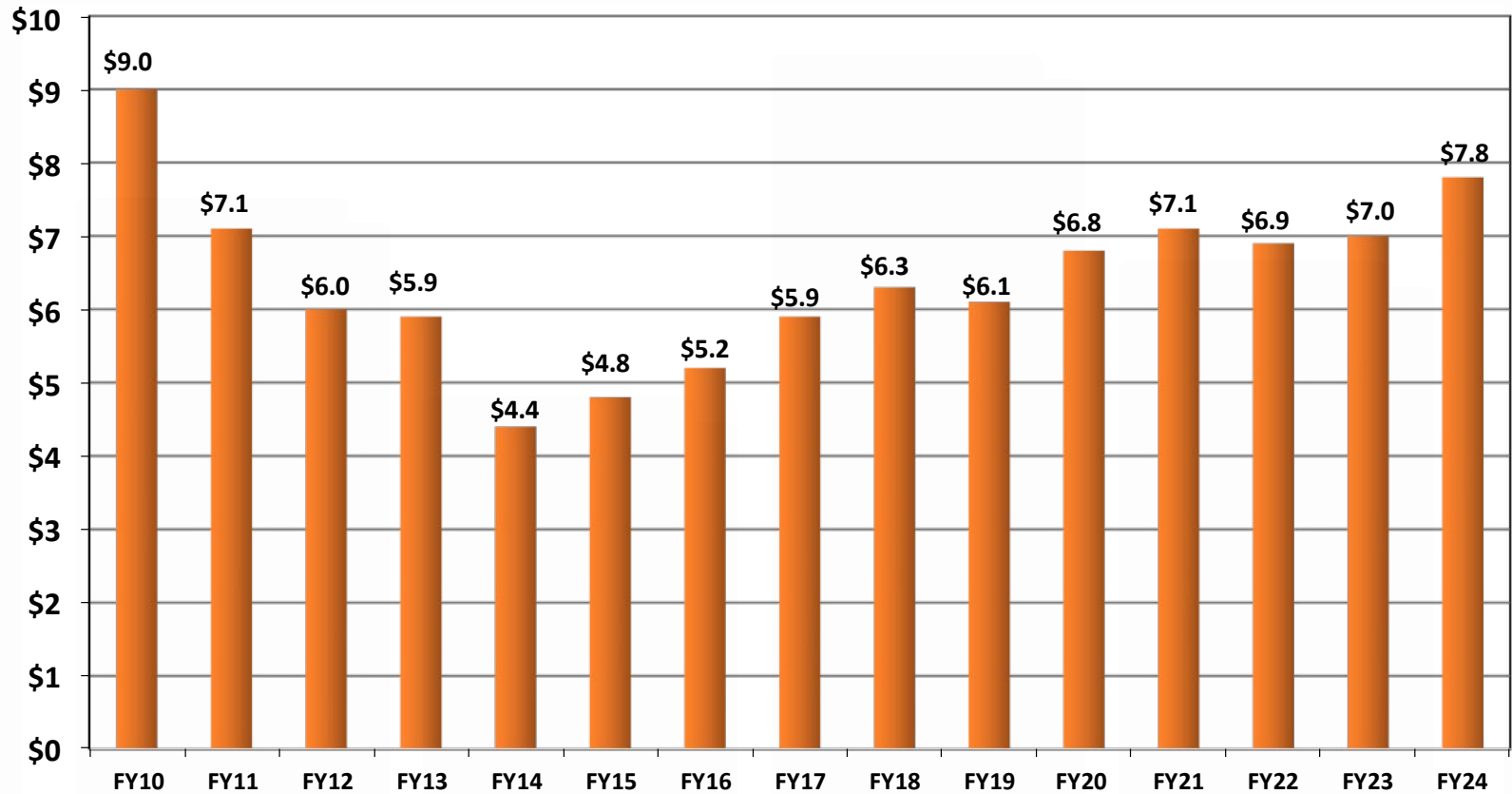
	San Pedro Bay Loaded TEUs		Imputed TEUs			Fee	Actual and Projected Revenues
Month	San Pedro Bay Loaded Waterborne Total	San Pedro Bay Loaded Waterborne Growth Rate	Imputed TEUs Divided By Loaded TEUs	ACTA Imputed TEUs	ACTA Imputed TEUs Growth Rate	Actual Loaded Rate / TEU	Actual Reconciled / Forcasted Unreconciled
Jul-22	1,074,937	2.0%	29.4%	315,842	-10.1%	27.92	\$9,624,261
Aug-22	1,011,859	-9.2%	33.3%	337,115	-0.3%	27.92	\$9,361,322
Sep-22	876,753	-14.4%	35.5%	310,864	4.1%	27.92	\$9,717,321
Oct-22	839,714	-21.7%	36.0%	302,294	12.0%	27.92	\$9,054,882
Nov-22	781,626	-18.4%	36.6%	286,351	22.2%	27.92	\$8,440,039
Dec-22	805,989	-13.2%	32.6%	262,825	5.0%	27.92	\$7,994,921
Jan-23	1,039,787	0.0%	25.2%	262,026	6.4%	29.18	\$7,338,083
Feb-23	1,027,784	0.0%	25.2%	259,002	9.5%	29.18	\$7,644,984
Mar-23	1,148,442	0.0%	25.2%	289,407	-0.1%	29.18	\$7,556,732
Apr-23	1,079,227	0.0%	25.2%	271,965	-12.3%	29.18	\$8,443,866
May-23	1,180,827	0.0%	25.2%	297,568	-7.0%	29.18	\$7,934,962
Jun-23	1,069,550	0.0%	25.2%	269,527	-15.8%	29.18	\$8,681,972
FY2023							\$101,793,346
Jul-23	1,074,937	0.0%	25.2%	270,884	-14.2%	29.18	\$7,863,815
Aug-23	1,011,859	0.0%	25.2%	254,989	-24.4%	29.18	\$7,903,425
Sep-23	876,753	0.0%	25.2%	220,942	-28.9%	29.18	\$7,439,647
Oct-23	839,714	0.0%	25.2%	211,608	-30.0%	29.18	\$6,446,284
Nov-23	781,626	0.0%	25.2%	196,970	-31.2%	29.18	\$6,173,955
Dec-23	805,989	0.0%	25.2%	203,109	-22.7%	29.18	\$5,746,865
Jan-24	1,060,583	2.0%	26.4%	279,994	6.9%	29.76	\$5,925,999
Feb-24	1,048,340	2.0%	26.4%	276,762	6.9%	29.76	\$8,332,596
Mar-24	1,171,411	2.0%	26.4%	309,252	6.9%	29.76	\$8,236,406
Apr-24	1,100,811	2.0%	26.4%	290,614	6.9%	29.76	\$9,203,331
May-24	1,204,443	2.0%	26.4%	317,973	6.9%	29.76	\$8,648,655
Jun-24	1,090,941	2.0%	26.4%	288,008	6.9%	29.76	\$9,462,854
FY2024							\$91,383,833

* Actual Reconciled and Projected Unreconciled

Net Administrative Expense Comparison

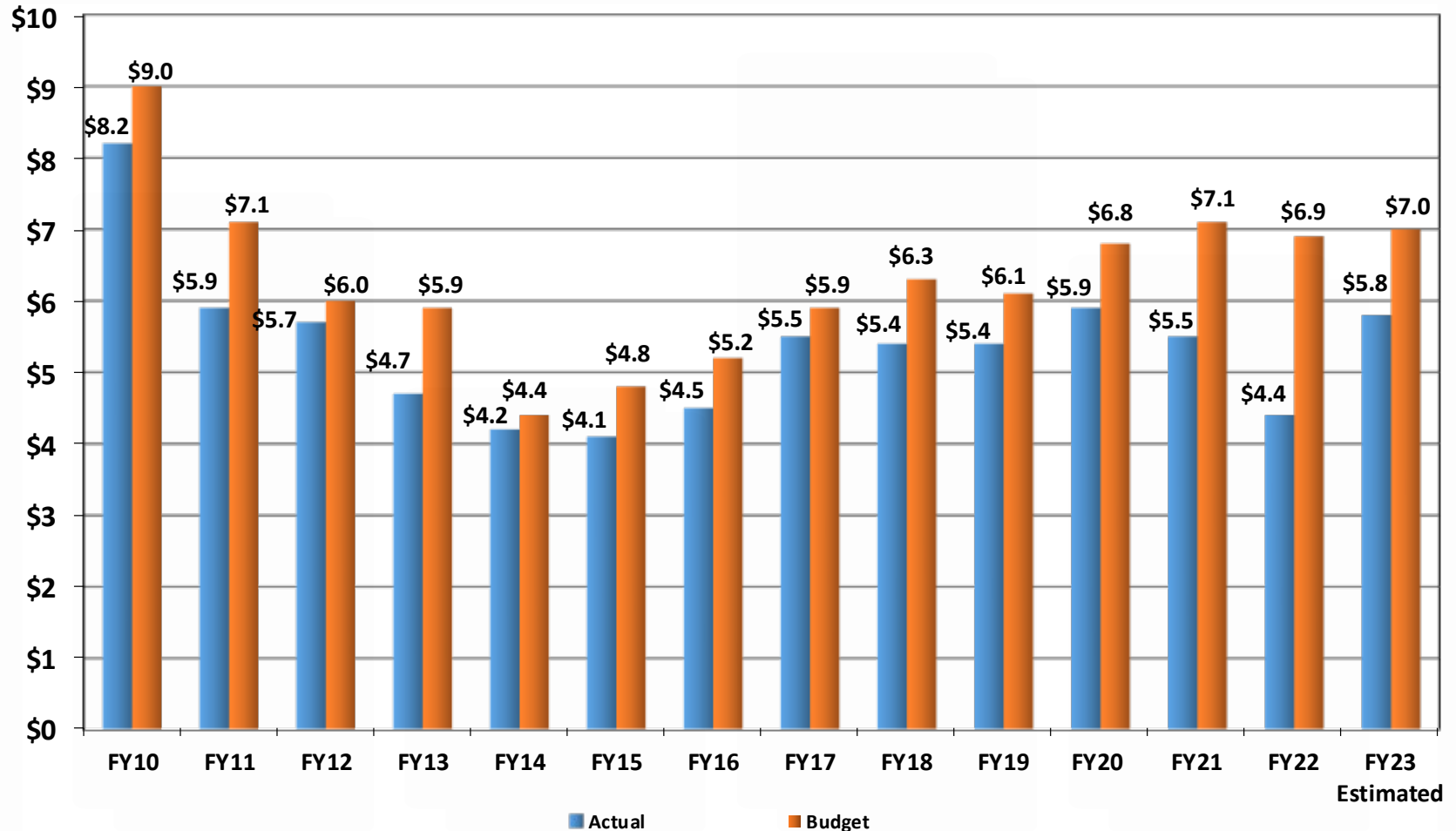
Budget FY10 to FY24

Millions



Net Administrative Expense Comparison Budget vs. Actual FY10 to FY23

Millions



**Alameda Corridor Transportation Authority
Estimated Cash Flow-Budget
FY2024**

Beginning Cash 7/1/2023 - Budget \$ 67,968,462

Receipts:

Use Fee & Containers Charges	\$ 91,383,833
M&O and Other Revenue	<u>16,296,764</u>
Total Receipts	107,680,597

Disbursements:

Debt Service Payments	65,461,227
Operating and M&O Expenses	<u>30,588,011</u>
Total Disbursements	96,049,238

Cash Flow for the Year 11,631,359

Estimated Ending Cash 6/30/2024 \$ 79,599,821