

**Metro Gold Line Foothill Extension Construction Authority Board Meeting
Arcadia City Council Chambers
240 West Huntington Drive
Arcadia, California 91007
September 14, 2011
7:00 P.M.**

1. Call to Order:

Chairman Tessitor called the meeting to order at approximately 7:06 PM.

2. Roll Call:

Member	Appointing Entity	Present	Absent
Voting Members			
Doug Tessitor, <i>Chair</i>	City of Pasadena	X	
Sam Pedroza, <i>1st Vice Chair</i>	SGVCOG		X
Vacant	City of Los Angeles		X
Keith Hanks	City of South Pasadena	X	
John Fasana	LACMTA	X	
Non-Voting Members			
Lara Larramendi	Governor of California	X	
Bill Bogaard	City of Pasadena	X	
Daniel Evans	City of South Pasadena		X
Alternate Members			
Gerry Miller	City of Los Angeles	—	—

3. Pledge of Allegiance

Chris Lowe led the Pledge of Allegiance.

4. Public Comments on Items On/Off Agenda

Chairman Tessitor requested any public comments on or off the Agenda.

Mr. Christopher Sutton addressed the Board. Mr. Sutton introduced himself as an attorney for Excalibur Property Holdings and George and Diana Brokate. Mr. Sutton indicated that he attending a Metro committee meeting today challenging the validity of the funding agreement between the Authority and Metro. Mr. Sutton inquired as to the status of July 27, 2011 minutes. Mr. Sutton indicated that the Quo Warranto action against the Board will be continued.

Chairman Tessitor requested if there were any additional speakers, seeing and hearing none, Chairman Tessitor closed public comment.

5. CEO's Monthly Report

Mr. Balian presented a video to the Board which highlighted recent activities of the Construction Authority including IFS construction work; ongoing meetings with stakeholders and community outreach activities.

Mr. Balian reviewed various critical path items including the notice to proceed for the DB2 contract, the acquisition of the M&O properties, remaining two grade crossing approvals; San Gabriel River bridge permits, BNSF abandonment, and the SEIR legal challenge which has a hearing in October. Mr. Balian indicated that Azusa to Montclair environmental document is schedule to be released after the first of the year. Mr. Balian indicated that an additional step has been added to the environmental process – cost-engineering review. Mr. Balian indicated that the additional step would allow engineers to review the document and would provide for a better quality document which would also include lessons-learned. Mr. Balian indicated that work continues on securing funding for the alternative analysis to Ontario. Mr. Balian introduced Mr. Burner who provided and update on the IFS construction schedule. Mr. Burner indicated that the contractor's schedule currently indicates a fifty-one day delay which they are working to remedy and there is not impact the project schedule at this time. Mr. Burner indicated that there is a five and a half month float when the IFS structure is turned over to the DB2 contractor.

Board Member Fasana inquired if the contractor was able to keep on schedule with regard to freeway closures and re-opening the freeway at 5:00 am. Mr. Burner indicated that the contractor was doing and great job of planning work during freeway closures. Mr. Burner indicated that there are no contract implications if they continue work past the deadline for re-opening but also indicated that Caltrans is also a motivating force to make sure the timelines are maintained.

6. Consent Calendar

- a. Approval of Minutes of Board Meeting held August 10, 2011**
- b. Approval of Minutes of Board Meeting held August 24, 2011**
- c. Receive and File Financial Quarterly Update**
- d. Approval of Caltrans Work Order: FY2012**
- e. Approval of SCRRA Work Order for FY 2011 and FY 2012**
- f. Consideration of Cost of Living Adjustment**
- g. Adoption of Pasadena to Montclair Financial Plan - Revision 6**
- h. Adoption of Montclair to Ontario Financial Plan**

Chairman Tessitor requested a motion to approve the items on the Consent Calendar. Board Member Fasana requested that Agenda Item 6.f. be held until the next Board Meeting.

Chairman Tessitor requested a motion to approve the items on the Consent Calendar except Agenda Item 6.f. Board Member Fasana made a motion to approve the Consent Calendar. Board Member Hanks seconded the motion which was then approved unanimously.

7. General Board Items

a. Receive and File Report on Project Update: San Gabriel River Bridge

Mr. Burner presented the report. Mr. Burner indicated that progress has been made on gaining approvals for replacement of the San Gabriel River bridge in Irwindale. Mr. Burner presented a video showing the location and overview of the structure. Mr. Burner indicated that the current bridge does not meet current seismic standards and is a single-track bridge – the project requires a dual-track. Mr. Burner presented an overview of the various regulatory requirement and permits needed for the replacement of the bridge. Mr. Burner presented an overview of the schedule of items necessary to acquire the permits necessary with the Army Corp of Engineers.

Chairman Tessitor requested a motion to Receive and File Report on Project Update: San Gabriel River Bridge. Board Member Hanks made a motion to receive and file the item. Board Member Fasana seconded the motion which was then approved unanimously.

b. Receive and File Report on Project Environmental Benefits / Findings

Mr. Balian presented the report. Mr. Balian indicated staff has reviewed various environmental and transit benefits which will be incorporated into marketing materials. Mr. Balian indicated that Los Angeles county has more hours of delay in traffic than most cities in the nation. Mr. Balian indicated that the Gold Line would provide “green solutions” with regard to traffic congestion, air quality and reduction in greenhouse gases. Mr. Balian presented a map of the Pacific Electric Railway at the turn of the century which had one of the most expansive transit networks in the country and a map of the proposed Metro Measure R transit full build out. Mr. Balian presented a graph showing the ridership of the Gold and the trend of increased ridership. Mr. Balian indicated that light rail is critical to the transit system of Los Angeles County.

Chairman Tessitor requested a motion to Receive and File Report on Project Environmental Benefits / Findings. Board Member Hanks made a motion to receive and file the item. Board Member Fasana seconded the motion which was then approved unanimously.

c. Consideration of Appointment of Alternate Voting Board Member

Mr. Balian provided the report. Mr. Balian indicated that due to the recent vacancy created by Councilman Reyes that a procedure is in place to replace him as an alternate until such time as the City of Los Angeles makes an appointment of a member.

Board Member Fasana inquired if the City of Los Angeles was aware of this possibility. Mr. Balian indicated that Councilman Reyes’ office is aware of the agenda item. General Counsel Estrada indicated that he had a conversation with the

assistant city council attorney and indicated that the Los Angeles City Council would be appointed a member but was not clear as to when that might take place. General Counsel confirmed with the assistant city counsel attorney that once the City of Los Angeles makes an appointment that the alternate if appointed by the Board would be superseded by the City's appointee.

Chairman Tessitor nominated Jon Blickenstaff who was a former member of the Board and has kept well informed about the status of the project. Board Member Fasana seconded the nomination. Board Member Larramendi indicated her support. Board Member Fasana moved to close the nominations which Chairman Tessitor seconded.

Chairman Tessitor inquired if the Board should vote to appoint Mr. Blickenstaff now or wait to see if he is willing to serve. General Counsel Estrada indicated that the Board should proceed to vote for the appointment.

Chairman Tessitor requested a roll call vote for the Appointment of Jon Blickenstaff as the Alternate Voting Member. The Clerk of Board proceeded with the roll call vote which resulted in an unanimous vote of 3 to 0 of voting members present.

8. General Counsel's Report

None.

9. Board Member Comments

Chairman Tessitor provided an update on Board Member Pedroza recovery.

Board Member Fasana thanked the members of the legislature who sponsored and work for the passage of Assembly Bill 706 to reflect the support of the region for the project.

Chairman Tessitor indicated his thanks to the legislature as well.

General Counsel Estrada reviewed the various items that would be considered in Closed Session and indicated that there may be reportable actions. Chairman Tessitor adjourned the Board Meeting into Closed Session at approximately 7:43 PM.

10. Closed Session

A. CONFERENCE WITH REAL PROPERTY NEGOTIATOR.....G.C. 54956.8

- (i) Property: (1) 8513-012-804; (2) 8513-012-805; (3) 8513-012-806;
(4) 8513-012-908; (5) 8513-012-909; (6) 8513-012-910
(7) 8513-012-911; (8) 8513-012-912; (9) 8513-012-913

Agency Negotiator: Habib F. Balian and Wes Beverlin, Esq.
Negotiating Parties: Monrovia Redevelopment Agency

- Under Negotiation: Price and terms

- (ii) Property: 8513-012-043

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Hoffman Family Trust/Linsalato
Under Negotiation: Price and terms

- (iii) Property: 8531-017-022

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Peter & Yolanda Gutierrez
Under Negotiation: Price and terms

- (iv) Property: (1) 8513-012-032; (2) 8513-012-033;
(3) 8513-012-034; (4) 8513-012-035;
(5) 8513-012-036

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Excalibur Holdings
Under Negotiation: Price and terms

- (v) Property: 8513-012-054

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Mark Charvat/ELS
Under Negotiation: Price and terms

B. CONFERENCE WITH LEGAL COUNSEL: G.C. 54956.9(a)
Pending Litigation

- (i) Excalibur Property Holdings, LLC and George Brokate v.
Pasadena Metro Blue Line Construction Authority
Case No. BS130732

- (ii) Excalibur Property Holdings, LLC and George Brokate v.
City of Monrovia et. al.
Case No. BS129985

C. CONFERENCE WITH LEGAL COUNSEL(G.C. 54956.9(b))

(i) Anticipated Litigation:

A point has been reached where, in the opinion of the Authority Board on the advice of its legal counsel, based on the receipt of a Notice of Application to Attorney General and related documents from Christopher Sutton, there is a significant exposure to litigation against the Authority.

(ii) Anticipated Litigation:

A point has been reached where, in the opinion of the Authority Board on the advice of its legal counsel, based on the receipt of a document entitled *Joint Objections to Gold Line's July 17, 2011 Agenda Items No. 5, 6, and 10.c and All Related Approvals* and related documents submitted by The Silverstein Law Firm, together with oral testimony from Robert Silverstein and Christopher Sutton on July 27, 2011 regarding those agenda items, there is a significant exposure to litigation against the Authority.

11. Adjournment

The Board entered Closed Session at 7:43 PM. General Counsel Estrada indicated that there were no reportable actions from the Closed Session. Chairman Tessitor adjourned the meeting at 8:14 pm.