

**Metro Gold Line Foothill Extension Construction Authority Board Meeting
Construction Authority Offices, Conference Room
Arcadia City Council Chambers
240 West Huntington Drive
Arcadia, California 91007
May 11, 2011
7:00 P.M.**

1. Call to Order:

Chairman Tessitor called the meeting to order at approximately 7:08 PM.

2. Roll Call:

Member	Appointing Entity	Present	Absent
<i>Voting Members</i>			
Doug Tessitor, <i>Chair</i>	City of Pasadena	X	
Sam Pedroza, <i>1st Vice Chair</i>	SGVCOG	X	
Ed Reyes, <i>2nd Vice Chair</i>	City of Los Angeles	X	
Keith Hanks	City of South Pasadena	X	
John Fasana	LACMTA		X
<i>Non-Voting Members</i>			
Lara Larramendi	Governor of California	X	
Bill Bogaard	City of Pasadena		X
Daniel Evans	City of South Pasadena	X	
<i>Alternate Members</i>			
Michael Cacciotti	City of South Pasadena	—	—
Gerry Miller	City of Los Angeles	—	—
Mary Ann Lutz	SGVCOG	—	—

3. Pledge of Allegiance

Keith Hanks led the Pledge of Allegiance.

4. Public Comments on Items On Agenda

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

Mr. Brad Torgan addressed the Board. Mr. Torgan introduced himself as counsel at The Silverstein Law Firm and representing Mr. George Brokate and Excalibur Properties. Mr. Torgan thanked the Chairman and Board for the opportunity to address the Board regarding Agenda Item 7.e. (Approval of Use and Improvement Agreement with 3M Company). Mr. Torgan provided the Board a letter detailing the reasons for objection to the Agenda item. Mr. Torgan summarized the issues outlined in the letter and urged the Board Members not to approve the item.

5. CEO's Monthly Report

Mr. Balian presented the report. Mr. Balian presented a video which highlighted recent activities of the Construction Authority including work on the IFS and public outreach activities. Mr. Balian reviewed various critical path items including various agreements, the acquisition of the M&O properties, award of the DB2 Contract in July, status of grade crossing approvals and other various items. Mr. Balian indicated that several Board members will be attending meetings in Washington DC with Congressional representatives in June.

6. Consent Calendar:

a. Approval of Minutes of Board Meeting held April 27, 2011

Chairman Tessitor requested a motion to approve the Consent Calendar. Board Member Hanks made a motion to approve the Consent Calendar. Board Member Pedroza seconded the motion which was then approved unanimously.

7. General Board Items:

a. Receive and File Report on Project Update: Real Estate Acquisition

Mr. Balian introduced Mr. Chris Burner who provided the report. Mr. Burner indicated that the vast majority of the property required for the project has been acquired and that the remaining property was necessary for traction power substations, parking facilities, at-grade crossing and the M&O facility as well as temporary construction easements and right of entry. Mr. Burner indicated that real estate parcels are acquired in full or partially depending on the need of the project. Mr. Burner indicated that property is acquired via fee of through easements. Mr. Burner provided an overview of the property acquisition process from the identification to possession of parcels.

Item received and filed.

b. Consideration of JPA Expansion

Mr. Balian provided the report. Mr. Balian indicated that the cities of Montclair, Upland and Rancho Cucamonga were approved for membership by the Metro Gold Line Phase II Joint Powers Authority (JPA) Board at its last meeting. Mr. Balian indicated that at the request of Board Members Pedroza and Tessitor, the item had been placed on the Board agenda for support and concurrence of the JPA's decision. Mr. Balian also indicated that the City of Pasadena had been omitted from the list of member cities due to an administrative error and that the JPA had also voted to correct the error. Mr. Balian review the process by which the invited cities become members of the JPA.

Board Member Hanks expressed his support for the expansion of the JPA.

Chairman Tessitor requested a motion to support the JPA's decision of Expansion. Board Member Hanks made a motion to support and Board Member Pedroza seconded the motion which was then approved unanimously.

c. Authorize CEO to Issue Request for Interest (RFI) for Azusa Station Development

Mr. Balian provided the report. Mr. Balian indicated that the Construction Authority owns approximately 1.19 acres of land along the south side of the right-of-way which includes the Azusa station. Mr. Balian indicated that the Authority must plan for the use of its site and that the Request for Interest ("RFI") to the development community would measure the potential interest for future development of this site.

Board Member Hanks inquired if possible synergies with Foothill Transit would be considered. Mr. Balian indicated that it would be considered and that the purpose was to integrate the area with adjacent parcels if possible.

Chairman Tessitor requested a motion to Authorize CEO to Issue Request for Interest (RFI) for Azusa Station Development. Board Member Pedroza made a motion to approve the item and Board Member Reyes seconded the motion which was then approved unanimously.

d. Authorize the CEO to Execute Amendment No. 9 to Hill International Contract No. C1129 for Phase 2A Intermodal Parking Facilities Design

Mr. Balian provided the report. Mr. Balian indicated that Hill International serves as the program manager for the project and that Amendment No. 9 would be for Advance Conceptual Engineering of Parking Facilities Design with a not-to-exceed amount of \$300,000. Mr. Balian indicated that six parking facilities will be designed and constructed in Phase 2A stations.

Chairman Tessitor requested a motion to Authorize the CEO to Execute Amendment No. 9 to Hill International Contract No. C1129 for Phase 2A Intermodal Parking Facilities Design. Board Member Hanks made a motion to approve the item and Board Member Pedroza seconded the motion which was then approved unanimously.

e. Approval of Use and Improvement Agreement with 3M Company

Chairman Tessitor inquired of General Counsel Estrada whether this Agenda Item should be considered at this time or postponed. General Counsel Estrada indicated that staff would like to review and consider the materials that Mr. Torgan presented earlier in the meeting and recommended that the item be continued to a further meeting. Chairman Tessitor request that staff bring the item back to the Board when they and counsel deemed appropriate.

8. General Counsel's Report

None.

9. Board Member Comments

Board Member Hanks congratulated Chairman Tessitor on his selection to the Executive Board of Foothill Transit.

General Counsel Estrada reviewed the various items that would be considered in Closed Session and indicated that there may be some reportable actions at the conclusion of Closed Session. Chairman Tessitor adjourned the Board Meeting and moved into Closed Session at approximately 7:28 PM.

10. Closed Session

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

- (a) 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

- (b) Property: 8507-010-019

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Javier & Esmeralda Castaneda
Under Negotiation: Price and terms

- (c) Property: 8531-017-021

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Javier & Micaela Sanchez
Under Negotiation: Price and terms

- (d) Property: 8616-003-011

Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Ignacio Medina & Rosa Medina
Under Negotiation: Price and terms

- (e) Property: 8616-003-012
Agency Negotiator: Habib F. Balian and Regina Danner, Esq.
Negotiating Parties: Everardo Rocha
Under Negotiation: Price and terms

- (f) 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

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

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

- (2) Excalibur Property Holdings, LLC and George Brokate v.
Pasadena Metro Blue Line Construction Authority. et. al.
Case No. BS129985

Chairman Tessitor requested that General Counsel Estrada report the actions taken by the Board in Closed Session. Mr. Estrada indicated with respect to Closed Session Agenda Item 10.1.(b) - Javier & Esmeralda Castaneda that a land swap with no additional consideration had been approved by the Board and that with respect to Agenda Item 10.1.(e) that the Board accepted a counter offer in the amount of \$65,000. Mr. Estrada indicated that once the agreements for those properties are finalized that the agreements would be available to the public. Mr. Estrada indicated that there were no other reportable actions.

11. Adjournment

Board Chairman Tessitor adjourned the meeting at 7:56 PM.