



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY BOARD OF DIRECTORS REGULAR MEETING AGENDA Monday, June 27, 2016 – 1:00 P.M. Montebello City Hall 1600 W. Beverly Blvd. Montebello, CA 90640

Members of the public may comment on any item on the agenda at the time it is taken up by the Board. We ask that members of the public come forward to be recognized by the Chair and keep their remarks brief. If several persons wish to address the Board on a single item, the Chair may impose a three-minute time limit on individual remarks at the beginning of the discussion.

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|-------|--|---------------|-------------|
| I. | Pledge of Allegiance | | |
| II. | Roll Call and Introductions | | |
| III. | Public Comment | | |
| IV. | Approval of Special Meeting Minutes of June 6, 2016 | (Pages 1 – 3) | Action |
| V. | Chairman’s Remarks | | |
| VI. | Board Member Comments | | |
| VII. | Chief Executive Officer’s Report | (Pages 4 – 5) | Information |
| VIII. | Project Construction Progress Reports | | Information |
| IX. | Approval to Eliminate San Bernardino Association of Governments Non-Voting Position on ACE Board | (Page 6) | Action |

The ACE Construction Authority is constituted of seven (7) member jurisdiction; the Cities of El Monte, Industry, Montebello, San Gabriel and Pomona, the County of Los Angeles and the San Gabriel Valley Council of Governments. A San Bernardino County Council of Governments representative is an ex-officio Board member. Each member or alternate has one vote. A quorum of the ACE Construction Authority is no less than four (4) of its total voting membership. Actions taken by the ACE Construction Authority shall be by simple majority of the members present with a quorum in attendance except for personnel actions, the annual budget, matters dealing with the Administrative Code or matters requiring subsequent approval by the SGVCOG, all of which shall require five (5) votes. All disclosable public records related to this meeting are available for viewing at the ACE office above during normal working hours.

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|------|---|----------------|--------|
| X. | Approval of Annual Support Services Task Orders and Amendments for Support Services | (Pages 7 – 10) | Action |
| | <ul style="list-style-type: none">• Burke, Williams & Sorensen, LLC annual task order for \$1,285,000;• Capital Representation Group contract amendment for \$55,000;• David Lang & Associates annual task order for \$74,845;• Epic Land Solutions, Inc. annual task order for \$264,839;• HDR Engineering, Inc. annual task order for \$116,032;• Ken Spiker & Associates contract amendment for \$50,000;• LSA Associates, Inc. annual task order for \$735,649;• Lee Andrews Group, Inc. annual task order for \$1,021,087;• Lubka & White, LLP annual task order for \$75,000;• MWH Americas, Inc. annual task order for \$662,052;• Oliver Sandifer & Murphy annual task order for \$370,000;• Paragon Partners, Ltd. annual task order for \$1,432,050;• Prince Global Solutions, LP contract amendment for \$180,000;• Vasquez and Company annual task order for \$40,700; and• Wagner Engineering & Survey annual task order for \$79,192. | | |
| XI. | Approval of Natural Gas Regulator Station Relocation Work Order with Southern California Gas Company for the Fullerton Road Grade Separation Project | (Page 11) | Action |
| XII. | Approval of Electrical Distribution Relocation Work Orders with Southern California Edison for the Fullerton Road Grade Separation Project | (Page 12) | Action |



If you would like to receive the ACE Board agenda electronically, please email Amy Hanson at ahanson@theaceproject.org

XIII. Closed Session: The Board will adjourn to closed session in accordance with Government Code Section 54956.8 to discuss Real Property Negotiations:
Agency Negotiator: Mark Mendoza,
Paragon Partners/Mark Christoffels, ACE Construction Authority
Negotiating Parties: ACE Construction Authority and Industry Realty Holdings, LLC, Indyhop, Inc. and Foodmaker, Inc. dba Jack in the Box
Property Address: 18271 Gale Ave. Industry, CA 91748
Under Negotiation: Price and Terms of Payment

Possible Action

XIV. Adjournment

Action



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ACE Construction Authority Board of Directors Special Meeting June 6, 2016 Minutes

Vice Chair Juli Costanzo called the meeting of the Board of Directors of the Alameda Corridor-East Construction Authority to order at 1:06PM at the Montebello Council Chambers.

1. **Pledge of Alliance** – Board member Barbara Messina led the pledge of allegiance.

2. **Roll Call:** In attendance was:

Juli Costanzo, Vice Chair

Barbara Messina

Elliott Rothman

Mark Radecki

Staff:

Mark Christoffels, CEO

Gregory Murphy, BWS, legal counsel

Deanna Stanley

Amy Hanson

Genichi Kanow

Charles Tsang

Phil Balmeo

Paul Hubler

Victoria Butler

Nathan Bocanegra

Ricky Choi

Guests:

Victoria Shen Park, Cita Del CPM

Romero Firme, David Evans & Associates

Keith Gillfillan, Moffatt & Nichol

Phil Hawkey, San Gabriel Valley Council of Governments

Joshua Nelson, City of Industry

3. **Public Comments** – There were no public comments.

4. **Approval of April 25, 2016 Regular Meeting minutes** – A motion was made to approve the April 25, 2016 Regular meeting minutes.

M/S/C/Rothman/Radecki/Unanimous

5. **Receive and File Finance Committee Meeting Minutes of April 28, 2016** – A motion was made to approve the April 28, 2016 Finance Committee meeting minutes.

M/S/C/Rothman/Messina/Unanimous

6. **Chairman Remarks** – Vice Chair Costanzo thanked staff for coordinating a recently held project tour. Vice Chair Costanzo congratulated Paul Hubler for being elected Vice President of the Board of the Coalition of Americas Gateways and Trade Corridors.
6. **Board Member Comments** – There were no comments.
7. **Chief Executive Officer's Report** – Mr. Christoffels reported that there was an outreach community event in Montebello on May 17th which was very well attended and staff is responding to the comments. He indicated the Montebello Council will address the proposed Montebello project at a July council meeting.

Member Martinez arrives. Member Antonovich arrives.

8. **Project Construction Progress Reports** – Genichi Kanow review project progress photos for the Puente Avenue grade separation project. Charles Tsang reviewed project progress photos for the Nogales Street and Fairway Drive grade separation projects. Phil Balmeo reviewed project progress photos and time lapse video of the San Gabriel Trench project.
9. **Approval of Contract Amendment with Moffatt & Nichol for Design During Construction for the San Gabriel Trench Project** – Mr. Christoffels reminded the Board that Moffatt & Nichol is the designer of the San Gabriel Trench Project. He indicated that in 2012 their services were further retained as designers during construction to answer questions and attend meetings related to the project during construction. In 2012 the effort of their work was determined by what staff anticipated would be the number of requests for information for the duration of the project which were underestimated. He reviewed the tasks required of Moffatt and Nichol and requested the Board's approval of a contract amendment in the amount of \$790,000.

Member Rothman requested clarification of the history of the contract. Mr. Christoffels further explained the contract history and tasks. Discussion ensued and Member Rothman requested additional information be provided to the Board associated with trades and billing rates. Member Martinez asked for clarification on the policy to monitor project budgets because the amendment cost is significant. Mr. Christoffels indicated he would provide the Board additional information breaking down the trades and rates. He reminded the Board that the support budget was an estimate and staff underestimated the amount of effort that transpired.

Chairman Hadjinian arrived.

A motion was made to authorize the Chief Executive Officer to amend the contract with Moffatt & Nichol to add \$790,000 for additional design support during construction of the San Gabriel Trench Project, for a new total contract value of \$29,251,155.

M/S/C/Costanzo/Messina/Unanimous

10. **Approval of Award of Contract to GMZ Engineering for the Temple Avenue Train Diversion Culvert Replacement Project** – Mr. Christoffels indicated the Temple Avenue track diversion project was substantially complete, however remained on hold due to a disagreement between the Union Pacific Railroad and Kinder Morgan over a gas line owned by Kinder Morgan. He reported that this matter was resolved in court and the remaining work was budgeted and would allow staff to close this project. He reported that the low bidder, GMZ Engineering was responsive and a small business. He indicated the project would be complete by the end of the calendar year.


A motion was made to authorize the award of a contract to GMZ Engineering for the construction of the Temple Avenue 4th track diversion culvert in the amount of \$451,090.
M/S/C/Rothman/Martinez/Unanimous

Chairman Hadjinian thanked staff for the recently held project tour. He also reported attending the Coalition of Gateway and Trade Corridors Annual Meeting and legislative meetings. He congratulated Paul Hubler, for being elected as its 8new Vice President. Chairman Hadjinian reminded the Board of the June 17 Ribbon cutting ceremony for the Nogales Street project.

11. **Approval of Fiscal Year 2017 Annual Budget** - Mr. Christoffels reviewed the budget process. Mr. Christoffels indicated staff was accurate with reaching its expenses of the indirect budget for FY 2016. He reported the direct cost budget which reflects actual expenditures for construction fell short by \$69 million due to contractor work falling behind as well as right of way transactions not completed. Mr. Christoffels reviewed the proposed FY 2017 budget. He reviewed budgets by project and reviewed funding available. He indicated there is \$32M in unallocated funds. Christoffels reviewed the goals proposed in 2016 and showed that most were obtained. He indicated staff obtained \$18.3 in new funding. He reviewed the goals for FY 2017. He reminded the Board that the annual budget must be approved by the SGVCOG City Managers Committee, the ACE Board and the full SGVCOG Governing Board.

A motion was made to approve the ACE Fiscal Year 2017 annual budget.
M/S/C/Costanzo/Martinez/Unanimous

16. **Adjournment** – The meeting was adjourned at 1:43pm. The next meeting of the Board will be held on June 27, 2016.

X 

Deanna Stanley
Clerk of the Board



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Mark Christoffels
Chief Executive Officer

DATE: June 27, 2016

SUBJECT: CEO Report

The following are items of note since the last meeting:

Nogales Street opening – After just over two years of construction, the Nogales Street project opened to traffic on June 17, ACE’s ninth grade separation completed. The project employed 779 construction workers, with 12% of construction costs subcontracted to disadvantaged businesses.

Contracting –Our Administrative Code delegates to the CEO the authority to approve new contracts or change orders for Board-approved contracts within certain limits, with a requirement that I report to the Board any such contract action. Since my last report I have approved the following:

Consultant/Vendor	Reason for Change	Change Amount	Total Contract Value
Walsh Construction	San Gabriel Trench: Change Order No. 18: Crack Seal for SGUSD Parking Lot	\$7,880	\$175,266,947
Oliver Sandifer Murphy	Additional property acquisition legal services for Nogales St. grade separation project task order	\$195,000	\$2,529,892
Capital Representation Group	Additional state legislative services for FY 2016	\$7,000	\$988,669
URS Corporation	Additional design services for Durfee Ave. grade separation and extend task order term through December 31, 2016	\$271,422.74	\$3,372,846
Railpros	Additional design services for At-Grade Crossing Services and extend task order term through September 30, 2016	\$42,345	\$685,010

Community Outreach Update – Staff conducted the following project outreach activities:

- Provided staff support for the Nogales Street dedication ceremony;
- Provided staff support for a project tour of the ACE projects for the ACE Board and SGVCOG members;
- Provided staff support for a project update presentation at a community group meeting in Rowland Heights;
- Conducted pre-construction surveys of properties located within the Fullerton Road project area; and,
- Conducted ongoing community outreach and support activities for the San Gabriel Trench, Nogales Street, Puente Avenue, Fairway Drive and Fullerton Road grade separation projects.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Mark Christoffels, Chief Executive Officer

DATE: June 27, 2016

SUBJECT: Approval to Eliminate San Bernardino Association of Governments Ex-Officio Position on the ACE Board

RECOMMENDATION: Staff recommends that the Board amend the Board membership by eliminating the SANBAG designated Ex-Officio (non-voting) seat.

BACKGROUND: The bylaws of the San Gabriel Valley Council of Government (SGVCOG) designates the composition of the ACE Board, which are appointed members from the cities of El Monte, Pomona, San Gabriel, Industry, Montebello, the President of the SGVCOG and an annual rotating position of three Los Angeles County Supervisors. However, silent in the bylaws is a non-voting ex-officio position from the San Bernardino Association of Governments (SANBAG) though this position has been recognized as a member since the inception of the ACE Board. During early discussions of ACE, SANBAG was interested in the concept of ACE, a newly created agency that would address rail safety and mobility issues and wanted to monitor the project's progress and the impacts bordering San Bernardino County. Though initially interested, it is apparent that over time the need for a board position is not critical to either SANBAG or ACE. There has been no representation since early 2013.

This matter was recently discussed with Ray Wolfe, SANBAG's Executive Director. Mr. Wolfe expressed his gratitude for allowing their participation on the ACE Board, but agreed that based on the remaining projects in ACE's program, SANBAG no longer feels the need to participate as an Ex-Officio (non-voting) member of the ACE Board and recommended that the designation be eliminated. It does not appear that this requires an amendment to the SGVCOG Board bylaws but rather action by the ACE Board.



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MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Mark Christoffels, Chief Executive Officer

DATE: June 27, 2016

SUBJECT: Approval of Annual Task Orders and Amendments for Support Services

RECOMMENDATION: It is recommended that the Board authorize the Chief Executive Officer to amend contracts or issue annual task orders for the following contracts for continuing support services from July 1, 2016 through June 30, 2017:

- Burke, Williams & Sorensen, LLC annual task order for \$1,285,000;
- Capital Representation Group contract amendment for \$55,000;
- David Lang & Associates annual task order for \$74,845;
- Epic Land Solutions, Inc. annual task order for \$264,839;
- HDR Engineering, Inc. annual task order for \$116,032;
- Ken Spiker & Associates contract amendment for \$50,000;
- LSA Associates, Inc. annual task order for \$735,649;
- Lee Andrews Group, Inc. annual task order for \$1,021,087;
- Lubka & White, LLP annual task order for \$75,000;
- MWH Americas, Inc. annual task order for \$662,052;
- Oliver Sandifer & Murphy annual task order for \$370,000;
- Paragon Partners, Ltd. annual task order for \$1,432,050;
- Prince Global Solutions, LP contract amendment for \$180,000;
- Vasquez and Company annual task order for \$40,700; and
- Wagner Engineering & Survey annual task order for \$79,192.

These authorizations would include an overall 10% contingency allowance in accordance with normal agency procedures.

BACKGROUND: Continuation of contracted agency support services is necessary for FY 2017. The following is summary of work activities and proposed contract amendments/annual task orders:

- **Burke, Williams & Sorensen** – This firm provides general counsel and property acquisition legal services for the ACE project. BWS provides property acquisition legal services for Montebello, Puente, Fullerton and Durfee projects. BWS continues to assist with property acquisition matters on Fairway and San Gabriel Trench projects. This amount will include services as ACE's General Counsel, which includes review of all pro-forma contracts and proposals, negotiation of agreements between ACE and

third parties, and general Board and staff support. It is anticipated that the level of services required from this firm for these services for FY 2017 will require an annual task order in the amount of \$1,285,000.

- **Capital Representation Group** – This firm provides supportive services for the ACE Project in Sacramento. The firm provides assistance in responding to questions/information from legislators and state officials concerning the ACE Project. The firm assists in monitoring transportation related bills/legislations and regulations impacting the ACE Project and attending CTC meetings on behalf of ACE. It is anticipated that the level of services required from this firm for all of ACE's active projects will require a contract amendment in the amount of \$55,000.
- **David Lang & Associates** – David Lang & Associates is part of ACE's community outreach team, particularly providing assistance with the Asian community outreach across all ACE's projects. It is anticipated that the level of services required from this firm for all of ACE's active projects will require an annual task order in the amount of \$74,845.
- **Epic Land Solutions, Inc.** - This firm provides property acquisition and relocation assistance services. Epic's current task order is for the Nogales (LA Sub) project. The firm's services include property acquisition, preparation of appraisals and project management. It is anticipated that the level of services required from this firm for project outgrants for the utility companies and remaining property negotiation settlements on the Nogales project will require an annual task order in the amount of \$264,839.
- **HDR Engineering** – This firm provides right of way acquisition (ROW) services for the ACE Program. HDR's project assignments will include Pomona's At Grade Crossing Safety Improvements, Montebello and Turnbull Canyon projects. HDR's scope of work includes ROW impact evaluation, third party services for appraisals and environmental investigation. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$116,032.
- **Ken Spiker & Associates, Inc.** – Based on a contract awarded by the ACE Board on July 2015, the firm's role includes coordination of ACE's insurance program, review of evidence of insurance provided by ACE's contractors and consultants, as well as periodic risk assessment and review of ACE's contracts relative to insurance and bond requirements. Their role also includes involvement in coordinating third party claims between ACE and its contractors. The firm will be assisting staff in responding to inquiries from proposers and bidders relevant to insurance requirements on future ACE procurements. It is anticipated that the level of services required from this firm



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for all of ACE's active projects will require a contract amendment in the amount of \$50,000. The \$50,000 budget does not include any premiums for policies.

- **LSA Associates, Inc.** – This firm provides environmental services for the ACE Project including general program management, conducting environmental mitigation monitoring program for Nogales, San Gabriel Trench, Puente, Fairway, Fullerton and Temple projects and environmental permitting for Durfee, Montebello, Turnbull and Pomona's At Grade Crossing Improvements in accordance with Federal and State regulations. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$735,649.
- **Lee Andrews Group, Inc.** – This firm provides public outreach services on a program-wide basis. Their scope consists of four full time equivalent positions to support our public information and field community outreach and the production of all public information material (project video, brochures, handouts, community events, advertising, etc.) on all active ACE projects. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$1,021,087.
- **Lubka & White, LLP** – This firm provides construction legal services including legal assistance in bid preparation, bid protests and challenges, review of agreement and bonds for construction projects anticipated to be awarded in FY 2017, as well assistance on on-call construction-related contracts and claims review. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$75,000.
- **MWH Americas, Inc.** – This firm provides environmental management services during construction for ACE. These services consist of testing hazardous materials that may be encountered on the ACE project sites and other environmental assessments. MWH scope for FY 2017 includes work on Durfee, Fairway, Fullerton, Nogales, Puente, San Gabriel Trench, Montebello, At-Grade Crossing Safety Improvements, Temple and Turnbull projects. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$662,052.
- **Oliver Sandifer & Murphy** – This firm provides property acquisition legal services for the ACE project. OSM has been assigned with property acquisition legal services for the Nogales, Fairway and Turnbull Canyon projects. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$370,000.

- **Paragon Partners, Ltd.** – This firm provides right of way acquisition services for the ACE Program. Paragon’s project assignments include the Puente, Fairway, Durfee and Fullerton projects. In addition, Paragon continues to assist with property matters on the San Gabriel Trench project. Paragon’s scope of work includes third party services for appraisals, environmental investigation, closing costs for property acquisitions, relocation assistance and property management expenses. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$1,432,050.
- **Prince Global Solutions, LP** – This firm provides assistance to the Authority for federal legislative support in Washington DC. Prince Global Solutions’ services include assisting staff in responding to questions/information from congressional members and federal officials regarding pending federal funding requests for the ACE Project. It is anticipated that the level of services required from this firm for these services will require an amendment in the amount of \$180,000.
- **Vasquez and Company** – This contract was recently competitively procured. Vasquez will conduct financial and compliance audits in preparation of all requirement management and financial reports, including the Single Audit Report on federal grant activities. It is anticipated that the level of services required from this firm will require an annual task order in the amount of \$40,700.
- **Wagner Engineering & Survey** - Wagner Engineering & Survey provides property surveys for the ACE project. Their FY 2017 scope of services includes field surveys, finalize outgrants and preparation of plat maps and legal descriptions for Baldwin and Nogales projects. It is anticipated that the level of services required from this firm for these services will require an annual task order in the amount of \$79,192.

BUDGET IMPACT: Funds for these contracts were included in the recently Board adopted FY 2017 budget and are being funded with various Federal, State, and local grant funds.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Mark Christoffels, Chief Executive Officer

DATE: June 27, 2016

SUBJECT: Approval of Natural Gas Regulator Station Relocation Work Order with Southern California Gas Company for the Fullerton Road Grade Separation Project

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to process the Natural Gas Regulator Station Relocation Work Order with Southern California Gas Company (SCGC) for the design and construction of a natural gas regulator station relocation as part of the Fullerton Road grade separation project.

BACKGROUND: The Fullerton Road grade separation project includes a combination of elevating the existing Union Pacific Railroad (UPRR) tracks and the lowering of Fullerton Road. SCGC owns a natural gas regulator station within the Union Pacific Rail Road right of way which must be relocated in order to allow for the construction of the retaining walls that will support the newly elevated rail lines.

SCGC has submitted to ACE their estimate for the relocation work to be paid for by ACE. Staff has reviewed the supporting documents and believes it is reasonable to proceed with the work orders for the portion of the relocation cost, as requested. The amount that ACE would be responsible for is estimated at \$2,000,000. Final payment to SCGC will be based on actual expenses incurred. To insure ACE does not over compensate SCGC, the utility will perform a final reconciliation at the end of their effort and gives ACE the right to audit and verify the actual costs associated with this work.

BUDGET IMPACT: Funding for the Southern California Gas Company relocation work is budgeted and will be paid using Measure R funds.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Mark Christoffels, Chief Executive Officer

DATE: June 27, 2016

SUBJECT: Approval of Electrical Distribution Relocation Work Orders with Southern California Edison for the Fullerton Road Grade Separation Project

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to process Electrical Distribution Work Orders with Southern California Edison (SCE) for the design and construction of underground and aerial electrical facilities as part of the Fullerton Road grade separation project.

BACKGROUND: The Fullerton Road grade separation project requires the lowering of Fullerton as well as modifications to streets intersecting Fullerton Road in the vicinity of the rail road crossing. SCE owns electrical facilities within the areas affected by the project and several of the affected service lines must be relocated in order to maintain integrity to their system and to provide service to their various customers.

SCE has submitted to ACE their estimate for the relocation work to be paid for by ACE. Staff has reviewed the supporting documents and believes it is reasonable to proceed with the work orders for the portion of the relocation cost, as requested. The amount that ACE would be responsible for is estimated at \$500,000. Final payment to SCE will be based on actual expenses incurred. To insure ACE does not over compensate SCE, the utility will perform a final reconciliation at the end of their effort and gives ACE the right to audit and verify the actual costs associated with this work.

BUDGET IMPACT: Funding for the Southern California Edison relocation work is budgeted and will be paid using Measure R funds.