

**MINUTES OF THE MEETING OF THE  
GATEWAY CITIES COUNCIL OF GOVERNMENTS  
West Santa Ana Branch Technical Advisory Committee  
16401 Paramount Blvd.  
Paramount, California  
February 18, 2020**

PRESENT: Chair, John Moreno, City of Paramount  
Vice-Chair, Gilbert Livas, City of Downey  
William Rawlings, City of Artesia  
Sabrina Chan, City of Cerritos  
Raul Alvarez, City of Huntington Park  
Elaine Kunitake, Los Angeles County  
Jennifer Vasquez, City of Maywood

ABSENT: Paul Phillips, City of Bell  
Michael O'Kelly, City of Bell Gardens  
Jeff Stewart, City of Bellflower  
Michael Flad, City of South Gate  
Carlos Fandino, City of Vernon  
Santor Nishizaki, City of Cudahy

ALSO PRESENT: Cesar Roldan, Sergio Infanzon – City of Huntington Park , Allyn Rifkin-  
Eco Rapid Transit JPA, Adam Stephenson, Fanny Pan, Ivan Gonzalez, Shawn Atlow,– Metro,  
Rick Meade – Metro, Greg Straight – Metro (Jacobs), Anna Hermelin - Ashurst LLP, Sabrina  
Chan – City of Cerritos, Sharon Weisman – Transportation Deputy, Metro Director, Mayor  
Robert Garcia, Michael Ervin, Transportation Deputy – Supervisor Janice Hahn, 4th District,  
Karen Heit – Gateway Cities COG staff.

Committee Chair, Paramount City Manager John Moreno called the meeting to order at 2:10  
pm. The meeting began without a quorum.

Roll-call was taken by self-introduction. Agenda items were reordered to accommodate  
the expected late arrival of Metro Project Manager Meghna Khanna.

**Local Cities 3% Requirement**

Chair Moreno introduced Adam Stephenson – Senior Director, Grants Management to  
discuss the 3% local contribution requirement. Stephenson began with the Measure R  
background where the 3% local contribution requirement in Measure M is more  
enforceable than the similar provision in Measure R. He indicated the recent Measure  
M Expenditure Plan details the 3% contribution as an integral part of the plan. He gave  
an example as to how the 3% is calculated and when it is calculated; at or after the 30%  
design stage. The allocation of the 3% requirement is a function of a city's acreage  
within ½ mile of proposed stations as well as the mileage of the proposed line affecting

a city. He stated that the project cost estimate when the project approximately reaches the 30% mark in 2023 will likely be higher than the estimate currently listed in the Measure M Delivery Plan—so calculating the 3% amount for the project based on the delivery plan cost estimate will likely be inaccurate.

A key milestone will be the selection of a Public Private Partner (3P) for the project. The 3P RFIQ is anticipated to be released in 2021 when the project will be at 15% design. The actual 3P contract, scheduled for 2023, will require the advancement of the design to approximately the 30% level. Construction may start in 2023. Credit can be given for some eligible costs incurred now ahead of the 30% design, subject to written approval from Metro. He reviewed the methodology for determining the 3% based on the center track mileage as well as the jurisdiction's area within the station half-mile radius. Michael Ervin asked if a city's border is more than half-mile mile outside the station area, and the track centerline does not go through the city, then there is no 3% contribution required; this was affirmed to be the case.

He then went on to discuss funding options. He discussed the eligibility of cities using Local Return Funds and Subregional Equity Funds. He also discussed the use of in-kind contributions such as waiving permits and fees, and real estate. Elaine Kunitake from Los Angeles County asked about First/Last Mile (F/LM) projects and how they integrate into the plan. Stephenson explained the difference between F/LM improvements and betterments. Betterments are specifically not counted as part of the project. F/LM projects are an integral part of the project design and count as part of the project cost for the purposes of calculating the 3% contribution amount; this is the distinction. F/LM projects must be developed to the 30% design level, with a corresponding cost estimate, by the time the 3% contribution amount is calculated (around the 30% design phase for the WSAB corridor project). Moreno brought up the example of the City of Paramount's F/LM bikeway project that will run through the project area and when will it start. According to Ivan Gonzalez (Metro), the WSAB FL/M plan hasn't started but there should be some initial conversation on its elements with the cities.

Elaine Kunitake from LA County asked about the cost of segments. Right now, the entire project is being considered to assess the 3%. Karen Heit, Gateway COG staff mentioned the Inglewood 3% assessment and how the city negotiated away the inclusion of the more expensive Los Angeles subway sections that provided no benefit to Inglewood thereby reducing the basis for the assessment. A question was asked about how the percentages will be calculated to individual cities. Stephenson replied that as the design evolves these numbers will change, so a corridor-wide allocation is not possible at this time. However, Stephenson offered to meet individually with cities as desired to discuss their situations in more detail. Metro staff will return in September with any updates on the 3% contribution information.

## **Master Cooperative Agreements**

Anna Hermelin with Ashurst LLP and Greg Straight with Metro (Jacobs) stepped in for Meghna Khanna regarding the topic of Master Cooperative Agreements (MCA).

Hermelin began by stating that to achieve the accelerated project construction schedule, Metro wants to work with cities, using the TAC as the forum to execute the MCAs and reviewed the overall project timeline objective which is to deliver the operating line in time for the 2028 Olympics. She then went on to review and discuss the elements of the MCA document that defines the roles and responsibility of each city and Metro during the final design, planning and construction of the line as well as the reimbursement for costs accrued by the cities. Metro anticipates doing enabling work for utility relocation before the P3 developer is selected to minimize overall project risks. Chair Moreno asked about when the “design freeze” occurs. Hermelin noted that it will be defined in the MCA. Hermelin noted that Metro is working on the scope of the P3 developer and sets the baseline for development of the design by the P3 developer.

She reviewed elements of the design and construction phase including traffic management, construction rearrangements, and noted elements of the operation and maintenance phase. She reviewed constraints and risk elements such the Union Pacific Railroad right-of-way negotiations, California Public Utility Commission grade crossing approvals, real estate acquisitions, hazard materials remediation and timing. Traffic management, permanent and temporary street closures are also negotiated through the MCA.

Hermelin reviewed the timeline with the Locally Preferred Alternative selection during 2021 and achieving Advanced Civil Engineering to 15% design. The timing for the Record of Decision is scheduled for early 2022. Metro anticipates coordinating with the Cities to work on the MCAs and wants to execute the MCA by August of 2020. She went over a chart that outlined roles and responsibilities for all three parties under the P3 process. The P3 developer generally performs the majority of Metro's responsibilities under an MCA, noting that Metro remains the contracting party with the City.

She reviewed an ambitious MCA schedule for negotiating and approving MCAs with cities pointing out that Metro wants to work with the cities to achieve this schedule. Metro will send the draft MCA to the Cities 04/02/2020, agreement of terms by 06/01/20, Metro Board approval by 7/25/20; executing the MCAs by 8/3/20 and 30% design for the enabling works submitted to the Cities in 09/20.

Chair Moreno – expressed concern about the tight schedule and trying to get the MCA through the city approval process and the city attorney’s office. Chair Moreno suggested initial comments to the draft MCAs could be discussed in the April meeting. Hermelin noted this suggestion. Metro doesn’t think they will need to change the MCA after the P3 developer is selected. There might be changes to project design, but they should not change the MCA. Moreno asked about the relationship between the Metro and the P3 developer. The P3 developer will act as a subcontractor to Metro. Gilbert Livas asked

how will suggested changes be managed though the different cities and how will consistency be assured? The response was that in terms of managing different comments from Cities to the draft MCA, Metro is developing a process. For changes after the MCAs are agreed, there will be a procedure for changes within the MCA. Moreno asked if there is a hold-out what happens as there might be a city that holds out. Heit asked, as an example, if the City of Beverly Hills ever signed an MCA for the Purple Line Subway Phase 2 and how that project was proceeding without an MCA. The WSAB cities don't want the project to be held up by lack of an MCA with any city. Hermelin took this question away for Metro to consider.

The April WSAB TAC meeting will include a working session on the MCA. Moreno asked about trying to schedule a conference call for the city attorneys. Hermelin noted that this suggestion would be noted to Metro. Hermelin asked about any information would be required ahead of time. Moreno asked about the relationship between the P3 developer and Metro who is the responsible party. Sergio Infanzon, community Development Director – City of Huntington Park asked about the relationship between the maintenance, traffic and the actual design, how can cities put a cost on something that is undefined, he expressed the need for a baseline. The response was that the MCA will outline the roles and responsibilities and permitting process and 3% contribution will be addressed separately which will be defined by scope elements included in the Metro Board-selected LPA. The MCA will specify procedures for reviewing documents and reimbursement.

### **Other discussion items**

- A report on the last WSAB TAC as provided to the Eco-Rapid Transit JPA was included as information for Committee.
- P3 RFP/RFQ elements: The development of the performance specifications/ technical requirements is underway.
- Metro is working with Union Pacific Railroad (UPRR) to execute the Non-disclosure and Preliminary Engineering Agreements. Discussions will begin when the NDA is executed. The WSAB Line and UPRR have 10 miles of shared corridor. Metro staff is estimating any potential agreement is a year away.

William Rawlings, City Manager – City of Artesia raised the issue of Corridor economic development. He requested that the next TAC meeting include an initial discussion of strategies for approaching WSAB Corridor economic development efforts.

The next meeting will be held in Columbia Memorial Space Center, 12400 Columbia Way, Downey CA 90242, on March in Downey on Tuesday, March 17, from 2pm – 4pm.

The meeting adjourned at 3:45 pm.