



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, July 23, 2012 – 2:00 P.M. San Gabriel City Hall 425 S. Mission Drive San Gabriel, CA 91776

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.

San Gabriel City Hall is accessible to persons using wheelchairs and with other disabilities. Informational material will be available in large print. Assistive listening devices, materials in other alternate formats, American Sign Language interpreters and other accommodations will be made available upon request. Requests should be made to Deanna Stanley at 626-962-9292 ext. 142 or deannas@theaceproject.org. Providing at least 72 hours notice will help ensure availability.

- I. Pledge of Allegiance
- II. Roll Call and Introductions
- III. Public Comment
- IV. Approval of Regular Meeting Minutes of June 25, 2012 (Pages 1 – 4) Action
- V. Chairman's Remarks
- VI. Board Member Comments
- VII. Chief Executive Officer's Report (Page 5) Information
- VIII. Approval to Award the San Gabriel Trench Construction Contracts to the Walsh Construction Company (Pages 6 – 8) Action
- IX. Approval of Revised Staffing Plan (Pages 9 – 12) Action
- X. Approval of Funding Agreement with Caltrans for the Nogales Street Grade Separation Project (Pages 13 – 14) 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.

ACE Construction Authority Board of Directors
July 23, 2012 Meeting Agenda

- | | | |
|-------|--|--------------------|
| XI. | Approval of Revision to ACE Conflict of Interest Code (Pages 15 – 18) | Action |
| XII. | Approval to Reimburse SGVCOG for Review of ACE Project Transfer Agreement (materials to be distributed at meeting) | Action |
| XIII. | Update on Federal Legislation (Pages 19 – 20) | Information |
| XIV. | Quarterly Reports (Pages 21 – 31) | Information |
| XV. | Closed Session: The Board will adjourn to closed session in accordance with Government Code Section 54957 to discuss the performance evaluation of the Chief Executive Officer
And
in accordance with Government Code Section 54956.9(a) to discuss existing litigation:
Alameda Corridor East Construction Authority vs. Newton, | Possible
Action |
| | Los Angeles Superior Court Case No. BC 457829
Alameda Corridor-East Construction Authority vs. Newton, et. al | Possible
Action |
| XVI. | Adjournment | Action |



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ACE Construction Authority Board of Directors June 25, 2012 Regular Meeting Revised Minutes

1. **Roll Call** – Chairman Gutierrez called the meeting to order at 2:06 PM at the City of San Gabriel Council Chambers. In attendance were:
David Gutierrez, San Gabriel Angel Carrillo, SGVCOG
Tim Spohn, Industry Michael Antonovich, LA County
Stephen Atchley, City of Pomona Jack Hadjinian, Montebello
Norma Macias, El Monte
Paul Eaton, SANBAG

Staff

Rick Richmond, Chief Executive Officer
Joe Silvey, Legal Counsel
Deanna Stanley
Mark Christoffels
Cecilia Cardenas
Genichi Kanow
Phil Balmeo

Guests

Michael Cano, Supervisor Michael Antonovich
John Walker, LA County DPW
Romeo Firme Atkins
Miguel Carbuccia, Atkins
Hank Fung, LA County DPW
Allen Ude, LA County DPW
Danny Honna, Kleinfelder
Eugene Kao, KOA
Jose Avendano, Kimley, Horn & Associates

2. **Pledge of Allegiance** – Vice Chair Atchley led the pledge of allegiance.

Counsel announced that a revised agenda was issued Friday and posted in accordance with the Brown Act requirements. The revised agenda removed the item related to a property matter and added an item as the result of the June 21, 2012 SGVCOG meeting.

3. **Approval of June 4, 2012 Special Meeting Minutes** – The Board was reviewed the June 4, 2012 minutes. A motion was made to approve the minutes of June 4, 2012. M/S/C/Carrillo/Atchley/Passed
4. **Public Comments** – There were no public comments at this time.
5. **Chairman's Remarks** – Chairman Gutierrez thanked member Carrillo for his service representing the SGVCOG on the ACE Board. The Chairman announced the performance of the CEO would be discussed at the July 25 Board meeting and members would be mailed an evaluation form and information for consideration in completing the form. He indicated the General Counsel will also be reviewed and that task has been delegated to the Chief Executive Officer, however, member comments were welcome. He reported that Congressional and State legislative representatives have voiced support for potential additional funding for the ACE Phase II projects if Measure R is extended.
6. **Board Member Comments** – Member Atchley and Spohn also thanked Mr. Carrillo for his service on the ACE Board.
7. **Chief Executive Officer's Reports** – Mr. Richmond indicated in preparation for Phase II consultant briefings will be held June 28th and 29th. He reported that the fourth TIGER grant application was unsuccessful but staff would continue to pursue all other possible funding opportunities. Lastly, he reported that there were six bids submitted for the construction of the San Gabriel Trench project and the bids came in substantially below the engineer's estimate. He indicated staff was reviewing the bids for responsiveness and after the official results were posted the protest period would begin. He indicated he expected a recommendation to award the contract at the July Board meeting.
8. **Approval of Annual Support Service Task Order Amendments**– Counsel announced that as Burke, Williams & Sorensen task order amendment was a part of the recommendation he would excuse himself from the room. Mr. Silvey left. Mr. Richmond reviewed the support services FY '12 versus FY proposed FY '13 authorizations for each contractor. He highlighted the tasks of each contractor. He highlighted significant changes to prior year costs which included a proposed increase for Oliver, Sandifer & Murphy, counsel for land acquisition services likely going to trial and a substantial increase for Paragon Partners for land acquisition services for minor work for Baldwin and

San Gabriel but more substantial activities for the Puente and Fairway projects. He reminded the Board that the authorization included survey, appraisals, fencing, title and all elements of property acquisition and management. Member Macias requested David Lang & Associates not be used for projects in El Monte. Member Atchley asked if hourly rates could be provided at the next Finance Committee meeting. A motion was made to approve the annual task orders as follows:

- Big Independent Cities Excess Pool (BICEP) contract amendment for \$65,000
- Burke, Williams & Sorensen, LLP annual task order for \$450,000
- Capital Representation Group contract amendment for \$55,000
- David Lang & Associates annual task order for \$66,228
- Del Richardson & Associates, Inc. annual task order for \$8,812
- Epic Land Solutions, Inc. annual task order for \$194,747
- First Southwest Company contract amendment for \$15,000
- Hunt, Ortmann, Palffy, Nieves, Lubka, Darling & Mah Inc. annual task order for \$50,000
- LSA & Associates, Inc. annual task order for \$132,914
- Lee Andrews Group Inc. annual task order for \$763,905
- MWH Americas, Inc. annual task order for \$307,778
- Oliver Sandifer Murphy annual task order for \$395,000
- Paragon Partners, Ltd. Annual task order for \$2,470,200
- Prince Global Solutions, LLC contract amendment for \$206,945
- Vasquez and Company, LLC annual task order for \$37,750 and
- Wagner Engineering & Survey annual task order for \$31,000

M/S/C/Hadijinian/Spohn/Passed Abstain/Antonovich
Mr. Silvey returned to the room.

9. **Approval of Policy on ACE Reimbursements to San Gabriel Valley**

Council of Governments for Legal and Other Expenses–

Mr. Richmond indicated during the budget presentation to the COG's City Manager's Steering Committee a statement was made that the COG was expecting to invoice ACE for financial monitoring and legal expenses. He indicated ACE has never encountered invoicing from the COG for legal expenses or other tasks and thought it would be reasonable and necessary for ACE to develop a policy to address such expenses. He indicated best management practices would be to acknowledge these tasks were reasonably necessary, agree to a not-to-exceed amount and subject the invoice to audit. Discussion ensued. A motion was made to approve the policy as outlined in the agenda.

M/S/C/Atchley/Macias/Passed Naye/Carrillo

Includes revision adopted by ACE Board at July 23, 2012 meeting.

10. **Approval for Staff to Continue Analysis of Separating ACE Project from San Gabriel Valley Council of Governments** – Mr. Richmond reported that at the direction of the June 21st SGVCOG meeting he has been working on an analysis of the tasks it would take to create ACE as a separate JPA. He indicated he has had discussions with seven cities and all have been in favor of being a part of the proposed JPA. He reported a draft JPA document needs to be developed along with a project transfer agreement. He indicated he was scheduled to provide information on this topic to the City Managers' Steering Committee at their next meeting. Members Atchley, Spohn and Macias indicated their City was in support of the new JPA. Chairman Gutierrez indicated San Gabriel was in support of it conceptually. A motion was made for staff to continue working on steps necessary for the creation of ACE as a separate joint powers authority and return to the Board as appropriate.
M/S/C/Macias/Atchley/Passed Absent: Hadijinian

11. **Closed Session:** Counsel announced the Board would adjourn to closed session in accordance with Government Code Section 54956.9 to discuss existing litigation – LA Superior Court Case BC 547829 ACE versus Newton, et al and in accordance with Government Code Section 54956.8 for Real Property Negotiations for the property at 938 Nogales Street, Rowland Heights, CA. Negotiating parties ACE and Jose Sarinana. Under negotiation price and terms.
The Board returned to open session and counsel reported the Board, by a motion made by Antonovich and seconded by Carrillo approved a settlement agreement with Jose Sarinana in the amount of \$225,000 to satisfy all agency obligations for relocation assistance, loss of business goodwill, leasehold interest or damages of any nature for the property at 938 S. Nogales, Rowland Heights, CA. Ayes: Antonovich, Gutierrez, Atchley, Macias, Carrillo, Spohn. Nays: None Absent: Hadijinian

Adjournment – The meeting was adjourned at 2:57PM. The next meeting is scheduled for July 23th.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: July 23, 2012

SUBJECT: CEO Report

The following are items of note since the last meeting:

Construction Bids Sought – Staff released the plans for the Baldwin Avenue grade separation project to potential bidders last week. Construction bids are expected to be submitted early September. Due to longer than anticipated Caltrans review, bid documents for the Nogales Street grade separation project are expected to be released next month.

Phase II Projects Move Forward – Staff initiated a request for qualifications proposal process last week for design engineering services for Phase II grade separations at Fullerton Road near State Route 60, Hamilton Boulevard in Pomona and Durfee Road in Pico Rivera. Union Pacific Railroad concurrence is being sought prior to proceeding with a proposed railroad flyover project at Fairway Drive near Valley Boulevard. Design has already begun toward the 65% milestone and initial property acquisition activities have commenced for the Phase II projects at Puente Avenue near Valley Boulevard and at Fairway Drive near State Route 60.

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

- Staffed an ACE Project information booth at a City of San Gabriel community celebration event;
- Continued conducting pre-construction surveys of structures and properties located along the San Gabriel Trench project area; and,
- Conducted ongoing community outreach and support activities for the San Gabriel Trench, Baldwin Avenue, and Nogales Street grade separation projects.



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MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: July 23, 2012

SUBJECT: Approval to Award the San Gabriel Trench Construction Contract to Walsh Construction Company

RECOMMENDATION: Staff recommends that the Board authorize the award of a contract to Walsh Construction Company (Walsh) for construction of the San Gabriel Trench project in an amount not to exceed \$172,592,600.

BACKGROUND: At your November 2011 and January 2012 meetings, you approved the plans and specifications, authorized staff to solicit bids for the trench project and approved a list of pre-qualified contractors, respectively.

Due to the complexity and scale of this project, a pre-qualification process was utilized to select general contractors who have the financial capacity, resources and experience to undertake a project similar to the San Gabriel Trench. The following general contractors were determined pre-qualified to bid:

1. Atkinson Contractors, LP
2. Balfour Beatty Infrastructure, Inc.
3. Bechtel Infrastructure Corporation
4. Flatiron West, Inc.
5. Granite Construction Company
6. Herzog Contracting Corporation
7. Kiewit Infrastructure West Co.
8. MCM Construction, Inc.
9. Obayashi Corporation
10. Pulice Construction Inc.
11. Shimmick Construction Company, Inc.
12. Skanska USA Civil West California District Inc.
13. Steve P. Rados, Inc.
14. Walsh Construction Company

On June 20, 2012, we received the following bids from the pre-qualified contractors:

1.	Walsh Construction Company	\$172,592,600
2.	Atkinson Contractors, LP	\$175,754,470
3.	Flatiron/Pulice, a Joint Venture	\$185,936,460
4.	Shimmick Construction Company/ Obayashi Corporation, JV	\$203,590,900
5.	Balfour Beatty Infrastructure, Inc.	\$230,474,251
6.	Skanska-Rados-Herzog, a Joint Venture	\$235,587,842

Ten of the fourteen pre-qualified contractors submitted bids, either as an entity or through a joint venture. All bids were reviewed and determined to be accurate and official bid results were issued on June 26, 2012.

Low Bid Evaluation

Walsh's bid appears to be complete and responsive. Walsh's bid was 35% less than the engineer's estimate. Walsh appears to be qualified to perform the work specified in the contract. The protest period has elapsed and no protest was received.

Schedule:

During the preparation of the plans for the project, the design consultant and ACE staff developed a construction schedule that assumed duration of approximately 45 months to complete the San Gabriel Trench project.

During the recent bid process for this project, ACE staff had a chance to further refine this schedule with input from affected utilities such as Sprint and Level 3 fiber optic companies, UPRR, as well as the contractors bidding on the project. To avoid potential construction related claims, certain construction activities that had been assumed could be done at the same time will now have to be separated. In addition to the time required to separate the activities, the fiber companies and the UPRR estimated longer work durations than previously provided. The combined effect of these changes added 13 months to the total duration of the work and we have revised the estimated total construction timeline to 58 months.

This revised 58-month duration may be reduced if the contractor being awarded the contract is able to construct the trench in a different manner than currently anticipated. These discussions will occur after the contractor has been formally awarded the contract, and any changes to the current anticipated construction schedule will be reported to the Board.

Limited Notice to Proceed:	September 2012
Completion:	358 calendar days after NTP
Full Notice to Proceed:	September 2013
Completion:	1,390 calendar days after NTP

Budget:

We have been carrying an overall budget of \$498.5 million since the design started on the project. Of that total, \$358.1 million was allotted to the work covered in this contract. Adding a 10% contingency to the amount recommended in this award, the corresponding amount is \$189.9 million. The resulting budget under run is \$168.2 million. Staff is confident that the remaining unexpected budget items can be kept within budget so that these budget savings can be sustained.

BUDGET IMPACT: Funds for the anticipated costs in this contract award are available from Prop. 1B funds.



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MEMO TO: ACE Construction Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: July 23, 2012

SUBJECT: Approval of Revised Staffing Plan

RECOMMENDATION: Staff requests your approval to convert an existing part time Accounting Clerk position to a full time Senior Accountant position and add one Engineering Intern position.

BACKGROUND: With three major grade separation projects poised to go into construction soon, two more already in design, and three more to go into design by the end of the year the workload has significantly increased. In April you authorized one additional position and conversion of one part time position to full time. I indicated at that time I was recommending an incremental staffing up to accommodate the increased activity. Consistent with that approach, I am recommending another modest increase to our staff to convert one part time position to full time and add one part time intern position.

- Senior Accountant – In addition to the increased project management workload, our Finance group will experience a substantial increase in their routine activities, most notably in the amount of invoice processing and maintenance of contractor escrow accounts. My recommendation is to convert and upgrade the existing part time Accounting Clerk position to a full time Senior Accountant position which will not only address the increased workload but also enable us to improve our oversight of other accounting activities such as timesheet processing and back up on CalPERS reporting.
- Engineering Intern – To further support our project managers, I am recommending that we bring in an engineering student from one of our local universities to provide part time assistance. The use of an intern will allow the project managers to focus on time critical issues, and at the same time provide a student the opportunity to gain some valuable working experience. The position would be hourly part time (limited to no more than 1000 hours per year) and will not be eligible for benefits.

Draft descriptions for both positions are attached. The salary ranges are based on a survey of comparable positions.

BUDGET IMPACT: These positions were not provided for in our FY 2013 budget, though their net impact will be minor. If a budget adjustment is needed we will recommend it as part of our mid-year revision.

Attachment

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY

POSITION DESCRIPTION

POSITION: Senior Accountant

SALARY RANGE: \$59,725 – 89,578

POSITION DESCRIPTION: Reports to the Director of Finance to assist with all aspects of Finance Department.

Primary duties include:

- Reconciliation of Authority bank accounts
- Reconciliation of Contractor escrow accounts
- Review invoices for construction & professional services to ensure compliance with contract
- Review and audit timesheet entry each pay period to validate entries
- Review and input non-contractor vendor invoice information for processing
- Assist in AP activities as necessary
- Provide general administrative support to Finance department
- Review and validate accuracy of confidential payroll processing records such as CalPERS reports and benefit information

Qualifications:

Bachelor's degree in accounting, finance or business administration or equivalent. Minimum of five years experience in large construction-related environment desired. Knowledge of local, state and federal rules and regulations such as Federal Acquisition Regulations (FAR) & Cost Accounting Standards. CPA is desirable but not required. Demonstrated skills in Microsoft Office, proficient in Excel including pivot tables.

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY

POSITION DESCRIPTION

POSITION DESCRIPTION: Engineering Intern

SALARY RANGE: \$15-20/hour

POSITION DESCRIPTION: Part time position (less than 1000 hours per year) which reports to the Chief Engineer/Deputy CEO and provides support to Senior Project Managers, Utility Coordinator, and Program Manager.

Primary duties include:

Under the direction of the Senior Project Managers, review plans and specifications, review cost estimates, prepare written reports and spreadsheets;

Attend office and field meetings as required;

Conduct field investigations to collect project information;

Prepare exhibits and drawings using CADD software;

Assist Senior Project Managers in maintaining and updating project schedules and budgets; prepare status reports, updates and presentations;

Assist Senior Project Managers with preparation of presentation materials for Board meetings;

Deliver plans and/or documents to other public agencies and/or utility companies;

Maintain the Engineering Library at the office;

Assist the Program Manager in maintaining project schedule and cost information, Review Quality Assurance and Quality Control submittals, as well as updating consultant contract data;

Assist the Utility Coordinator with record searches, plan reviews, and scheduling data.

POSITION QALIFICATIONS:

Be a 3rd or 4th year student working towards a Bachelor's degree in civil or transportation engineering or related fields; be proficient in AutoCADD, Excel, and Word; possess a valid Class 3 Driver's License and have access to a vehicle. Possession of a California Engineer-in-Training License is desirable.



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MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: July 23, 2012

SUBJECT: Approval of an Agreement with Caltrans for the Nogales Street Grade Separation Project

RECOMMENDATION: Staff recommends approval of an agreement with the California Department of Transportation (Caltrans) to receive an allocation of \$25,600,000 from the Highway Railroad Crossing Safety Account (HRCSA) funds for the Nogales Street (L.A.) grade separation project.

BACKGROUND: The California Transportation Commission (CTC) established guidelines for funding grade separation projects authorized under the 2008 State Transportation Bond (Prop. 1b) based on the annual priority list ranking established by the California Public Utilities Commission (CPUC). The Nogales Street (L.A.) grade separation project meets all of the applicable CTC guidelines and ranked No. 4 on the CPUC priority list. In January ACE entered into a Project Baseline Agreement with the CTC for the construction of the Project.

In May the CTC approved the appropriation of funds in the amount of \$25.6M to fund the construction of the project on a reimbursement basis. As part of the reimbursement requirements, ACE is required to execute an agreement with Caltrans who manages the reimbursement of the funds. This agreement itemizes the details of the reimbursement arrangement. Some of the highlights are:

- ACE shall award the contract for construction within 6 months after the HRCSA allocation;
- ACE has sufficient local match project funds for the project;
- ACE agrees to comply with all HRCSA guidelines as indicated in the Baseline Agreement;
- ACE needs to provide proof of the Railroad's 5% contribution to the project;
- The HRCSA funds received will only be used for costs of construction work;
- ACE agrees to submit quarterly reports on the activities and progress made towards implementation of the project;
- ACE will provide close out reports to CTC within 6 months after the project is operable.

Staff reviewed the agreement with legal counsel, believes all terms and conditions are fair and reasonable, and recommends the Board authorize CEO to execute the Agreement.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: July 23, 2012

SUBJECT: Approval of Proposed Amendments to the Conflict of Interest and Disclosure Code

RECOMMENDATION: Staff recommends approval of the attached proposed amendment to designated positions in the Conflict of Interest and Disclosure Code for the ACE Construction Authority.

BACKGROUND: The Los Angeles County Board of Supervisors requires us to periodically review our agency Conflict of Interest Code to determine if amendments are required. Position responsibility changes or addition of positions may result in amendments. Based upon the recent addition of a Chief Engineer/Deputy CEO position staff believes the amendment is required to add this position to those required to file Statements of Economic Interest.

The attached proposed amendments to designated positions will be sent to the Board of Supervisors for adoption. Any future changes to the conflict of Interest and Disclosure Code will be brought back for your adoption.

Exhibit A
Alameda Corridor-East Construction Authority
Disclosure Categories

Category 1

Persons in this category shall disclose all interests in real property within the jurisdiction. Real property shall be deemed to be within the jurisdiction if the property or any part of it is located within or not more than two miles outside the boundaries of the jurisdiction or within two miles of any land owned or used by the agency.

Persons are not required to disclose property used primarily as their residence or for personal recreational purposes.

Category 2

Persons in this category shall disclose all investments and business positions.

Category 3

Persons in this category shall disclose all income and business positions.

Category 4

Persons in this category shall disclose all business positions, investments in, or income (including gifts and loans) received from business entities that manufacture, provide or sell service and/or supplies of a type utilized by the agency and associated with the job assignment of designated positions assigned this disclosure category.

Category 5

Individuals who perform under contract the duties of any designated position shall be required to file Statements of Economic Interest disclosing reportable interest in the categories assigned to that designated position.

In addition, individuals who, under contract, participate in decisions which affect financial interests by providing information, advice, recommendation or counsel to the agency which could affect financial interest shall be required to file Statements of Economic Interests, unless they fall within the Political Reform Act's exceptions to the definition of consultant. The level of disclosure shall be as determined by the executive officer (or head) of the agency.

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY

EXHIBIT "B"

The following positions entail the making or participating in the making of decisions which may foresee ably have a material effect on financial interests:

<u>Designated Position</u>	<u>Disclosure Categories</u>
ACE Construction Authority Members	1, 2, 3
ACE Construction Authority Alternates	1, 2, 3
Chief Executive Officer	1, 2, 3
Chief Engineer/Deputy Chief Executive Officer	1, 2, 3 (New)
Director of Government and Community Outreach	2, 3
Manager of Contracts	2, 3
Director of Finance	2, 3
Audit Manager	4
Office Manager	4
Senior Contracts & Procurement Administrator	2, 3
Contracts Administrator	4
Senior Project Manager	1, 2, 3
Consultants ⁱ	5
Technical Evaluation Committee ⁱⁱ	4

ⁱ Only consultants defined by Title 2, Section 1870(a)(2) of the California Code of Regulations shall be required to disclose information in accordance with the above. The Chief Executive Officer may determine, in writing, that a particular consultant as defined by Title 2, Section 1870(a) (2) of the California Code of Regulations and therefore not required to disclose information or that a particular consultant is only required to perform a limited range of duties and thus is not required to fully comply with the disclosure statements. If a consultant is excepted for the latter reason, then a statement of the extent of the disclosure requirements shall be included in the Chief Executive Officer's determination. The Chief Executive Officer's determination is a matter of public record and shall be retained for public inspection in the same matter and location as this Conflict of Interest Code.

ACE – EXHIBIT “B”

ii Technical Evaluation Committee Members who are included in other categories of Designated Positions shall comply with the Disclosure Categories for such other Designated Positions. Technical Evaluation Committee Members who are not included in any other category of Designated Positions shall comply with the Disclosure Category shown. However, since Technical Evaluation Committees are formed to evaluate specific proposals to the Authority and only exist for limited periods of time, all required disclosures for Technical Evaluation Committee rather than annually as required for all other Designated Positions.



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MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: July 23, 2012

SUBJECT: Federal Transportation Legislation

RECOMMENDATION: Receive and file this staff report regarding recently enacted federal transportation reauthorization legislation, which includes funding programs of interest to the ACE Construction Authority.

Background – Congress at the end of June passed and the President on July 6 signed into law the “Moving Ahead for Progress in the 21st Century Act,” a 27-month reauthorization of federal transportation programs through September 30, 2014. When Congress began considering legislation many months ago, due to the earmark ban our primary objectives were the establishment of programmatic funding relevant to the ACE projects and the advocacy of policy language to maximize our eligibility for funding. Significantly, the law establishes a first-ever national freight policy and reauthorizes the Projects of National and Regional Significance (PNRS) program, both of which reflect many of our broad policy objectives. However, as discussed below, securing funding through these programs is by no means guaranteed and will likely prove challenging.

National Freight Policy — Under this new national policy, the Secretary of Transportation by October 1, 2013 will designate a national freight network consisting of no more than 27,000 miles of roadways, identified based on assessments of existing and projected freight movement in the United States. As the nation’s leading trade gateway and inland goods movement corridor, Southern California’s key roadways are likely to be included as an important element in this national freight network. By October 1, 2015, USDOT will develop and release a national freight strategic plan to identify freight bottlenecks, road, bridge and intermodal improvements and associated costs as well as best practices for mitigating the community impacts of freight movement.

As the national plan is developed, States are encouraged to develop State-specific plans by working with public-private freight advisory committees which could include local governments. Congress indicated its intent for States to retain discretion in directing federal funds apportioned to the States to projects located on the national freight network. Investment in freight projects would be incentivized by permitting federal funds to be increased from 80 percent of total cost to 95 percent if on interstate highways and 90 percent if located off-highway.

Railway-highway grade separations are included among the highway projects eligible for funding, and the policy recognizes the importance of mitigating the impacts of freight movement on communities, among our key objectives in reauthorization. However, the Senate's proposed \$2 billion authorization for this program was eliminated, leaving freight projects to compete against conventional highway projects and it is difficult to assess the likely impact of the freight incentive on actual funding decisions, particularly for the ACE projects.

As an initial step in positioning the ACE grade separations for potential national freight funding, we will seek to ensure that freight plans to be developed include the grade separations comprising the ACE Trade Corridor, which were previously identified as regionally and nationally significant in federal transportation legislation, in state and regional goods movement action plans and in reports submitted to USDOT prepared jointly by ACE, Caltrans and the region's transportation agencies.

Projects of National and Regional Significance – MAP-21 also reauthorizes this competitive grant program for freight or transit megaprojects costing \$500 million or more and which are difficult to fund through the existing apportionments of federal funds to the States. The Senate proposed funding the program at \$1 billion, subject to appropriation (it was authorized at \$1.779 billion in SAFETEA-LU), but this amount was reduced in the final bill to \$500 million. By October 1, 2014, USDOT is required to submit a PNRS program report to Congress.

The ACE Trade Corridor was previously designated by Congress and received federal funding as a Project of National and Regional Significance. Staff believes the ACE Trade Corridor could again be a strong candidate for PNRS funding. However, the Senate proposed eligible applicants to include port authorities, metropolitan planning organizations (such as SCAG), and local government entities (such as ACE Construction Authority), but ultimately applicants were limited to State Departments of Transportation, tribal governments, and transit agencies. Absent the adoption of contrary PNRS regulations, the ACE Construction Authority should technically be eligible to receive PNRS funding. It is clear that an entity statutorily authorized to apply for funding would need to do so on behalf of the ACE program.

ACE staff will explore and pursue potential PNRS application opportunities and will monitor and submit comments regarding the PNRS program guidelines to be developed by USDOT.

ACE Construction Authority

FY 2012 Fourth Quarter

Project Reports

As of June 30, 2012

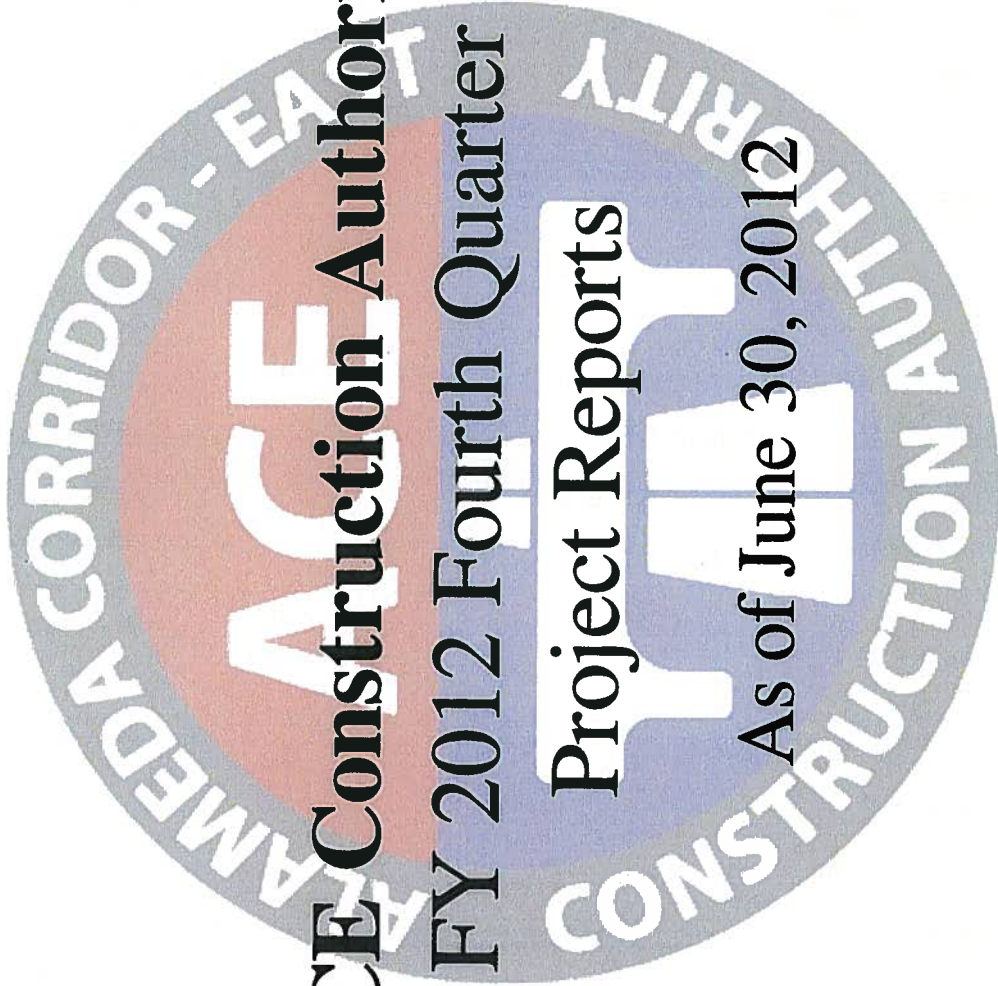


EXHIBIT I - ACE REVENUE BY SOURCE
As of June 30, 2012

Grant		Authorized	Adjustments	Note	Net Authorized	Allocated To Projects	Surplus
Federal							
TEA - 21	Sect 0491	6,500,000	(402,000)	a	6,098,000	6,098,000	-
TEA - 21	Sect 1017	2,205,000	(136,333)	b	2,068,667	2,063,683	4,984
TEA - 21	Sect 1138	17,250,000	-		17,250,000	17,250,000	-
TEA - 21	Sect 1533	100,000,000	-		100,000,000	100,000,000	-
TEA - 21	Sect 198	9,562,500	(572,760)	b	8,989,740	8,989,740	-
Hlway Fund FY 01		1,500,000	(3,300)	b	1,496,700	1,496,700	-
NCPD FY 2000		1,240,000	-		1,240,000	1,240,000	-
NCPD FY 2001		2,400,000	(2,565)	b	2,397,435	2,397,435	-
NCPD FY 2002		4,000,000	(116,000)	b	3,884,000	3,884,000	-
NCPD FY 2003		1,495,000	(10,000)	b	1,485,000	1,485,000	-
NCPD FY 2004		2,000,000	(119,163)	b	1,880,837	1,880,837	-
STP FY 2006		4,200,000	(42,000)	b	4,158,000	4,158,000	-
STP FY 2009		570,000	-		570,000	570,000	-
STP FY 2010		500,000	(85)	b	499,915	499,915	-
AAA FY2009		950,000	-	c	950,000	-	950,000
AAA FY2010		1,348,770	-	c	1,348,770	-	1,348,770
SAFETEA-LU FY 05	Sect 1701	2,528,000	(255,185)	d	2,272,815	2,272,815	-
SAFETEA-LU FY 06	Sect 1701	2,528,000	(254,883)	d	2,273,117	2,273,117	-
SAFETEA-LU FY 07	Sect 1701	2,528,000	(252,029)	d	2,275,971	2,275,971	-
SAFETEA-LU FY 08	Sect 1701	2,528,000	(252,029)	d	2,275,971	2,275,971	-
SAFETEA-LU FY 09	Sect 1701	2,528,000	(251,136)	d	2,276,864	2,149,863	127,001
SAFETEA-LU FY 05	Sect 1934	3,000,000	(280,077)	d	2,719,923	2,719,923	-
SAFETEA-LU FY 06	Sect 1934	6,000,000	(560,154)	d	5,439,846	5,439,846	-
SAFETEA-LU FY 07	Sect 1934	7,500,000	(700,192)	d	6,799,808	6,799,808	-
SAFETEA-LU FY 08	Sect 1934	7,500,000	(700,192)	d	6,799,808	6,799,808	-
SAFETEA-LU FY 09	Sect 1934	6,000,000	(560,154)	d	5,439,846	3,130,775	2,309,071
SAFETEA-LU FY 05	Sect 1301	3,125,000	(247,763)	d	2,877,237	2,877,237	-
SAFETEA-LU FY 06	Sect 1301	6,250,000	(495,526)	d	5,754,474	5,754,474	-
SAFETEA-LU FY 07	Sect 1301	7,812,500	(619,407)	d	7,193,093	7,193,093	-
SAFETEA-LU FY 08	Sect 1301	7,812,500	(619,407)	d	7,193,093	7,193,093	-
SAFETEA-LU FY 09	Sect 1301	6,250,000	(495,526)	d	5,754,474	1,705,000	4,049,474
FRA		2,544,100	-		2,544,100	2,544,100	-
ISTEA (Nogales-LA)		6,936,147	-		6,936,147	6,936,147	-
CMAQ (Nogales-LA)		6,347,000	-		6,347,000	6,347,000	-
	Subtotal	245,438,517	(7,947,866)		237,490,651	228,701,351	8,789,300
State							
ITIP		39,000,000	(18,426)	e	38,981,574	38,981,574	-
PUC (Brea Canyon)		5,000,000	-		5,000,000	5,000,000	-
TCRP		150,000,000	(19,700,000)	f	130,300,000	130,300,000	-
Prop 1B - HRCSA (Nogales-LA)		25,600,000	-		25,600,000	25,600,000	-
TCIF (SG Trench)		336,600,000	-		336,600,000	336,600,000	-
TCIF (Baldwin)		37,638,000	-		37,638,000	37,638,000	-
	Subtotal	593,838,000	(19,718,426)		574,119,574	574,119,574	-
Local							
MTA 1 (FY 98-02)	C 25%	37,500,000	(23,360,000)	g	14,140,000	14,140,000	-
MTA 2 (FY 03-05)	C 10%	1,857,000	-		1,857,000	1,857,000	-
MTA 2 (FY 03-05)	C 25%	13,178,000	-		13,178,000	13,178,000	-
MTA 2 (FY 03-05)	AB 3090	9,308,000	-		9,308,000	9,308,000	-
MTA 2 (FY 03-05)	STIP-RIP	5,496,000	-		5,496,000	5,496,000	-
MTA 3 (FY 06-09)	C 25%	85,000,000	-		85,000,000	85,000,000	-
MTA 4 (FY 09-15)	C 25%-Remaining	28,566,800	-		28,566,800	28,566,800	-
MTA 5 (FY 09-15)	C 25%-Supplemental	112,323,000	(9,978,000)	h	102,345,000	21,305,550	81,039,450
MTA 6 (Nogales-LA)	C 25%	28,849,000	-		28,849,000	28,849,000	-
MTA 7 (Phase II)	Measure R	140,044,400	-	i	140,044,400	140,044,400	-
	Subtotal	462,122,200	(33,338,000)		428,784,200	347,744,750	81,039,450
Other Sources							
Railroad (UPRR/Metrolink)		31,921,000	-	j	31,921,000	8,900,000	23,021,000
Cities (Nogales-LA)		9,600,000	-		9,600,000	9,600,000	-
Betterments (Cities/Metrolink)		17,773,575	-		17,773,575	17,084,825	688,750
MWD (Brea Canyon)		2,207,402	-		2,207,402	2,207,402	-
	Subtotal	61,501,977	-		61,501,977	37,792,227	23,709,750
TOTAL GRANTS		1,362,900,694	(61,004,292)		1,301,896,402	1,188,357,902	113,538,500
Other Income							
Property Rental Income		73,263	-		73,263	-	73,263
Net Investment Income		-	-		-	-	-
	Subtotal	73,263	-		73,263	-	73,263
TOTAL ACE Construction		1,362,973,957	(61,004,292)		1,301,969,665	1,188,357,902	113,611,763

Notes:

- a) Transferred by LA County to ACE for the Nogales-LA project.
- b) Federal budgetary reduction.
- c) Appropriation for ACE still to be determined by SCAG.
- d) Based on Caltrans updated OA, appropriations reduced by 10% instead of 15%.
- e) \$18K for Ramona lapsed in June 2008 prior to project closeout.
- f) \$19.7 million programmed to other entities (yet to be allocated by State).
- g) Allocated to City of LA.
- h) Adjustment made by MTA based on 17% of total project cost.
- i) Of the \$400M Measure R funds for the ACE program, \$42M has an executed MOU and \$98.044M is being requested for Phase II projects.
- j) Based on individual projects, UPRR paid 1/2 before and 1/2 after construction phase.
\$30.921M committed by UPRR but due to phasing of construction, only \$14.597M has been received.

EXHIBIT II - ACE PROJECTS FUNDING BY SOURCE

As of June 30, 2012

(\$ 000's)

Project	Task	Fed #	All																
			TEA-21	NGPD/STP	SAFETEA	ITIP	ISTEA/CMQ	FRA/PUC	TCRP	Prop 1B	MTA 1	MTA 2	MTA 3	MTA 4	MTA 5	MTA 6	MTA 7	Railroad	Cities/Better
Baldwin	Design	(017)	5,315	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	(028)	37,500	-	24,890	753	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	TCIF	37,638	-	-	-	-	-	37,638	-	-	-	-	-	-	-	-	-	-
Baldwin Total			80,453	3,013	24,890	753	-	-	37,638	-	-	-	-	-	-	-	-	-	-
Puente	Design	(034)	8,275	-	216	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	n/a	32,372	-	-	-	-	-	-	-	-	-	84	7,975	-	-	-	-	-
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Puente Total			40,647	-	216	-	-	-	-	-	-	-	84	7,975	-	-	-	-	-
Fairway-LA	Design	(036)	8,620	-	240	-	-	-	-	-	-	-	60	8,320	-	-	-	-	-
	ROW	n/a	49,420	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Fairway-LA Total			58,040	-	240	-	-	-	-	-	-	-	60	8,320	-	-	-	-	-
Nogales-LA	Design	(032)	3,725	932	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	(035)	37,639	5,166	-	-	6,936	1,109	-	-	-	-	-	-	785	-	-	-	2,008
	Constr	n/a	56,186	-	570	12,810	6,347	1,435	25,600	-	-	-	-	-	19,021	-	-	-	5,407
Nogales-LA Total			97,550	6,098	570	12,810	13,283	2,544	25,600	-	-	-	-	-	381	9,043	-	-	7,415
SG Trench	Design	(030)	34,214	120	1,881	11,913	-	-	-	3	27	3,006	1,365	-	-	-	-	-	-
	ROW	n/a	28,785	-	500	-	-	-	-	-	-	-	-	-	-	-	-	-	15,900
	Constr	TCIF	336,600	-	-	-	-	-	336,600	-	-	-	-	-	-	-	-	-	26,100
SG Trench Sub-Total			399,599	120	2,381	11,913	-	-	336,600	3	27	3,006	1,365	-	-	-	-	-	42,000
SG Trench Total			402,524	120	2,381	11,913	-	-	336,600	3	27	3,006	1,365	-	-	-	-	-	2,185
Durfee	Design	n/a	4,011	-	3,208	-	-	-	-	-	-	-	-	-	-	-	-	-	802
	ROW	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Durfee Total			4,011	-	3,208	-	-	-	-	-	-	-	-	-	-	-	-	-	802
Hamilton	Design	n/a	6,926	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,926
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hamilton Total			6,926	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,926
Fullerton	Design	n/a	9,326	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9,326
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Fullerton Total			9,326	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9,326
Temple	Design	(009)	7,265	4,680	-	-	-	-	-	1,168	151	978	288	-	-	-	-	-	-
	ROW	(009)	12,367	7,768	-	-	-	-	-	969	1,370	2,260	-	-	-	-	-	-	-
	Constr	(009)	75,364	36,073	3,884	1,043	-	1,387	-	33	7,589	13,505	3,950	-	-	-	-	-	7,900
Temple Total			94,997	48,522	3,884	1,043	-	1,387	-	2,169	9,110	16,743	4,238	-	-	-	-	-	7,900
Sunset	Design	(020)	4,739	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	(026)	3,326	100	2,063	-	-	4,400	-	-	-	339	-	-	-	-	-	-	498
	Constr	TCRP	79,263	-	-	-	-	100	-	-	-	565	-	-	-	-	-	-	245
Sunset Sub-Total			87,328	100	2,063	-	-	47,720	-	-	-	14,607	16,691	-	-	-	-	-	743
Sunset Total			93,762	100	2,063	-	-	52,220	-	-	-	15,511	16,691	-	-	-	-	-	6,434
Sunset Sub-Total			93,762	100	2,063	-	-	52,220	-	-	-	15,511	16,691	-	-	-	-	-	6,434

EXHIBIT II - ACE PROJECTS FUNDING BY SOURCE

As of June 30, 2012

(\$ 000's)

Project	Task	Fed #	All											Railroad	Cities/Better			
			TEA-21	NCPD/STP	SAFETEA	ITIP	I STEA/CMQ	FRA/PUC	TCRP	Prop 1B	MTA 1	MTA 2	MTA 3			MTA 4	MTA 5	MTA 6
East End	Design	(003)	4,295	1,952	1,240	-	952	-	-	-	-	-	97	54	-	-	-	
Reservoir	ROW	(003)	4,478	3,131	-	1,347	-	-	-	-	-	-	-	-	-	-	-	
	Design	(010)	3,620	2,896	-	600	-	-	122	2	-	-	-	-	-	-	-	
	ROW	(010)	9,431	5,718	-	2,255	-	-	-	286	919	253	-	-	-	-	-	
	Constr	TCRP	57,376	-	-	407	-	46,780	-	433	9,757	-	-	-	-	-	-	
EE/Reservoir Total			79,200	13,697	1,240	-	5,551	-	122	818	10,730	253	-	-	-	-	-	
Brea Canyon	Design	(019)	4,556	1,191	-	410	-	2,500	-	-	455	-	-	-	-	-	-	
	ROW	(027)	12,881	-	1,485	5,521	-	2,000	-	-	3,875	-	-	-	-	-	-	
	Constr	TCRP	49,959	-	-	-	-	5,000	21,007	-	21,745	-	-	-	-	-	-	
Brea Canyon Sub-Total			67,396	1,191	1,485	5,521	410	5,000	25,507	-	26,075	-	-	-	-	-	-	
Brea Canyon Total	Better	n/a	6,507	-	-	-	-	-	-	-	-	-	-	-	-	-	2,207	
Brea Canyon Total			73,903	1,191	1,485	5,521	410	5,000	25,507	-	26,075	-	-	-	-	-	6,507	
Ramona	Design	(002)	4,355	3,560	-	-	-	-	-	795	-	-	-	-	-	-	-	
	ROW	(002)	8,156	2,400	-	-	-	-	-	215	5,494	48	-	-	-	-	-	
	Constr	(002)	38,839	16,684	4,158	-	5,533	-	-	8,083	2,324	1,057	-	-	-	-	1,000	
Ramona Sub-Total			51,350	22,644	4,158	-	5,533	-	-	1,010	13,577	2,372	1,057	-	-	-	1,000	
Ramona Total	Better	n/a	1,741	-	-	-	-	-	-	-	623	-	-	-	-	-	1,119	
Ramona Total			53,091	22,644	4,158	-	5,533	-	-	1,010	13,577	2,372	1,680	-	-	-	1,119	
Nogales-AH	Design	(005)	4,094	2,560	-	1,473	-	-	-	1	-	-	-	-	-	-	-	
	ROW	(005)	17,231	9,829	2,397	-	2,364	-	-	700	1,940	-	-	-	-	-	-	
	Constr	(005)	28,434	1,841	-	21,580	-	4,406	-	382	225	-	-	-	-	-	-	
Nogales-AH Sub-Total			49,698	14,230	2,397	-	25,417	-	4,406	1,082	2,166	-	-	-	-	-	-	
Nogales-AH Total	Better	n/a	100	-	-	-	-	-	-	-	-	-	-	-	-	-	100	
Nogales-AH Total			49,798	14,230	2,397	-	25,417	-	4,406	1,082	2,166	-	-	-	-	-	100	
Jump Start	Design	(001)	8,057	6,072	-	265	-	-	-	1,541	-	179	-	-	-	-	-	
	ROW	(001)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Constr	(001)	3,582	2,866	-	-	-	-	-	612	239	(134)	-	-	-	-	-	
Jump Start Sub-Total			11,639	8,938	-	265	-	-	-	2,153	239	45	-	-	-	-	-	
JS - Mission	Design	(006)	242	240	-	-	-	-	-	2	-	-	-	-	-	-	-	
	ROW	(006)	158	160	-	-	-	-	-	-	(2)	-	-	-	-	-	-	
	Constr	(015)	2,270	1,578	-	-	-	-	-	515	96	81	-	-	-	-	-	
JS - Mission Sub-Total			2,670	1,978	-	-	-	-	-	517	94	81	-	-	-	-	-	
JS - Quad Gates	Constr	(016)	4,832	3,863	-	-	-	-	-	888	38	43	-	-	-	-	-	
IRIS - Train	Constr	(007)	2,936	2,164	-	-	-	-	-	374	167	231	-	-	-	-	-	
JS - Phase 1	Constr	(008)	3,553	2,845	-	-	-	-	-	96	615	(2)	-	-	-	-	-	
JS - Phase 2	Constr	(014)	4,991	3,992	-	-	-	-	-	-	1,000	(1)	-	-	-	-	-	
IRIS - Traffic	Constr	(021)	3,520	2,502	-	-	-	-	-	727	290	-	-	-	-	-	-	
JS/Safety/IRIS Total			34,141	26,282	-	265	-	-	-	4,028	2,880	686	-	-	-	-	-	
Total Projects			1,178,370	135,898	16,115	60,861	36,982	13,283	7,544	130,300	399,838	8,414	28,578	85,000	27,567	19,306	28,849	140,044
Start-up/Misc	MTA	n/a	9,988	-	-	-	-	-	-	5,726	1,261	-	-	-	1,000	2,000	-	-
Total ACE			1,188,358	135,898	16,115	60,861	36,982	13,283	7,544	130,300	399,838	14,140	29,839	85,000	28,567	21,306	28,849	140,044
Net Authorized Allocated to Projects			1,301,896	135,903	18,414	67,346	36,982	13,283	7,544	130,300	399,838	14,140	29,839	85,000	28,567	102,345	28,849	140,044
Surplus / (Shortfall)			135,898	135,898	16,115	60,861	36,982	13,283	7,544	130,300	399,838	14,140	29,839	85,000	28,567	21,306	28,849	140,044
Other Income			113,538	5	2,299	6,485	0	(0)	(0)	-	-	0	-	-	-	81,039	-	(0)
Total Surplus / (Shortfall)			73	113,611	-	-	-	-	-	-	-	-	-	-	-	-	-	23,021

MTA 1 : MOU P0004367
 MTA 2 : MOU 8002
 MTA 3-5 : AMENDMENTS TO MOU 8002
 MTA 6 : MOU P000F1159 (Nogales-LA)
 MTA 7 : MOU 8002R (San Gabriel Trench)

Exhibit III

ACE Projects Allocation vs. Actual Summary

As of June 30, 2012

(\$ 000's)

Project	Cost Estimate (1997)	Cost Estimate (2006)	Allocated (Exhibit II)	Betterments /Other	Railroad	Total Allocated	ITD Expenditures (Exhibit V)	Estimate at ** Completion Exhibit IV	Variance (Allocated vs. Estimate at Completion)	Status
Start-up/Misc			\$ 9,988			\$ 9,988	\$ 8,055			
Active Projects										
1 Baldwin Avenue	\$ 23,994	\$ 64,765	\$ 80,453	\$ -	\$ -	\$ 80,453	\$ 37,245	\$ 80,665	\$ (212)	Active
2 Durfee Road	N/A	N/A	4,011	-	-	4,011	-	4,011	-	PE only
3 Fairway Drive (LA)	N/A	N/A	58,040	-	-	58,040	2,617	106,073	(48,033)	Active
4 Fullerton Road	N/A	N/A	9,326	-	-	9,326	-	9,326	-	PE only
5 Hamilton Blvd.	N/A	N/A	6,926	-	-	6,926	-	6,926	-	PE only
6 Nogales South (LA)	24,307	N/A	97,550	-	-	97,550	26,529	98,455	(905)	Active
7 Puente Avenue	N/A	N/A	40,647	-	-	40,647	2,994	78,601	(37,954)	Active
8 San Gabriel Trench	198,205	N/A	399,599	2,925	-	402,524	50,180	498,485	(98,886)	Active
9 Sunset Avenue	22,259	70,502	87,328	6,434	-	93,762	87,329	87,359	(31)	Active
10 Temple Avenue	35,985	80,272	94,997	-	7,900	94,997	88,237	92,120	2,877	Active
11 Brea Canyon	26,571	64,401	67,396	6,507	-	73,903	67,394	67,396	-	Closed
12 East End/Reservoir	56,571	69,180	79,200	-	-	79,200	78,960	79,012	188	Closed
13 Jump Start/Crossing Safety/IRRS	61,000	35,200	34,141	-	-	34,141	34,142	34,142	-	Closed
14 Nogales North (Alh)	39,636	54,599	49,698	100	-	49,798	49,698	49,698	-	Closed
15 Ramona Blvd.	14,489	47,102	51,350	1,741	1,000	53,091	51,350	51,350	-	Closed
Subtotal	\$ 503,017	\$ 486,021	\$ 1,170,650	\$ 17,707	\$ 8,900	\$ 1,188,358	\$ 584,729	\$ 1,343,619	\$ (182,956)	
Inactive Projects										
16 Montebello Blvd.										
17 Rose Hills Road										
18 Turnbull Canyon Road										
19 Fairway Drive (Alh)										
Estimated Total Project Cost	\$ 950,000	\$ 1,400,000								
Net Authorized	\$ 1,301,969,665									
Allocated	1,188,357,902									
Available	\$113,611,763									

** Excludes Start-up/Misc of \$9,988M to agree with Exhibit-IV EAC.

Exhibit IV Expenditure Forecast (Active Projects)

As of June 30, 2012
(\$ millions)

ITD	Actual	Budget	Estimate ^A		Forecast		EAC ^B			
			2012	2013	2014	2015	2016	Q3 FY12	Change	Q4 FY12
Active Projects										
35.5	1.7	9.4	9.4	9.4	22.2	11.9	80.5	0.2 ^C	80.7	
			4.0					4.0 ^D	4.0	
0.7	1.9	5.3	5.3	5.3	32.5	39.8	5.9	100.2 ^E	106.1	
			9.3					9.3 ^D	9.3	
			6.9					6.9 ^D	6.9	
17.3	9.1	16.9	16.9	16.9	15.7	22.0	97.5	1.0 ^F	98.5	
0.6	2.0	14.5	14.5	14.5	18.7	22.8	5.9	72.7 ^E	78.6	
41.7	8.0	16.5	16.5	16.5	20.8	146.2	498.5	0.0	498.5	
86.0	1.3	0.1	0.1	0.1			87.3	0.1 ^G	87.4	
88.2	0.1	3.8	3.8	3.8			92.1	0.0	92.1	
Completed Projects										
67.4							67.4		67.4	
34.1							34.1		34.1	
79.0							79.0		79.0	
49.7							49.7		49.7	
51.3							51.3		51.3	
Inactive Projects										
551.5	24.1	66.5	86.7	109.9	242.7	328.7	1,149.2	194.4	1,343.7	

Note: Project forecasts include indirect cost.

^A 2013 estimate includes mid-year adjustments

^B EAC includes 2013 estimate

^C \$200k ROW legal

^D Preliminary design only

^E Full project cost estimate

^F \$1m ROW legal, utilities and program management

^G \$100k indirects

Exhibit V

ACE Expenditures vs. Reimbursements

As of June 30, 2012

Projects	Reimbursement Status (\$ 000)							Indirect Costs Requiring Caltrans Approval	Unreim- burseable
	ITD Expenditures	Received	Billed/Not Received	To Be Billed	MTA Retention	-	-		
Baldwin	\$ 37,245	\$ 36,419	\$ 383	\$ 96	\$ 347	-	-		
Fairway Drive	2,617	2,188	-	414	15	-	-		
Nogales (LA)	26,529	23,156	1,958	1,343	72	-	-		
Puente Ave.	2,994	2,443	-	541	10	-	-		
SG Trench	50,180	46,371	3,149	476	185	-	-		
Sunset	87,329	85,490	1,457	211	171	-	-		
Temple	88,237	87,534	31	45	626	-	-		
Brea Canyon	67,394	67,077	28	-	289	-	-		
Crossing Safety / IRRIS	34,142	33,789	15	-	338	-	-		
EE/Reservoir	78,960	78,710	14	-	235	-	-		
Nogales (AH)	49,698	49,641	3	-	55	-	-		
Ramona	51,350	51,374	94	(292)	174	-	-		
Uncollected Indirect Exp. '08-'11	-	-	-	-	-	-	-		
Sub-total Projects	576,674	564,191	7,133	2,834	2,517	335	-		
Project Administration	8,055	7,981	-	74	-	-	(191)		
Total ACE	\$ 584,729	\$ 572,172	\$ 7,133	\$ 2,908	\$ 2,517	\$ 335	\$ (191)		

Notes: 1 - Represents carried forward amounts from '08 and '09 that will be applied to indirect cost plans for Fiscal Years '12 and '13.

Exhibit VI

Project Schedules

As of June 30, 2012

Activity Name	FY2012				FY2013				FY2014				FY2015				FY2016				
	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	
ACTIVE PROJECTS																					
Baldwin																					
Design (Completed)																					
ROW Acquisition																					
Construction																					
Caltrans Closeout																					
Fairway Drive (LA)																					
Design (Starts before reporting period)																					
ROW Acquisition																					
Construction																					
Caltrans Closeout (Occurs after reporting period)																					
Nogales (LA)																					
Design (Completed)																					
ROW Acquisition																					
Construction																					
Caltrans Closeout																					
Puente Avenue																					
Design (Starts before reporting period)																					
ROW Acquisition																					
Construction																					
Caltrans Closeout (Occurs beyond reporting period)																					
San Gabriel Trench																					
Design (Completed)																					
ROW Acquisition (Completed)																					
Construction																					
Caltrans Closeout (Extends beyond reporting period)																					
Temple																					
Design (Completed)																					
ROW Acquisition (Completed)																					
Construction (Completed)																					
Caltrans Closeout																					
COMPLETED AND CLOSED																					
No Projnum																					
Nogales (Alt) (Occurs before reporting period)																					
Brea Canyon (Occurs before reporting period)																					
Ramona (Occurs before reporting period)																					
Crossing Safety/IRIS (Occurs before reporting period)																					

Exhibit VI

Project Schedules

As of June 30, 2012

Activity Name	FY2012				FY2013				FY2014				FY2015				FY2016			
	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4	FQ1	FQ2	FQ3	FQ4
East End/Reservoir																				
Sunset																				
ADOPTED PHASE II PROJECTS																				
No Projrnum																				
Fullerton Road																				
Greenwood Avenue																				
Hamilton Blvd.																				
Fairway Drive (Alh)																				
Tumbull Canyon																				
Durfee Avenue																				



 Previous Report Remaining Work
 Actual Work Critical Remaining Work

Exhibit VII

Treasury / Banking Investments

As of June 30, 2012

Operating Account	\$ 791,288
Money Market Account	1,132,618 *
Money Market (UPRR Contributions)	<u>2,369,167</u>
Total cash on hand	<u><u>4,293,074</u></u>

Investments

LAIF	1,564,638
CBB - US Treasuries	<u>10,342,352</u>
Total investments	<u><u>11,906,990</u></u>

Billed / Not Received

<u>To Be Billed</u>	7,133,186
<u>MTA Retention</u>	2,907,999
<u>Indirect Expenses ('08 - '09)</u>	2,516,782
Total Cash & Receivables	<u>334,941</u>
	<u>29,092,972</u>

Outstanding Debt (Commercial Paper)

Resources In Excess of Debt	<u>20,000,000</u>
	<u><u>\$ 9,092,972</u></u>

* Note: Excludes \$2,261,613 of recovered project costs and advanced construction funds

Exhibit VII

Compliance with Banking / Investment Policy

As of June 30, 2012

SGVCOG Authorized Investments Ref. #	Bayerische Landesbank Permitted Investment Ref. #	Deposit/ Investment Amount 06-30-12	Bank Deposits	Maximum Maturity	Maximum Percent of Portfolio	Maximum Investment in One Issuer
			<p>Ace deposits are held by Citizens Business Bank (CBB) under a deposit agreement in amounts not to exceed \$50 million. Under the agreement, CBB maintains collateral deposits of at least 110 % of the value of all ACE deposits at Bank of the West - Los Angeles in eligible securities. The CBB deposits accounts are:</p>			
		\$ 791,288	Checking Account			
		5,763,399	Money Market Accounts (2) *			
		6,554,687	Total Deposits			
			Permitted Investments			
1	1	10,342,352	U.S. Treasury Obligations	None Stated	None Stated	None Stated
5	11	1,564,638	State's Local Agency Investment Fund	None Stated	None Stated	None Stated
		11,906,990	Total Investments			
		\$ 18,461,677	Total			

SGVCOG and Bayerische Landesbank

1. United States Treasury notes, bonds, bills, or certificate of indebtedness, or those for which the faith and credit of the United States are pledged for the payment of principal and interest

SGVCOG

5. Notwithstanding any other provision of law, and local government official, with the consent of the governing body of that agency, having money in its treasury not required for immediate needs, may remit the money to the Treasurer of the State of California for deposit in the Local Agency Investment Fund for the purpose of investment.

11. State's Local Agency Investment Fund.

* Note: Includes \$2,261,613 of grant reimbursement for close out projects