DEVELOPMENT AUTHORITY

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline Maglev system in Southern California. The Authority is composed of the following public agencies:

City of Artesia
City of Bell
City of Bellflower
City of Cerritos
City of Cudahy
City of Downey
City of Huntington Park
City of Los Alamitos
City of Maywood
City of Palmdale
City of Paramount
City of Santa Clarita
City of South Gate
City of Vernon

Chairman
Scott Larsen
Councilmember, City of Bellflower

Secretary
Art Gallucci
City Manager, City of Cerritos

General Counsel
Michael Colantuono
Colantuono & Levine, PC

Treasurer/Auditor
Jack Joseph
Gateway Cities COG

Executive Director
Albert Perdon, PE

Supporting Agencies
Gateway Cities Council of Governments
Southern California Association of Governments
City of Garden Grove
City of Huntington Beach
City of Long Beach
City of Stanton

ORANGELINE DEVELOPMENT AUTHORITY
REGULAR MEETING

Wednesday, July 12, 2006

Cerritos Sheriff’s Station/Community Center
Community Meeting Room
18135 Bloomfield Avenue, Cerritos

Buffet Dinner – 6:00 p.m.
Special Meeting – 6:30 p.m.

A G E N D A

1. Call to Order
2. Pledge of Allegiance
3. Roll Call and Introduction of Attendees
4. Public Comments
5. Closed Session:
   a. Government Code Section 54957 – Public Employee Performance Evaluation
      Title: Executive Director
6. Election of Chair and Vice Chair
7. Approval of Meeting Minutes of June 14, 2006
8. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to Approve the Fiscal Year 2006-2007 Budget
9. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to Approve an Interim Agreement with Albert Perdon & Associates
10. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to Approve a Legal Services Agreement with Colantuono & Levine P.C.
11. Third Consideration of Milestone 7 – Station Area Development
12. First Consideration of Milestone 8 – Costs and Revenue
13. Approval of Warrant Register
14. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to Authorize Investment of Monies in the Local Agency Investment Fund.
15. Communication Items to the Board
16. Communication Items from the Board
17. Adjournment – Next Meeting August 9, 2006

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16401 Paramount Boulevard • Paramount • California 90723 • USA • www.orangeline.calmaglev.org
CALL TO ORDER

City of Bellflower Councilmember and Board Chair Scott Larsen called the meeting to order at 6:36 p.m.

PLEDGE OF ALLEGIANCE

Guest Steve Jensen led the assembly in the salute to the flag.

INTRODUCTION OF ATTENDEES

Albert Perdon – OLDA Executive Director
Scott A. Larsen – Councilmember, City of Bellflower
Fred Freeman – Mayor, City of Los Alamitos
Yvette Abich – Legal Counsel, Colantuono & Levin
Marsha McLean – Mayor Pro Tem, City of Santa Clarita
Debbie Helbig – Project Development Coordinator, City of Santa Clarita
Robert A. Lopez – Advance Planning/Redevelopment Manager, City of Cerritos
Paul Bowlen – Mayor, City of Cerritos
Michael McCormick – Councilmember, City of Vernon
Maria Davila – Mayor, City of South Gate
Steve Lefever – Director of Community Development, City of South Gate
Frank Gurulé – Mayor, City of Cudahy
Reines Woehles – Transrapid
Reed Tanger – Project Manager, Transrapid
Elba Guerro – Vice Mayor, City of Huntington Park
Jack Joseph – Deputy Executive Director, Gateway Cities COG
Mahmoud Ahmadi – Senior Transportation Engineer, MMA, Inc.
Jose Hernandez – Assistant Planner, City of Artesia
Thomas Martin – Mayor, City of Maywood
Kirk Cartozian – Councilmember, City of Downey
Sharad Mulchand – Transportation Planning Manager, MTA
Gregory Nord – Transportation Analyst, OCTA
Kevin Chun – Deputy City Manager, City of Bellflower
Daryl Hofmeyer – Mayor, City of Paramount
Jack Moriniere – Sr. V.P., ARCADIS
Bob Stevens – Project Director, ARCADIS
Mary McCormick – Principal, MBI Media
Pedro Carrillo – Asst. City Manager, City of Bell
Robert Goldstein – AQP Blowmolding, City of Downey
Alon Barlevy – Member, Community Safety Committee, City of Cerritos
Bob Budell – Project Manager, Transrapid, Berlin, Germany
Frank Sherkow – Engineering & Planning, Aztec/AGSCE
Joseph Johnson – Associate Engineer, Huitt-Zollars, Inc.
Steven Jensen – Guest, City of Long Beach
Maria Shafer – Minute Secretary, City of Cerritos
PUBLIC COMMENTS

City of Bellflower Councilmember and OLDA Chair Scott Larsen opened public comments for those in the audience who wished to address the Authority. There was no response and the public comments section of the meeting was closed.

APPROVAL OF MEETING MINUTES OF MAY 10, 2006

MOTION: City of Mayor Paul Bowlen moved to approve the meeting minutes of May 10, 2006 as submitted. City of Paramount Mayor Daryl Hofmeyer seconded the motion, which carried unanimously.

CONSIDERATION OF DRAFT FY 2006-2007 BUDGET

OLDA Executive Director Perdon provided details of the draft FY 2006-2007 budget and business plan. He reported that an information packet will be prepared to secure private funding from investors and reported that monies expected from the Federal Authorization Bill as well as other monies will be added into the budget, upon Board review and approval, as they are received.

Mr. Perdon added that focus will be placed during the coming fiscal year on securing participation of additional member cities, including the cities of Glendale, San Fernando, Burbank and Los Angeles as well as securing additional grants. He addressed anticipated and potential revenues and presented a list of expenditures detailing how the money will be spent. Mr. Perdon added that the City of Cerritos has been providing support for the Board since its inception. However, the Authority will assume incurring those expenses and they have been added to the budget. In addition, budget funds have been allocated for a final trip to Shanghai for Board Members who have not previously gone to inspect the MAGLEV system in operation there. Also, monies have been allocated for management activities, legal expenses, organizational development and project development.

Mr. Perdon distributed a list of comments from Member Cities as well as related responses.

Discussion followed regarding level of interest of non-member cities and their chances of joining the Authority as well as the importance of Board Member participation in securing the participation of additional cities as members of the Authority.

The Chair noted that monies have been added to the budget for administrative help for the Executive Director.

Mr. Perdon addressed annual investment sources of revenues and explained the "match funds credit" should additional cities such as Glendale and San Fernando join the Authority. As other cities join the Authority, additional credit will be given to other cities at that time for a portion of their matching contribution. He explained the goal of staff for clerical support and reported that he would like to increase public outreach and publicity.

Discussion followed regarding needing additional time for Members to study the budget and reconvening the original budget committee to do so. Mr. Perdon will coordinate and schedule a meeting.

MOTION: City of Vernon Councilmember, Mike McCormick moved to receive and file the report. City of Cerritos Mayor, Paul Bowlen seconded the motion, which carried, unanimously.

Orangeline Development Authority

June 14, 2006

Page 2
SECOND CONSIDERATION OF MILESTONE 7 – STATION AREA DEVELOPMENT – PROGRESS REPORT BY ARCADIS

MBI Principal Mary McCormick presented details of the item, including a complete analysis of “Smart Growth” developments, on behalf of Sandor Shapery of Shapery Enterprises who was not able to attend the meeting. She addressed the benefits of mixed land uses, taking advantage of compact building designs, creating a range of housing opportunities and choices, creating “walkable communities”, Transit Oriented Developments (TODs), local community plan analyses and the characteristics of mid- to low-level ridership demand Orangeline Maglev stations. She noted that within the financial analysis, a meeting was held with the City of Santa Clarita and that there is one more city to be reviewed.

Ensuing discussion pertained to criteria for mid- to low-level station analyses, considering each city and their needs and presenting case studies representing “typical” stations. It was noted that it is also important to understand what NOT to do.

Mr. Perdon noted that a “live” example of a station area development is located at the Fullerton AMTRAK station which is also an example of the impacts of transit services. Cities should review and possibly amend their General Plans when planning for an Orangeline Maglev station. It was noted that the development market for station area properties will increase.

Final consideration of the report will be given at the next meeting of the Authority for adoption.

Discussion followed regarding applying the model to other cities besides the representative “sample” cities.

Mr. Perdon explained that the objective is to provide documentation to encourage investors and that he will work closely with each city. Each Member should communicate with their respective City Managers and City Councils to plan for future development.

MOTION: Director of Community Development, Steve Lefever moved to receive and file the report. City of Vernon Councilmember Mike McCormick seconded the motion, which carried, unanimously.

PRELIMINARY REPORT ON RESULTS OF RIDERSHIP MODELING RUNS – ARCADIS

ARCADIS representatives presented a status report of the results of ridership modeling runs including alternative 1 and 2 and addressing assumptions and sensitivity tests. Additional runs will be made after which a meeting will be scheduled with the Executive Director to discuss further. Results will then be incorporated into a financial model to determine costs/revenues.

Ensuing discussion pertained to the validity of results, fine-tuning assumptions, adding higher ridership because of frequency of service and number of stations and trade-offs included in the assumptions.

It was noted that looking into the horizon year (20-30 years into the future) the system will be a strong alternative to existing transportation modes. In various segments, it may have more riders than the system can handle and market issues will need to be considered.

Discussion continued regarding comparison of results with a SCAG report and fine-tuning the report for consistency with the SCAGG ridership forecast.

Orangeline Development Authority       June 14, 2006
Page 3
Mr. Perdon asked ARCADIS if the ridership estimate being prepared qualifies as an “investment grade” estimate. Mahmoud Ahmadi, Senior Transportation Engineer, MMA, Inc., explained that the estimate is very close to investment grade. Frank Sherkow stated that the investor’s own expert consultants will prepare their independent investment grade analysis. Items to be considered in the ridership analysis include differences between “express” and “local” service, achieving frequent service and availability of boarding data for cities. In addition it was noted that expectations regarding speed should be decreased and that total “door-to-door” time should be the focus rather than the speed. The item will be presented to the Board again, at its next meeting.

**MOTION:** City of Vernon Councilmember Mike McCormick moved to receive and file the report. City of Cudahy Mayor Frank Gurulé seconded the motion, which carried, unanimously.

**REPORT ON INTERNATIONAL MAGLEV DEVELOPMENTS – ARCADIS AND TRANSRAPID INTERNATIONAL**

ARCADIS and Transrapid International representatives provided a presentation on the current status of international MAGLEV developments including the Shanghai MAGLEV system, project performance achievements, extending the system, the Munich Airport link project and the UK Ultra Speed project, which includes options for transporting heavy freight. Relative to the later, configurations were presented for passenger, cargo and freight vehicles. It was noted that guideways will be the same for both passenger and cargo options. The only difference would be the configuration of the vehicles. The project provides additional economic and transportation opportunities.

**MOTION:** City of Los Alamitos Mayor Fred Freeman moved to receive and file the report. City of Cudahy Mayor Frank Gurulé seconded the motion, which carried, unanimously.

**STATUS OF LEGISLATION – AB 2882**

Mr. Perdon reported that AB 2882 is in its third reading in the Senate and that it is expected to pass. He referenced an analysis of the bill and explained that the first step is to get State Legislators fully on board with the Orangeline MAGLEV Project. He reported that Members will be advised once the bill passes.

**MOTION:** City of Los Alamitos Mayor Fred Freeman moved to receive and file the report. City of Maywood Mayor Thomas Martin seconded the motion, which carried, unanimously.

**APPROVAL OF WARRANTS**

Deputy Executive Director, Gateway Cities COG, Jack Joseph reported that an accounting system has been set up and that a separate bank account is currently being established in order to separate the Authority from the Gateway Cities COG system. The City of Santa Clarita was acknowledged for providing a sample warrant register.

Payment of warrants was recommended as listed in the Agenda Report dated June 14, 2006.

**MOTION:** City of Los Alamitos Mayor Fred Freeman moved to approve payment of warrants and receive and file the report. City of South Gate Mayor Maria Davila seconded the motion, which carried, unanimously.

**COMMUNICATION ITEMS TO THE BOARD**
Mr. Perdon presented communication items to the Board including the Treasurer's Report, Member and Financial Status and recent and upcoming meetings as listed in the Agenda Report dated June 14, 2006.

**MOTION:** City of Cudahy Mayor Frank Gurulé moved to receive and file the report. City of South Gate Mayor Maria Davila seconded the motion, which carried, unanimously.

**COMMUNICATION ITEMS FROM THE BOARD**

City of Los Alamitos Mayor Fred Freeman reported that Board elections are forthcoming and that he intends to nominate current Board Chair Scott Larsen to continue as Chair of the Board. In addition, he reported that the Orangeline name subcommittee met with a qualitative discussion regarding the Orangeline name and whether further opportunities should be investigated for altering or keeping the name.

Discussion followed regarding identification issues related to the name, maintaining the legal name and developing a new name to use in "branding". It was suggested that the Board consider development of a survey that can analyze potential names and their effects.

The item will be placed on the agenda of the Board's next meeting.

Discussion continued regarding costs of the survey, incorporating other questions within the survey, obtaining feedback from potential riders and perception of the Orangeline by the public.

MBI representative Mary McCormick explained the survey can be done to get as much information as possible and that now is a critical time to develop a project identity in order to move forward with marketing the project. She reported that her organization would be able to survey the media as she has many contacts in the industry.

Discussion continued further regarding using a microphone for future meetings and making sure the meeting begins on time. In addition, brief comments were made options for meeting venues and the possibility of video-conferencing future meetings.

**ADJOURNMENT**

There being no further business to come before the Orangeline Development Authority, the meeting was adjourned at 8:40 p.m. to the next scheduled meeting of July 12, 2006.

__________________________________
Art Gallucci, Secretary

Attest:

__________________________________
Scott Larsen, Chair

**Approved:**

Orangeline Development Authority  June 14, 2006  Page 5
MEMORANDUM

TO:   Members of the Orangeline Development Authority

FROM:   Albert Perdon, Executive Director

DATE:   July 12, 2006

SUBJECT:   Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to Approve the Fiscal Year 2006-2007 Budget

RECOMMENDATION

That the Board adopts the attached Resolution:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY ADOPTING THE FISCAL YEAR 2006-2007 BUDGET

DISCUSSION

Authority staff has prepared the attached Resolution for the Board to approve the 2006-2007 Authority Budget.

The Resolution is based upon the Draft Budget document presented to the Board on June 14, 2006 and reviewed in a meeting of the Budget Committee held on June 28, 2006.

The Draft Budget is based upon the assumptions presented to the Board on March 8, 2006 and forwarded to all member cities for review and comment. Board and member agency comments were considered in preparing the Draft Budget. Input was also obtained from the Authority’s development partner, ARCADIS.

The proposed budget recommended for Fiscal Year 2006-2007 is $1,345,847. The proposed expenditure is based on anticipated revenues of $1,420,650.85. Revenues include in-kind contributions from the ARCADIS Team. Cash revenues are anticipated to be $524,723.38, which includes a carry-over balance of $367,851.38 from Fiscal Year 2005-2006. Cash expenditures are budgeted at $449,919.

A federal grant application is being processed under the provisions of the recently enacted SAFETEA-LU legislation that could provide as much as $200,000 in additional revenues during the fiscal year. These funds would be available after adoption of the Transportation Improvement Program by SCAG in October. Other efforts to secure additional revenues will also be undertaken. Any increase in available revenues will result in a proposed budget amendment for future Board consideration.
The Draft Budget identifies the following key program activities to be undertaken during the fiscal year.

- Complete Phase 1 Preliminary Engineering with ARCADIS and the financial plan and solicitation package for private funding
- Secure private funding to enable initiation of Phase 2 Preliminary Engineering
- Secure passage of state legislation in support of the Orangeline Maglev
- Secure participation of additional cities along the corridor
- Secure local, state and federal grants to support the FY 06-07 work program

Approval of the annual budget requires a 2/3 vote of the Authority per the Authority’s 1st Amended Joint Exercise of Powers Agreement (Sec. 3.2(a)(1)).

ATTACHMENT:

RESOLUTION NO. 06-____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY ADOPTING THE FISCAL YEAR 2006-2007 BUDGET

WHEREAS, the Board of Directors has given careful consideration to the proposed draft budget recommended by the Executive Director for Fiscal Year 2006-2007.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The Executive Director is hereby authorized to expend, in accordance with the laws of the State of California and Authority policies and procedures, on behalf of the Authority Board of Directors, an amount of $1,345,847 for the Authority programs detailed in the Draft Budget for Fiscal Year 2006-2007 presented to the Board on June 14, 2006, together with any supplemental revisions or amendments hereto authorized by the Board of Directors:

- Policy and Administration $119,000
- Organizational Development 80,000
- Project Development 1,146,847

Total: $1,345,847

SECTION 2. The amount of dollars specified above is hereby appropriated from the following funds:

- General Fund $449,919
- In-kind Contributions 895,927

Total $1,345,847

SECTION 3. The amount of appropriated General Fund dollars specified above is drawn from the following revenue sources:

- Carry-over balance from FY2005-2006 $367,851
- Member Investment Contributions 156,872

SECTION 4. The amount of appropriated In-kind Contribution dollars specified above is drawn from the following revenue sources:

- ARCADIS $865,927
- Albert Perdon & Associates 30,000

SECTION 5. The appropriation specified above shall constitute the maximum amounts authorized for each program in each fund. The Executive Director, with the concurrence of the Chairman, is hereby authorized to make budget transfers between each program in each fund if, in his opinion, such transfers are necessary and proper to the effective operation of the Authority.


SECTION 6. The Secretary shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this day of , 2006.

____________________________
SCOTT A. LARSEN, Chairman

ATTEST:

_______________________________
ART GALLUCCI, Secretary

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Board of Directors of the Orangeline Development Authority at a regular meeting held on the _________ day of _____________________, 2006, by the following vote, to wit:

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<th>AYES:</th>
<th>Board Members:</th>
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<td>NOES:</td>
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<td>ABSTAIN:</td>
<td>Board Members:</td>
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_______________________________
ART GALLUCCI, Secretary
MEMORANDUM

TO:   Members of the Orangeline Development Authority
FROM: Scott A. Larsen, Chairman
DATE: July 12, 2006
SUBJECT: ADOPT A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE AN INTERIM AGREEMENT WITH ALBERT PERDON AND ASSOCIATES

RECOMMENDATION

That the Board adopts the attached Resolution to approve an interim agreement with Albert Perdon & Associates.

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE AN AGREEMENT WITH ALBERT PERDON & ASSOCIATES

DISCUSSION

The term of the prior Agreement with Albert Perdon & Associates is from July 1, 2005 to June 30, 2006. It is recommended that the Authority enter into an interim agreement with the firm pending negotiation of a longer-term agreement for the new Fiscal Year.

Approval of the recommendation would enable the Authority to continue receiving the services of the firm, and of its principle who serves as the Authority’s Executive Director, without disruption to the operations of the Authority.

It is also recommended that the interim agreement include an amount to cover the actual cost of additional work to be done beginning July 1, 2006 that was previously performed or funded by the City of Cerritos. This work is detailed in the proposed FY2006-2007 Budget and includes the following:

- Meeting recording and minute preparation services
- Meeting food services

The interim agreement would adjust the monthly compensation by up to $800 per month to cover the actual costs of the increased services.

The cost of legal services is also being transitioned to the Authority. A separate Board report addresses this issue.
ATTACHMENT:

1. A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE AN INTERIM AGREEMENT WITH ALBERT PERDON & ASSOCIATES
2. Professional Services Agreement (Orangeline Development Authority/Albert Perdon & Associates, Inc.)
RESOLUTION NO. 06-____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE AN INTERIM AGREEMENT WITH ALBERT PERDON & ASSOCIATES

WHEREAS, the Board of Directors has given careful consideration to the report presented at the regular meeting of July 12, 2006 regarding the need to enter into an interim agreement with Albert Perdon & Associates;

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The Chairman is hereby authorized to execute the interim agreement with Albert Perdon & Associates contained in the staff report presented at the regular meeting of July 12, 2006.

SECTION 2. The interim agreement will be on a month-to-month basis pending negotiation of a longer-agreement for the 2006-2007 Fiscal Year.

SECTION 3. The Secretary shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this __________ day of __________, 2006.

____________________________
SCOTT A. LARSEN, Chairman

ATTEST:

_______________________________
ART GALLUCCI, Secretary

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Board of Directors of the Orangeline Development Authority at a regular meeting held on the __________ day of _____________________, 2006, by the following vote, to wit:

AYES: Board Members:

NOES: Board Members:

ABSENT: Board Members:

ABSTAIN: Board Members:
ART GALLUCCI, Secretary
1. **IDENTIFICATION**

   THIS PROFESSIONAL SERVICES AGREEMENT (“Agreement”) is entered into by and between the Orangeline Development Authority (“Authority”), a joint powers entity established pursuant to the California Joint Exercise of Powers Act, and Albert Perdon & Associates, Inc., a California corporation (“Consultant”).

2. **RECITALS**

   2.1 Authority has determined that it requires the following professional services from a consultant: to perform the functions and duties of Executive Director of Authority as described in this Agreement.

   2.2 Consultant represents that it is fully qualified to perform such professional services by virtue of its experience and the training, education and expertise of its principals and employees. Consultant further represents that it is willing to accept responsibility for performing such services in accordance with the terms and conditions set forth in this Agreement.

**NOW, THEREFORE**, for and in consideration of the mutual covenants and conditions herein contained, Authority and Consultant agree as follows:

3. **DEFINITIONS**

   3.1 “Scope of Services”: Such professional services as are set forth in Exhibit “A” ("Scope of Services") attached hereto and incorporated herein by this reference.

   3.2 “Approved Fee Schedule”: Such compensation rates as are set forth in Exhibit “B” ("Approved Fee Schedule") attached hereto and incorporated herein by this reference.

   3.3 “Commencement Date”: July 1, 2006

   3.4 “Expiration Date”: November 1, 2006

4. **TERM**

   The term of this Agreement shall commence at 12:00 a.m. on the Commencement Date and shall expire at 11:59 p.m. on the Expiration Date unless extended by written agreement of the parties or terminated earlier in accordance with Section 17 (“Termination”) below. **This Agreement is interim in nature in order to ensure the continuation of services. The parties will negotiate an agreement with set terms and conditions by or before November 1, 2006.**
5. **CONSULTANT’S SERVICES**

5.1 Consultant shall perform the services identified in the Scope of Services. Authority shall have the right to request, in writing, changes in the Scope of Services. Any such changes mutually agreed upon by the parties, and any corresponding increase or decrease in compensation, shall be incorporated by written amendment to this Agreement. In no event shall the total compensation and costs payable to Consultant under this Agreement exceed the sum of One Hundred and Sixty Thousand Dollars ($160,000.00) unless specifically approved in advance and in writing by Authority.

5.2 Consultant shall obtain a business license from one (1) city represented by the Authority prior to commencing performance under this Agreement.

5.3 Consultant shall perform all work to the highest professional standards of Consultant’s profession and in a manner reasonably satisfactory to Authority. Consultant shall comply with all applicable federal, state and local laws and regulations, including the conflict of interest provisions of Government Code Section 1090 and the Political Reform Act (Government Code Section 81000, *et seq.*).

5.4 During the term of this Agreement, Consultant shall not perform any work for another person or entity for whom Consultant was not working at the Commencement Date if both (i) such work would require Consultant to abstain from a decision under this Agreement pursuant to a conflict of interest statute and (ii) Authority has not consented in writing to Consultant’s performance of such work.

5.5 Consultant represents that it has, or will secure at its own expense, all personnel required to perform the services identified in the Scope of Services. All such services shall be performed by Consultant or under its supervision, and all personnel engaged in the work shall be qualified to perform such services. Consultant shall be permitted to hire and use subcontractors, upon reasonable notice provided by Consultant and the approval of Authority. Albert H. Perdon shall be Consultant’s project administrator and shall have direct responsibility for management of Consultant’s performance under this Agreement. No change shall be made in Consultant’s project administrator without Authority’s prior written consent.

5.6 Consultant shall perform the scope of services, and shall use its best efforts to work at least forty (40) hours per week on behalf of Authority. Consultant’s duties may involve expenditure of time in excess of forty (40) hours per week.
Consultant shall not be entitled to additional compensation for such time.

5.7 The Authority Board shall review and evaluate Consultant’s performance at least annually. The Authority Board and Consultant shall develop mutually agreeable performance goals and criteria, which the Authority Board shall use in reviewing Consultant’s performance. It shall be Consultant’s responsibility to initiate this review each year. Consultant will be afforded an adequate opportunity to discuss the evaluation with the Authority Board.

6. COMPENSATION

6.1 Authority agrees to compensate Consultant for the services provided under this Agreement, and Consultant agrees to accept in full satisfaction for such services, payment in accordance with the Approved Fee Schedule.

6.2 Consultant shall submit to Authority an invoice, on a monthly basis or less frequently, for the services performed pursuant to this Agreement. Each invoice shall contain an activity report describing and itemizing the services rendered during the billing period and the amount due. Within ten business days of receipt of each invoice, Authority shall notify Consultant in writing of any disputed amounts included on the invoice. Within thirty calendar days of receipt of each invoice, Authority shall approve the payment of all undisputed amounts included on the invoice. Authority shall not withhold applicable taxes or other authorized deductions from payments made to Consultant.

7. OWNERSHIP OF WRITTEN PRODUCTS

All reports, documents or other written material (“written products” herein) developed by Consultant in the performance of this Agreement shall be and remain the property of Authority without restriction or limitation upon its use or dissemination by Authority. Consultant may take and retain copies of such written products as desired, but no such written products shall be the subject of a copyright application by Consultant.

8. RELATIONSHIP OF PARTIES

Consultant is, and shall at all times remain as to Authority, a wholly independent contractor. Consultant shall have no power to incur any debt, obligation, or liability on behalf of Authority or otherwise to act on behalf of Authority as an agent. Neither Authority nor any of its agents shall have control over the conduct of Consultant or any of Consultant’s employees, except as set forth in this Agreement. Consultant shall not represent that it is, or that any of its agents or employees are, in any manner employees of Authority.

9. CONFIDENTIALITY

-Page 3 of 11 -
10. **INDEMNIFICATION**

10.1 The parties agree that Authority, its officers, agents, employees and volunteers should, to the fullest extent permitted by law, be protected from any and all loss, injury, damage, claim, lawsuit, cost, expense, attorneys’ fees, litigation costs, or any other cost arising out of or in any way related to the performance of this Agreement. Accordingly, the provisions of this indemnity provision are intended by the parties to be interpreted and construed to provide the Authority with the fullest protection possible under the law. Consultant acknowledges that Authority would not enter into this Agreement in the absence of Consultant’s commitment to indemnify and protect Authority as set forth herein.

10.2 To the fullest extent permitted by law, Consultant shall indemnify, hold harmless and defend Authority, its officers, agents, employees and volunteers from and against any and all claims and losses, costs or expenses for any damage due to death or injury to any person and injury to any property resulting from any alleged intentional, reckless, negligent, or otherwise wrongful acts, errors or omissions of Consultant or any of its officers, employees, servants, agents, or subcontractors in the performance of this Agreement. Such costs and expenses shall include reasonable attorneys’ fees incurred by counsel of Authority’s choice.

10.3 Authority shall have the right to offset against the amount of any compensation due Consultant under this Agreement any amount due Authority from Consultant as a result of Consultant’s failure to pay Authority promptly any indemnification arising under this Section 10 and related to Consultant’s failure to either (i) pay taxes on amounts received pursuant to this Agreement or (ii) comply with applicable workers’ compensation laws.

10.4 The obligations of Consultant under this Section 10 will not be limited by the provisions of any workers’ compensation act or similar act. Consultant expressly waives its statutory immunity under such statutes or laws as to Authority, its officers, agents, employees and volunteers.

10.5 Consultant agrees to obtain executed indemnity agreements with provisions identical to those set forth here in this Section 10 from each and every subcontractor or any other person or entity involved by, for, with or on behalf of Consultant in the performance of this Agreement. In the event Consultant fails to obtain such indemnity obligations from others as required herein, Consultant
agrees to be fully responsible and indemnify, hold harmless and defend Authority, its officers, agents, employees and volunteers from and against any and all claims and losses, costs or expenses for any damage due to death or injury to any person and injury to any property resulting from any alleged intentional, reckless, negligent, or otherwise wrongful acts, errors or omissions of Consultant’s subcontractors or any other person or entity involved by, for, with or on behalf of Consultant in the performance of this Agreement. Such costs and expenses shall include reasonable attorneys’ fees incurred by counsel of Authority’s choice.

10.6 Authority does not, and shall not, waive any rights that it may possess against Consultant because of the acceptance by Authority, or the deposit with Authority, of any insurance policy or certificate required pursuant to this Agreement. This hold harmless and indemnification provision shall apply regardless of whether or not any insurance policies are determined to be applicable to the claim, demand, damage, liability, loss, cost or expense.

11. **INSURANCE**

11.1 During the term of this Agreement, Consultant shall carry, maintain, and keep in full force and effect insurance against claims for death or injuries to persons or damages to property that may arise from or in connection with Consultant’s performance of this Agreement. Such insurance shall be of the types and in the amounts as set forth below:

11.1.1 Comprehensive General Liability Insurance with minimum limits of One Million Dollars ($1,000,000) for each occurrence and in the aggregate for any personal injury, death, loss or damage.

11.1.2 Automobile Liability Insurance for vehicles used in connection with the performance of this Agreement with minimum limits of One Million Dollars ($1,000,000) per accident for bodily injury and property damage.

11.1.3 Worker’s Compensation insurance as required by the laws of the State of California

11.1.4 Professional Liability Insurance with a minimum limit of One Million Dollars ($1,000,000) per occurrence.

11.2 Consultant shall require each of its subcontractors to maintain insurance coverage that meets all of the requirements of this Agreement.

11.3 The policy or policies required by this Agreement shall be issued by an insurer admitted in the State of California and with a rating of at least A:VII in the latest edition of Best’s Insurance Guide.
11.4 Consultant agrees that if it does not keep the aforesaid insurance in full force and effect, Authority may either (i) immediately terminate this Agreement; or (ii) take out the necessary insurance and pay, at Consultant’s expense, the premium thereon.

11.5 At all times during the term of this Agreement, Consultant shall maintain on file with Authority’s Secretary a certificate or certificates of insurance showing that the aforesaid policies are in effect in the required amounts and naming the Authority and its officers, employees, agents and volunteers as additional insureds. Consultant shall, prior to commencement of work under this Agreement, file with Authority’s Risk Manager such certificate(s).

11.6 Consultant shall provide proof that policies of insurance required herein expiring during the term of this Agreement have been renewed or replaced with other policies providing at least the same coverage. Such proof will be furnished at least two weeks prior to the expiration of the coverages.

11.7 The general liability and automobile policies of insurance required by this Agreement shall contain an endorsement naming Authority and its officers, employees, agents and volunteers as additional insureds. All of the policies required under this Agreement shall contain an endorsement providing that the policies cannot be canceled or reduced except on thirty days’ prior written notice to Authority. Consultant agrees to require its insurer to modify the certificates of insurance to delete any exculpatory wording stating that failure of the insurer to mail written notice of cancellation imposes no obligation, and to delete the word “endeavor” with regard to any notice provisions.

11.8 The insurance provided by Consultant shall be primary to any coverage available to Authority. Any insurance or self-insurance maintained by Authority and/or its officers, employees, agents or volunteers, shall be in excess of Consultant’s insurance and shall not contribute with it.

11.9 All insurance coverage provided pursuant to this Agreement shall not prohibit Consultant, and Consultant’s employees, agents or subcontractors, from waiving the right of subrogation prior to a loss. Consultant hereby waives all rights of subrogation against the Authority.

11.10 Any deductibles or self-insured retentions must be declared to and approved by the Authority. At the option of Authority, Consultant shall either reduce or eliminate the deductibles or self-insured retentions with respect to Authority, or Consultant shall procure a bond guaranteeing payment of losses and expenses.

11.11 Procurement of insurance by Consultant shall not be construed as a limitation of Consultant’s liability or as full performance of Consultant’s duties to indemnify,
hold harmless and defend under Section 10 of this Agreement.

11.12 During the term of this Agreement, Authority shall carry, maintain, and keep in full force and effect Comprehensive General Liability Insurance for Contractor as an insured with coverage limits of not less than One Million Dollars ($1,000,000) including products and operations hazard, contractual insurance, broad form property damage, independent consultants, personal injury, underground hazard, and explosion and collapse hazard where applicable.

12. MUTUAL COOPERATION

12.1 Authority shall provide Consultant with all pertinent data, documents and other requested information as is reasonably available for the proper performance of Consultant’s services under this Agreement.

12.2 In the event any claim or action is brought against Authority relating to Consultant’s performance in connection with this Agreement, Consultant shall render any reasonable assistance that Authority may require.

13. RECORDS AND INSPECTIONS

Consultant shall maintain full and accurate records with respect to all matters covered under this Agreement for a period of three years after the expiration or termination of this Agreement. Authority shall have the right to access and examine such records, without charge, during normal business hours. Authority shall further have the right to audit such records, to make transcripts therefrom and to inspect all program data, documents, proceedings, and activities.

14. PERMITS AND APPROVALS

Consultant shall obtain, at its sole cost and expense, all permits and regulatory approvals necessary in the performance of this Agreement. This includes, but shall not be limited to, encroachment permits and building and safety permits and inspections.

15. NOTICES

Any notices, bills, invoices, or reports required by this Agreement shall be deemed received on: (i) the day of delivery if delivered by hand, facsimile or overnight courier service during Consultant’s and Authority’s regular business hours; or (ii) on the third business day following deposit in the United States mail if delivered by mail, postage prepaid, to the addresses listed below (or to such other addresses as the parties may, from time to time, designate in writing).
8.  SURVIVING COVENANTS

The parties agree that the covenants contained in Section 9, Section 10, Paragraph 12.2 and Section 13 of this Agreement shall survive the expiration or termination of this Agreement.

17.  TERMINATION

17.1 Authority shall have the right to terminate this Agreement for any reason on thirty (30) days’ written notice to Consultant. Consultant shall have the right to terminate this Agreement for any reason on thirty (30) days’ written notice to Authority. Consultant agrees to cease all work under this Agreement on or before the effective date of any notice of termination. All Authority data, documents, objects, materials or other tangible things shall be returned to Authority upon the termination or expiration of this Agreement.

17.2 If Authority terminates this Agreement due to no fault or failure of performance by Consultant, then Consultant shall be paid based on the work satisfactorily performed at the time of termination. In no event shall Consultant be entitled to receive more than the amount that would be paid to Consultant for the full performance of the services required by this Agreement.

18.  GENERAL PROVISIONS

18.1 Consultant shall not delegate, transfer, subcontract or assign its duties or rights
hereunder, either in whole or in part, without Authority’s prior written consent, and any attempt to do so shall be void and of no effect. Authority shall not be obligated or liable under this Agreement to any party other than Consultant.

18.2 In the performance of this Agreement, Consultant shall not discriminate against any employee, subcontractor, or applicant for employment because of race, color, creed, religion, sex, marital status, sexual orientation, national origin, ancestry, age, physical or mental disability or medical condition.

18.3 The captions appearing at the commencement of the sections hereof, and in any paragraph thereof, are descriptive only and for convenience in reference to this Agreement. Should there be any conflict between such heading, and the section or paragraph thereof at the head of which it appears, the section or paragraph thereof, as the case may be, and not such heading, shall control and govern in the construction of this Agreement. Masculine or feminine pronouns shall be substituted for the neuter form and vice versa, and the plural shall be substituted for the singular form and vice versa, in any place or places herein in which the context requires such substitution(s).

18.4 The waiver by Authority or Consultant of any breach of any term, covenant or condition herein contained shall not be deemed to be a waiver of such term, covenant or condition or of any subsequent breach of the same or any other term, covenant or condition herein contained. No term, covenant or condition of this Agreement shall be deemed to have been waived by Authority or Consultant unless in writing.

18.5 Consultant shall not be liable for any failure to perform if Consultant presents acceptable evidence, in Authority’s sole judgment, that such failure was due to causes beyond the control and without the fault or negligence of Consultant.

18.6 Each right, power and remedy provided for herein or now or hereafter existing at law, in equity, by statute, or otherwise shall be cumulative and shall be in addition to every other right, power, or remedy provided for herein or now or hereafter existing at law, in equity, by statute, or otherwise. The exercise, the commencement of the exercise, or the forbearance of the exercise by any party of any one or more of such rights, powers or remedies shall not preclude the simultaneous or later exercise by such party of any of all of such other rights, powers or remedies. In the event legal action shall be necessary to enforce any term, covenant or condition herein contained, the party prevailing in such action, whether reduced to judgment or not, shall be entitled to its reasonable court costs, including accountants’ fees, if any, and attorneys’ fees expended in such action. The venue for any litigation shall be Los Angeles County, California.

18.7 If any term or provision of this Agreement or the application thereof to any person

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or circumstance shall, to any extent, be invalid or unenforceable, then such term or provision shall be amended to, and solely to, the extent necessary to cure such invalidity or unenforceability, and in its amended form shall be enforceable. In such event, the remainder of this Agreement, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Agreement shall be valid and be enforced to the fullest extent permitted by law.

18.8 This Agreement shall be governed and construed in accordance with the laws of the State of California.

18.9 All documents referenced as exhibits in this Agreement are hereby incorporated into this Agreement. In the event of any material discrepancy between the express provisions of this Agreement and the provisions of any document incorporated herein by reference, the provisions of this Agreement shall prevail. This instrument contains the entire Agreement between Authority and Consultant with respect to the transactions contemplated herein. No other prior oral or written agreements are binding upon the parties. Amendments hereto or deviations herefrom shall be effective and binding only if made in writing and executed by Authority and Consultant.

TO EFFECTUATE THIS AGREEMENT, the parties have caused their duly authorized representatives to execute this Agreement on the dates set forth below.

“CONSULTANT”

______________________________
Albert H. Perdon
President
Albert Perdon & Associates, Inc.

“AUTHORITY”

ATTEST:

______________________________
Art Gallucci, Secretary
Orangeline Development Authority

______________________________
Scott Larsen, Chairman
Orangeline Development Authority

Approved as to form:

______________________________
Michael G. Colantuono, General Counsel
EXHIBIT A
SCOPE OF SERVICES

• Coordinate all Authority Board meetings;
• Prepare and assemble all staff reports and their respective attachments, subject to the review and approval of the Authority Secretary or his designee, post the agenda and agenda reports in their final approved format on the Authority website and have the agendas posted at designated posting places;
• Attend to the day-to-day administrative matters of the Authority and to manage and operate the affairs of the Authority;
• Communicate and interact with members of the Authority Board and staff as appropriate;
• Secure funding for the Authority’s Maglev Project;
• Oversee and manage contracts with the Authority’s contractors, including the Authority’s development partner and environmental consultants; and
• Have Authority meeting notices, agendas, reports and other pertinent Authority information posted on the Internet at www.orangeline.calmaglev.org and pay all costs associated therewith.
• Meeting recording and minute preparation services.
• Providing meals for monthly Board meetings.
1. **Flat Monthly Rate.** Authority shall pay Consultant for the scope of services a flat rate of $13,333.33 per month. Consultant shall be responsible for the payment of all applicable taxes.

2. **Reasonable Travel Expenses.** Authority recognizes that certain travel expenses outside the Southern California Association of Governments ("SCAG") region related to the business of the Authority may be incurred by Consultant. Authority agrees to reimburse Consultant for reasonable travel expenses outside the SCAG region which are authorized in advance by the Authority, and which are supported by expense receipts, statements or personal affidavits, and audit thereof in like manner as other demands against the Authority.

3. **Reimbursable Costs.** Authority agrees to reimburse Consultant for the actual costs incurred in providing the Authority with meeting recording and minute preparation services and for providing meals for monthly Board meetings. Such costs shall not exceed $800 per month, unless approved in advance in writing by the Authority.
MEMORANDUM

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: July 12, 2006

SUBJECT: ADOPT A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE A LEGAL SERVICES AGREEMENT WITH COLANTUONO & LEVIN P.C.

RECOMMENDATION

That the Board adopts the attached Resolution.

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE A LEGAL SERVICES AGREEMENT WITH COLANTUONO & LEVIN P.C.

DISCUSSION

The Firm of Colantuono & Levin ("Firm") has provided legal services to the Authority since creation of the Authority in 2003. Michael Colantuono and Yvette Abich have been serving as general counsel and assistant general counsel, respectively, to the Authority.

Since 2003, the City of Cerritos has been paying the Authority’s legal services costs under an agreement with the Firm. In order to ensure continuance of legal services to the Authority, it is in the Authority's interest at this time to enter into an agreement between the Firm and the Authority.

The attached legal services agreement contains the same terms and conditions as the agreement with the City of Cerritos. The Firm is not requesting any increase to its current hourly rates or an expansion in the level of services currently provided to the Authority.

The Firm recognizes that the 2006-07 fiscal year may be a challenging budget year for the Authority as several costs previously paid by the City of Cerritos will be transitioned to the Authority. The Authority may consider having legal counsel attendance at the Authority’s monthly meetings on an “as needed” basis, which will assist in keeping its legal costs within the projected budget.
If the Board determines that it desires to review the rates of the Firm or to engage in a proposal process, the Authority may adopt the attached agreement to ensure continuance of legal services to the Authority while it undertakes further review of its legal services needs.

Staff recommends that the Board adopt the attached Resolution to approve the attached Legal Services Agreement.

**ATTACHMENT:**

1. A Resolution of the Board of Directors of the Orangeline Development Authority to Approve a legal services Agreement with Colantuono & Levin
2. Agreement for Legal Services between the Orangeline Development Authority and Colantuono & Levin
RESOLUTION NO. 06-____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE A LEGAL SERVICES AGREEMENT WITH COLANTUONO & LEVIN P.C.

WHEREAS, the Board of Directors has given careful consideration to the report presented at the regular meeting of July 12, 2006 regarding the need to enter into an agreement with Colantuono & Levin for legal services.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The Chairman is hereby authorized to execute the agreement contained in the staff report presented at the regular meeting of July 12, 2006.

SECTION 2. The agreement will be based on a month to month basis.

SECTION 3. The Secretary shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this __________ day of __________, 2006.

SCOTT A. LARSEN, Chairman

ATTEST:

ART GALLUCCI, Secretary

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Board of Directors of the Orangeline Development Authority at a regular meeting held on the __________ day of _____________________, 2006, by the following vote, to wit:

AYES: Board Members:

NOES: Board Members:

ABSENT: Board Members:

ABSTAIN: Board Members:

ART GALLUCCI, Secretary
AGREEMENT FOR LEGAL SERVICES
BETWEEN THE ORANGELINE DEVELOPMENT AUTHORITY
AND COLANTUONO & LEVIN

This Agreement is made and entered into by and between the law firm of Colantuono & Levin PC (hereinafter “the Firm”) and the Orangeline Development Authority (“Authority”).

RECIPIENTS:

A. The Authority desires to retain the Firm to provide general legal services and to designate members of the Firm as General Counsel.

B. The attorneys of the Firm are duly licensed under the laws of the State of California and are fully qualified to discharge the duties of the office of General Counsel and to provide the services contemplated by this Agreement.

NOW, THEREFORE, the parties hereto agree as follows:

1. Scope of Services.

A. The Firm shall discharge the duties of General Counsel of the Authority and shall use its best efforts to provide legal services in a competent and professional manner. The Firm shall provide all legal services to the Authority of the kind and nature typically provided by general counsel for joint powers agencies and as directed by the Authority. Except where conflict of interest rules require otherwise, the Firm shall supervise the activities of all other counsel retained by or for the Authority and shall review the work of such counsel on behalf of the Authority.

B. The legal services to be provided by the Firm shall consist of those set forth in Exhibit “A” attached hereto and shall be billed at the rates set forth therein.

2. Designation of General Counsel.

Michael Colantuono and Yvette M. Abich are designated as the Authority’s General Counsel. The parties understand and agree that the Firm may, from time to time, utilize other attorneys within the Firm to assist in the performance of this Agreement.


A. The Firm shall submit to the Authority, within thirty (30) days after the end of each calendar month, an itemized statement of the professional services provided and the time expended to provide those services in the form customarily submitted by the Firm to clients which are billed on an hourly basis. The parties acknowledge that payment of all monthly statements is expected to be made within thirty (30) days of the billing date. The Authority will not be liable for interest or finance charges, although persistent late payment shall be a basis for the Firm to review its relationship with the Authority.

B. The Firm will bill the Authority for actual, out-of-pocket expenses such as, but not limited to, travel, long-distance telephone calls (other than calls between Authority’s office and the Firm’s Los Angeles offices), filing fees, duplication, computerized legal research (except as provided to the contrary below), and similar out-of-
LEGAL SERVICES AGREEMENT
Orangeline Development Authority and
Colantuono & Levin

Pocket expenditures. Photocopies shall be billed at 15 cents per page, outgoing faxes will be charged at $1 per page. All other expenses will be billed at cost, without markup. The Firm will not charge for word-processing services or secretarial overtime. The Firm will make best efforts to avoid the use of outgoing faxes, and the costs associated with them, by use of email, U.S. Mail and other means. These items will be separately designated on the Firm’s monthly statements as “disbursements,” and will be billed in addition to fees for professional services. The Firm will not charge the Authority for routine computerized legal research such as Lexis-Nexis or Westlaw research, but will pass through to the Authority at cost, without markup, its cost for use of specialized databases outside the Firm’s contract with Westlaw or a similar provider.

C. Time will be charged by the Firm in increments of 1/10 of an hour (i.e., six-minute units). The rate structure in general, or the rates of attorneys of particular levels of experience, may be increased or altered from time to time, after written notice to, and approval by, the Authority. No such change shall affect the terms of Exhibit A to this Agreement absent amendment of this Agreement pursuant to Section 8 below.

D. The firm will not charge the Authority for the attendance of more than one attorney at any meeting, proceeding or deposition without first discussing the need to do so with the principal client contact for the matter, and will limit multiple attendance to exceptional circumstances where such attendance is necessary for the benefit of the client.

4. Resolution of Fee Disputes.

The Authority is entitled to require that any fee dispute be resolved by binding arbitration in Los Angeles County pursuant to the arbitration rules of the Los Angeles County Bar Association for legal fee disputes. In the event that Authority chooses not to utilize the Los Angeles County Bar Association’s arbitration procedures, Authority agrees that all disputes regarding the professional services rendered or fees charged by the Firm shall be submitted to binding arbitration in Los Angeles County to be conducted by JAMS in accordance with its commercial arbitration rules.

5. Term of the Agreement.

This Agreement shall be effective as of July 12, 2006, and shall be and remain in full force and effect until terminated in accordance with the provisions of Section 6 hereof.
6. **Termination of the Agreement.**

Authority has the right to terminate the Firm’s representation at any time, without cause, subject to an obligation to give notice in writing to the Firm at least thirty (30) days prior to termination. Termination is effective thirty (30) days from the date of the written notice unless otherwise specified therein. The Firm has the same right, subject to the Firm’s ethical obligations, to allow the Authority sufficient notice prior to termination so that Authority will be able to arrange alternative representation. In either circumstance, Authority agrees to secure new counsel as quickly as possible and to cooperate fully in the substitution of the new counsel as counsel of record in any action in which the Firm may represent the Authority. The Firm agrees to cooperate fully in any such transition, including the transfer of files. Notwithstanding the termination of the Firm’s representation, Authority will remain obligated to pay to the Firm all fees and costs incurred prior thereto.

7. **Files and Records.**

A. All legal files of the Firm pertaining to the Authority shall be and remain the property of Authority. The Firm will control the physical location of such files during the term of this Agreement.

B. The Firm shall maintain full and accurate records with respect to all matters covered under this Agreement for a period of three years after the expiration or termination of this Agreement. Authority shall have the right to access and examine such records, without charge, during normal business hours. Authority shall further have the right to audit such records, to make transcripts therefrom and to inspect all data, documents, proceedings, and activities.

8. **Modifications to the Agreement.**

Unless otherwise provided in this Agreement, modifications relating to the nature, extent or duration of the Firm’s professional services to be rendered hereunder shall require the prior written approval of the Authority. Any such written approval shall be deemed to be a supplement to this Agreement and shall specify any changes in the Scope of Services and the agreed-upon billing rates to be charged by the Firm and paid by the Authority.

9. **Independent Contractor.**

No employment relationship is created by this Agreement. The Firm and its members shall, for all purposes, be an independent contractor to the Authority. The Firm and its members shall not be entitled to participate in any pension plan (including, without limitation, the Public Employees Retirement System), insurance, bonus, or other similar benefits provided to Authority employees.

10. **Nondiscrimination.**

In the performance of this Agreement, the Firm shall not discriminate against any employee or applicant for employment because of race, religion, color, sex, sexual orientation, national origin, medical condition, or any other unlawful basis.
11. Assignment and Delegation.

This Agreement contemplates the personal professional services of the Firm. Neither this Agreement nor any portion thereof shall be assigned or delegated without the prior written consent of the Authority. Delegation to attorneys outside the Firm shall be limited to those situations in which the Firm is disqualified by virtue of a conflict of interest, or where the Firm does not possess the expertise to competently perform services in a particular practice area. Delegation shall not be made without the prior written approval of the Authority’s Executive Director. The Firm shall supervise delegated work, except where precluded from doing so by virtue of a conflict of interest, and where otherwise agreed to by the parties hereto.

12. Insurance.

A. The Firm currently maintains in full force and effect a professional liability insurance policy which provides coverage in an amount not less than $2,000,000 per occurrence and $2,000,000 aggregate. Said insurance policy provides coverage to the Authority for any damages or losses suffered by the Authority as a result of any error or omission or neglect by the Firm which arises out of the professional services required by this Agreement.

B. The Firm currently maintains workers’ compensation insurance in accordance with Section 3700 of the California Labor Code.

C. The Firm agrees to notify Authority in the event the limits of its insurance should fall below the coverages stated in paragraph A or if the insurance policies noted here are allowed to lapse and substitute insurance is not obtained.

13. Indemnification.

The Firm shall indemnify, hold harmless and defend Authority, its officers, agents, employees and volunteers from and against any and all claims and losses, costs or expenses for any damage due to death or injury to any person and injury to any property resulting from any alleged intentional, reckless, or negligent acts, errors or omissions of the Firm in the performance of this Agreement.


The Firm and its members shall comply with all applicable federal, state and local laws and regulations, including the conflict of interest provisions of Government Code Section 1090 and the Political Reform Act (Government Code Section 81000 et seq.).

15. Permits and Approvals.

The Firm and its members shall obtain, at the Firm’s sole cost and expense, all permits, and licenses necessary in the performance of this Agreement.

LEGAL SERVICES AGREEMENT
Orangeline Development Authority and
Colantuono & Levin

If any term or provision of this Agreement or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, then such term or provision shall be amended to, and solely to, the extent necessary to cure such invalidity or unenforceability, and in its amended form shall be enforceable. In such event, the remainder of this Agreement, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Agreement shall be valid and be enforced to the fullest extent permitted by law.

17. Entire Agreement.

This Agreement, together with Exhibit “A” hereto, shall constitute the full and complete agreement and understanding of the parties and shall be deemed to supersede all other written or oral statements of any party hereto relating to the subject matter hereof.

IN WITNESS WHEREOF, the duly authorized representatives of the parties have caused this Agreement to be executed as of July __, 2006.

ATTEST: ORANGELINE DEVELOPMENT AUTHORITY

By:______________________  By:_____________________________
Authority Secretary    Scott Larsen
Chairman

COLANTUONO & LEVIN, P.C.

By:_____________________________
Michael G. Colantuono
President
DEVELOPMENT AUTHORITY

AGENDA REPORT

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: July 12, 2006

SUBJECT: Third Consideration of Milestone 7 – Station Area Development

The Board has received two presentations on Milestone 7 – Station Area Development. The first presentation described urban design concepts for typical stations along the Orangeline Maglev corridor prepared by Gruen Associates.

The second work product was presented by ARCADIS Team member MBI Media on behalf of Shapery Enterprises. This presentation described smart growth analysis & impact of land development for mid & low demand maglev station sizes.

Attached is the current updated draft of the Milestone 7 – Station Area Development report, which incorporates the material that was presented previously, which has been updated with additional new information. ARCADIS Team member Sandor Shapery of Shapery Enterprises will present an overview of the report and answer any questions the Board may have.

It is planned to bring the final draft of the Milestone 7 report to the Board in August for possible adoption.

RECOMMENDATION

The following is recommended to the Board:

1. Review and discuss the information provided;
2. Provide direction to staff;
3. File this report

Attachment

1. Milestone 7 – Orangeline Maglev Station Area Development Draft Report
Orangeline Development Authority – ARCADIS

A Public-Private Partnership

Orangeline Corridor Development Project

Milestone 7 – Orangeline Maglev Station Area Development

DRAFT REPORT

July 12, 2006
Contents

Summary and Recommendations

A Vision of the Future

Background

Population and Employment Assumptions

Impact of Orangeline Maglev on Station Area Land Values and Development Potential

Value Capture / Financing Public Improvements

Station Area Development Policies and Programs

Development / Design Guidelines

Exhibits:

1. Concepts for Transit-Oriented Development in Proposed Orangeline Maglev Station Areas
SUMMARY AND RECOMMENDATIONS

This report identifies the potential for new investments in housing and other improvements that the Orangeline Maglev will stimulate in station areas and along other portions of the proposed 110-mile corridor.

The Orangeline Maglev will enable member cities to attract an estimated $24 billion in station area improvements, such as new housing, retail, commercial and public facilities during the 25 years following project approval. This investment represents a portion of a total investment of $70 billion in station area development anticipated to occur in station areas. Amendments to current General Plans and other land use regulations will be necessary in many cases to fully realize the potential benefits of station area land improvements that the Orangeline Maglev will stimulate.

There are a number of actions that Orangeline Maglev cities can take to maximize the benefits of the project. These actions will also be instrumental in attracting both public support and private investment in the next and subsequent phases of Orangeline Maglev Development.

The Authority recommends that member cities update their general plans to reflect the presence of the Orangeline Maglev and the station area development policies outlined in this report. Adoption of the proposals outline herein will not only maximize the benefits of the Orangeline Maglev; they will also enable member cities to take advantage of State funding programs that give priority to projects that comply with State mandates. Additional implementing actions should also be undertaken to achieve the objectives outlined in this report.

The potential economic impacts of Orangeline Maglev construction and station area real estate developments are significant. While no direct analysis was possible under the current limited-budget work program, data from a study of development underway in Downtown Los Angeles suggests the magnitude of the project’s economic impact. Based upon the assessment of 186 adaptive re-use and new construction projects valued at $12.2 billion in construction costs, the Orangeline Corridor Development Project could generate the following one-time economic impacts:

- About 500,000 annual FTE (full time equivalent) jobs;
- $21 billion in wages and salaries; and
- $76 billion in total (direct and indirect) business revenues.

The construction activity would generate an estimated $499 million in one-time tax and fee revenues:

- $ 254 million in taxes, permits and fees for Orangeline Maglev Cities
- $ 174 million for Los Angeles and Orange Counties (including the MTA and OCTA); and
- $ 71 million in sales taxes, to be split among all cities in the two counties

Annual impacts resulting from the new population in station areas is estimated to exceed $8 billion in income for new residents and $10 billion in revenues earned by station area businesses.
A VISION OF THE FUTURE

Governor Schwarzenegger has called for a link between transportation dollars and housing funds at the State level and is making good on that promise through his appointment of Sunny McPeak as the State Secretary of Business, Housing and Transportation. Secretary McPeek has clearly stated that the Administration’s vision for the future will treat transportation dollars differently than in the past:

“The communities in which we are making these transportation improvements are not producing enough housing to support the jobs served by these infrastructure investments. If the concurrent increase in housing is not achieved, the result probably will be that the freeway, serving the same jurisdictions will become a parking lot going right through the jurisdictions. We’ve got to have not only improvement in our transportation system, but we’ve got to gain ground in mobility. Furthermore, we also need to have enough housing for our workforce, and housing located in the right places so we don’t impact, unnecessarily, our environmental quality.

...transportation mobility is inextricably linked to housing, which is the linchpin of smart growth: Prosperous Economy, Quality Environment and Social Equity.”

State support is important to the Authority as the State is a potential source of funding. But more importantly is the potential State role as a partner that will make available public rights-of-way needed to move the project forward and that will foster public policies that enable the Orangeline Maglev to function at the highest level of effectives and efficiency.

The Administration’s vision of the future in which transportation decisions are tied to land use policies is very much in line with the Authority’s vision for the Orangeline Maglev. The Authority views the Orangeline Maglev as a “Development Oriented Transportation” system. By that we mean that the Orangeline Maglev system is not an end unto itself, but a means for helping member cities to achieve their land use, economic and environmental quality goals.

The concepts envisioned for linking land development with transportation that give greater consideration to public transportation and rely less on the sole dependence on the auto for mobility are often identified as “smart growth” or “transit-oriented development” (TOD) concepts. Embracing these concepts will enable the Authority to succeed and to obtain its share of State support to the fullest extent possible.

These concepts are also of primary interest to potential private investors that the Authority will seek to finance the next phase of engineering, as well as construction. The effectiveness and financial viability of the Orangeline Maglev is enhanced when the project is part of a total development strategy that links investment in the transportation system with investment in station area development. Station area development as envisioned with higher-density housing and mixed use commercial, retail and public space improvements will generate higher ridership and thus higher annual operating revenues. This, in-turn, will increase the spread between operating costs and operating revenues and make the project a more attractive investment with lower risks.

Smart Growth: Prosperous Economy, Quality Environment and Social Equity
Defining Smart Growth:

Smart growth refers to a land development strategy that includes the opportunity for a compact, efficient, and environmentally-sensitive pattern of development - one that provides people with additional travel, housing, and employment choices by focusing future growth away from rural areas and closer to existing and planned job centers and public facilities, while preserving open space and natural resources and making more efficient use of existing urban infrastructure.

Defining Sustainability:

Sustainability means meeting out current economic, environmental, and community needs while also ensuring that we aren’t jeopardizing the ability of future generations to do the same. Sustainability also means making a regional commitment to the "Three Es:“ economy, environment, and equity – advancing a prosperous economy, supporting a healthy environment, and promoting social equity.

Future outcomes if local land use plans and development policies are left unchanged:

1) Reduced open space;
2) More expensive housing and fewer types of housing choices;
3) Imbalance between housing and jobs;
4) Environmental degradation.

Starting point for implementing a Plan that incorporates Smart Growth:

Research literature and field experience suggest the following strategies for implementing a Smart Growth Plan:

1) Implement the plan in an efficient and cost-effective manner;
2) Enhance transportation systems by improving connectivity between interrelated modes of transportation;
3) Provide adequate funding to meet both the capital, and operational and maintenance needs of our transportation systems;
4) Facilitate coordination through subregional planning among jurisdictions where proposed regional transportation and commuter transit service corridors cross jurisdictional boundaries. Such coordination will induce private investment to participate in multiple station development and insure that nationally recognized retail users will simultaneously occupy multiple locations;
5) Consider regional and local mobility objectives in planning and approving new land uses;
6) Design development to reduce auto dependency and improve the walking environment through safe and pleasant streetscapes; and
7) Align the timing of related transportation and land use development.

The Transit Oriented Development Concept:

1) Improve connections between land use and transportation plans using smart growth principles;
2) Identify smart growth opportunity areas – areas where compact, mixed use, pedestrian-oriented development either exists now, is currently planned, or has the potential for future incorporation into local land use plans;
3) Employ land use and transportation plans to guide decisions regarding environmental and public facility investments;
4) Update general plans and redevelopment plans to accommodate Transit Oriented Development.
5) Focus on collaboration and incentives to achieve regional goals and objectives.

The way in which land has been developed in Southern California during the past half century will be difficult if not impossible to sustain as the region continues to grow. Dispersed, auto-dependent low density housing separated from commercial development pushes urban development into areas better suited for rural land uses and regional open space. It also limits life-style choices and the opportunity to offer people options for enjoying a quality life-style.

The Transit-Oriented Development concept would enable a reduction in travel distances and travel times between jobs and housing, as well as in the number of lengthy interregional commute trips by automobile.

TOD would reduce an over-dependence on the automobile that results in communities dominated by the infrastructure necessary to accommodate the car.

**Local Incentives for Smart Growth:**

The Orangeline Maglev will create considerable value to member cities and the region by improving mobility and reducing transportation costs, thus making member cities more desirable and competitive. Orangeline Maglev Cities can take the following actions to increase their competitiveness by providing to property owners and developers incentives for fostering smart growth:

1) Provide incentives, such as permit streamlining, reduced parking standards, flexibility for mixed use development, increased densities, and fee reductions to promote redevelopment.
2) Build new suburban communities so that they are more compact, walkable, and transit-accessible. By rezoning certain vacant land at higher densities in transit corridors, land can be used more efficiently, making it easier to include affordable and mixed use housing in new developments, while also preserving open space.
3) Undertake collaborative efforts with private-sector organizations and other government agencies responsible for maintaining and improving the region’s access to different markets.
4) Aim for the coordination of shared infrastructure, efficient transportation systems, integrated environmental planning, and economic development with regional neighbors.
5) Ensure social equity for every community, giving each an equal voice and opportunity. Social equity means providing all residents with access to affordable and safe housing, quality jobs, adequate infrastructure, and quality education.

This bottoms-up approach within the regional framework will strengthen local plans. It is not about consistency and conformity, but about strengthening the connections between land use and transportation, linking local and regional plans, and providing needed infrastructure.

In recent decades, the region has struggled with worsening traffic congestion. Resolving this problem requires a comprehensive approach. Given existing land
patterns and increasing cost constraints, simply building more freeways won’t solve our traffic congestion problems.

The demand for housing has outpaced the region’s supply, creating higher home prices, low rental vacancy rates, and more crowded homes. When our children grow up, it is likely they won’t be able to afford to live on their own in this region.

The Plan recognizes that local land use plans, if left unchanged, do not provide enough capacity to meet the region’s projected housing needs over time.

As local jurisdictions implement smart growth projects, there is growing recognition that investments in infrastructure other than regional transportation facilities are needed. Funding for smart growth is available from a number of sources, including state and federal agencies, and private foundations.

Local jurisdictions can also play a significant role with regard to the provision of incentives by offering incentives such as priorities for infrastructure improvements, fee reductions, priority processing of development plans, and others, thereby maximizing local and regional investments in key areas.

The exact alignment of future corridors and station locations need to be refined in order to make the systems work most effectively from both a transportation and land use perspective.

A first step is to establish shared parking where commuters can park once, commute to work, return, then walk between shops. Community parking structures in the vicinity of transit oriented developments are another way to meet the demand for parking and still make land available for additional development. Another option is adding residential uses to transit oriented development sites. With mixed-use development, retailers gain the benefit of additional customers without the need to provide additional parking.

Private investment can often provide the parking as part of a development project, but the developer must be permitted a project of sufficient intensity to justify the cost of the parking structure. Housing developments of at least 40 dwelling units per acre are usually required in these cases.

**TOD Investment Programs:**

A funding program could be established to stimulate private investment in high-density, pedestrian-friendly commercial and residential projects near Orangeline Maglev stations. Property owners could be encouraged to join together to create such projects. Or, station area properties could be acquired, planned, re-parceled, and sold with conditions to private developers for constructing transit-oriented development. In many cases, the land value could be reduced via public agency acquisition and conveyance to a developer to cover the extraordinary development costs required to construct a TOD project, especially where affordable housing is included. In such cases, a “highest and best transit use” appraisal could be used to establish the sale price of the property.

State transportation funding programs could be used by local jurisdictions to provide smart growth incentives around transit oriented developments, and a variety of non-
transportation state and federal funding programs also are available to local jurisdictions.

**Federal Transportation Programs:**

Most funding programs administered by the Federal Highway Administration could be used for projects that support smart growth in transit corridors. Surface Transportation Program (STP) funds may be used to support public transit. The Transportation Enhancement Activities (TEA) program is a subcategory of the STP program established to fund non-traditional transportation related projects. Among the types of projects eligible under this program are bicycle and pedestrian facilities, preservation of historic structures related to a transit oriented development. TEA programs have been used to support TOD projects. The Congestion Mitigation and Air Quality (CMAQ) program sets aside funding specifically for projects of this type that reduce air pollution and congestion.

**Transportation Development Act (TDA) Funds:**

The TDA is a state sales tax supported program.

**State Transportation Grant Programs:**

The State of California offers grants under several programs that, if awarded to local jurisdictions, could be applied to transit oriented smart growth opportunity areas. These programs include Safe Routes to School, the Bicycle Transportation Account, Community Based Transportation Planning Demonstration Grant Program, and the Environmental Enhancement and Mitigation Program.

**Non-Transportation Funding Sources:**

A wide array of non-transportation funding sources could be used to support smart growth. These typically are competitive grant programs that are administered by state and federal agencies. The State Department of Housing and Community Development (HCD) offers several programs to assist with the provision of housing. The Department of Parks and Recreation offers grant programs for habitat conservation and recreational facilities. At the federal level, the Department of Housing and Urban Development, U.S. Fish and Wildlife Service, the U.S. Environmental Protection Agency, and the Economic Development Administration administer grant programs to support community development, housing, habitat protection, and economic development.

**Local Incentives for Smart Growth:**

Incentives that the Authority’s member cities could offer within Orangeline Magelv station areas might include: capital improvement program (CIP) priority treatment, fee reductions for zoning, subdivision, and site plan applications, and water and wastewater capital recovery fees. Member cities could also expedite project approvals and could apply other incentives such as reduced parking requirements, density bonuses, and others.

Member cities should also consider implementing a wide range of regulatory housing programs to help meet their redevelopment and housing needs. Some of the tools that could be used include:
**Inclusionary Housing:** Inclusionary programs would incorporate the construction of affordable housing in new developments, or the payment of in-lieu fees to fund such housing.

**Density Bonus:** Density bonus programs, required by state law, allow developers to build more than the usually allowable density if they reserve a portion of their development for lower income residents or seniors.

**Minimum Density Requirements:** Minimum density requirements can be established to ensure that development occurs at the allowable density for a site.

**Mixed-use Incentives:** Offer incentives to developers of affordable and mixed use housing. These can include streamlining of permit review processes, reduced parking standards, increased densities, and fee reductions.

**Expedite Land Entitlements:** Pre-approval of land entitlements that help to attract developer interest and expedite the completion of desirable property improvements that conform to the city’s station area plan would help to promote transit-oriented development.

**Parking Substitution:** The cost of residential parking is generally included as a housing cost and financed accordingly, with attendant tax benefits, whereas the cost of using public transportation is an after-tax direct cost to the user. Member agencies could provide incentives to developers who incorporate the cost of using the Orangeline Maglev and other public transportation services into the housing cost as a substitute for parking.

**Redevelopment Districts, Infrastructure Financing Districts and Tax Increment Financing:**

Pursuant to state law, local agencies may create redevelopment districts in blighted areas. Most of the Authority’s member agencies have established redevelopment districts surrounding proposed station locations. Under pending state legislation, Orangeline Development Authority member cities may also establish Infrastructure Financing Districts in areas where there is no blight, but that is to be served by the Orangeline Maglev. Under either approach, certain costs of development improvements within the established districts may be reimbursed to the developer or paid through the issuance of special obligation bonds or full faith and credit bonds. Funds to pay the reimbursement or to retire the bonds are generated by the tax increment and other sources that may be pledged by the city. This authority is discretionary and the city may provide for tax increment financing in an amount and for purposes more restrictive than that authorized by statute.

Establishment of redevelopment and infrastructure development areas creates value and an environment wherein the private sector is more willing to invest in the area.
BACKGROUND

This report is one of ten Phase 1 Preliminary Engineering Milestone reports being prepared as part of the Orangeline Corridor Development Project. Approval of each Milestone report by the Orangeline Development Authority Board of Directors and by the Authority’s development partner, ARCADIS, sets in place specific policy directions and represents a major milestone in advancing the planning and overall development of the Orangeline Corridor Development Project. Attachment 1 lists the 10 Milestone reports and the scheduled adoption date for each.

The Orangeline Corridor Development Project is being undertaken by the Orangeline Development Authority and its member agencies to help achieve a number of goals and objectives. A key purpose is to implement the Orangeline Maglev, a development oriented high-speed transportation system. The objective is to enable member cities to provide a better quality of life for current and future residents. The goal is to create new housing and other private and public improvements to meet the needs of a growing population. The Orangeline Maglev is viewed as a means for improving mobility in the corridor and mitigating the potential traffic impacts of population growth by reducing dependence on automobile transportation. The Orangeline Maglev would increase access to jobs and other destinations within the corridor and throughout the region.

Orangeline Maglev Cities are experiencing a range of growth and development patterns. Some cities are built out and anticipate focusing their development on building up to accommodate growing population and employment. Other cities are at an earlier stage of development and still have vacant land to build out. Even so, some of these cities have an eye toward areas to be developed at higher densities in the future. The Orangeline Maglev is viewed as a means to support the development goals of the Authority’s member cities. This includes higher-density land use in some areas served more predominantly by the Orangeline Maglev and other public transportation services, while preserving lower density residential developments in other parts of the city.

The Orangeline Maglev is being planned as a high-speed, high-quality transportation service that is competitive with the automobile for a broad range of travel. Average speeds along the 110-mile proposed corridor are projected to be significantly higher than that of other modes, including travel by auto. Top speed could be as high as 150 miles per hour or more depending on location and time of day. The service will be priced to enable capital and operating costs to be funded from project revenues, with government support confined primarily to project planning, right-of-way contributions and construction financing/credit enhancements. ARCADIS, the Authority’s development partner, would build and operate the Orangeline Maglev and support Orangeline Cities in station area development.

On December 14, 2005, the Orangeline Development Authority Board of Directors adopted Orangeline Maglev System Concepts and Criteria. The Board’s action, endorsed by the Authority’s development partner, ARCADIS, establishes the primary functional roles for the Orangeline Maglev system. These functional roles form the key criteria for selection of Orangeline Maglev station locations:

- Create Sufficient Value for System Users to Recover Capital and Operating Costs from Project Operations.
- Create Value for Orangeline Cities.
• Provide Equitable Distribution of Economic Benefits to all Member Agencies.
• Provide Improved Airport Access in the Corridor.
• Reduce Corridor Traffic Congestion and Improve Air Quality.
• Provide Intra-regional Connections.
• Carry Freight and Container Cargo.

POPULATION AND EMPLOYMENT ASSUMPTIONS

The Orangeline Maglev will help meet current and long-term mobility needs brought about by economic and population growth forecasted to occur over the next 50 years and beyond. Land use in each of the Orangeline Maglev Cities is and will remain governed by local city council-adopted general plans, zoning ordinances and regulations.

It is anticipated that the Orangeline Maglev Project will not only help to meet current needs and the demands of anticipated growth in the region, but that it will also help to shape that growth in a positive way. Orangeline Maglev station areas will become a magnet for new investments and economic development, and in so doing provide member cities a means to preserve and protect areas that might otherwise be adversely impacted by new developments required to accommodate a growing population. The Authority, ARCADIS and Orangeline Maglev Cities will carefully consider and plan for accommodating the changes that will result from future growth in order to protect the interests of current and future residents and businesses.

The Authority and ARCADIS estimate that the population of Orangeline Maglev corridor cities will rise from a current population of 4 million people to 6 million people by 2045. The estimate includes only 30 percent of the population of the City of Los Angeles that would be directly served by the Orangeline Maglev. The increase of 2 million inhabitants in Orangeline Maglev Cities exceeds the current population of Phoenix, Arizona.

The population growth estimate is based on the projection that Orangeline Maglev Cities, on average, will attract an additional 10 percent growth in population and employment due to the positive impacts of the project on mobility and quality of life. In addition, it is projected that the Project will generate, on average, an added 10 percent shift to Orangeline Maglev station areas as a result of redistribution of population and employment within Orangeline Maglev Cities. This increase and redistribution in population is due directly to the economic impact of constructing the Orangeline Maglev system, to the improved mobility resulting from the Project, and to the recommended policies and Project activities supporting higher-density development centered on Orangeline Maglev stations and along well-served public transit feeder lines.

IMPACT OF ORANGELINE MAGLEV ON STATION AREA LAND VALUES AND DEVELOPMENT POTENTIAL

Orangeline Maglev Cities are well suited for attracting station area development. Several economic, location and land-use factors contribute to the potential for attracting new investment in station area development, including:

• A scarcity of undeveloped land in most of the cities; the exception would be the north Los Angeles County cities
- A shortage of housing and the difficulty of meeting housing demand with single family residential housing “SFR”
- Increasing cost of “traditional” SFR housing
- Existing population and employment densities and project growth
- A diverse economy and potential for economic growth
- A trend to community acceptable higher-density, mixed-use developments

The scope of the problem and quantifying the economic impacts in terms of projections is now being recognized on the local level in addition to the State level. The Los Angeles Times on June 6, 2006 reported:

“The problems that were signaled in 2000 are cemented now,” said Henry Cisneros, chairman of the housing development firm CityView and former Secretary of the U.S. Department of Housing and Urban Development. “It's built into the DNA of California, and we're getting farther behind every day....The failure of cities to invest enough money in housing and the lack of smart-growth planning have compounded the problem, said Los Angeles Mayor Antonio Villaraigosa. Only 12% of households in Los Angeles County, for example, can afford a median-priced home, according to the California Assn. of Realtors' most recent statistics, compared with about 38% in the summer of 2000.

Considering the record run-up in prices, it's no wonder. The median price for a home in Southern California in April 2000 was $201,000, compared with $485,000 in April 2006. In Los Angeles County, the median price rose from $195,000 to $508,000; in Orange County, from $262,000 to $628,000, according to DataQuick Information Systems, a La Jolla-based research firm. The situation probably will not change anytime soon.”

Based upon the rapid growth in values, any estimate based on a timeline 15 years out would be little more than a general guideline at best and closer to a rough order of magnitude.

Both Los Angeles and Orange counties have demonstrated a growing interest in higher density condominium, loft, home-work and mixed-use developments. Many such projects have recently been completed and others are in the development stage. Concerns remain about traffic impacts resulting from development; however, the potential for transit to mitigate those impacts is more recognized.

Based on the estimated market growth in both counties, the following potential level of investment in station area developments is projected:

<table>
<thead>
<tr>
<th>Type</th>
<th>Number</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Housing</td>
<td>100,000 DU</td>
<td>$50 Billion</td>
</tr>
<tr>
<td>Retail and Services</td>
<td>10 Million SF</td>
<td>$2 Billion</td>
</tr>
<tr>
<td>Office</td>
<td>30 Million SF</td>
<td>$6 Billion</td>
</tr>
<tr>
<td>Hotels</td>
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</tr>
<tr>
<td>Public/Government</td>
<td>1 Million SF</td>
<td>$.4 Billion</td>
</tr>
</tbody>
</table>
These estimates are based on a general review of the corridor and a more specific analysis of four Orangeline Maglev station locations. The data developed for these representative stations has been extrapolated to all of the proposed stations along the 110-mile corridor. The numbers are felt to be conservative and assume no direct impact of the Orangeline Maglev on the potential market for development.

With the Orangeline Maglev in place, the numbers in the table above are estimated to increase by 10% or more. This increase represents the combination of greater investment in Orangeline Maglev Cities overall and a greater concentration of investment within the Orangeline Maglev station areas. Achieving these levels of investment will require actions by the Authority’s member cities to ensure that the growth in population and employment and the new investments and economic activity provide maximum value and benefits to the entire community. Protecting existing residents, preserving existing residential areas from intrusive development, and enhancing the overall livability and enjoyment of the cities would be key objectives.

VALUE CAPTURE / FINANCING PUBLIC IMPROVEMENTS

It is anticipated that the Orangeline Maglev will create a significant land value increase within and surrounding each of the station areas. Capturing a portion of this value increase would enable member cities to finance the public improvements necessary to support that additional population. There are several value capture mechanisms available to member cities. One example is the establishment of infrastructure financing districts. Developer fees represent an additional approach.

The influence that a public transportation service has on property value depends upon the type of service that is provided. For example, a fully grade-separated, high capacity rail transit system operating at average speeds of 35 to 55 miles per hour, such as the Washington Metro or BART in the San Francisco Bay Area, can encourage large scale, very high-density development. Floor area ratios (FAR – representing the ratio of a building’s floor area to the area of the land the building sits on) can be as much as 15 to 1 or even higher. “Light rail” transit systems, such as the Blue Line and Green Line in Los Angeles County, operate at slower speeds of about 10 to 35 miles per hour and at somewhat lower capacity than a BART type “heavy rail” system. Development characteristics of such station areas are of more moderate density with typical FARs ranging from 1 to 1 up to about 3 to 1. For each of these types of public transit systems, the area around the transit station that can be influenced may extend as much as ¼ to ½ mile out from the station.

High-speed Maglev is a new transportation technology that enables travel at top speeds or 300 miles per hour. The Orangeline Maglev will operate at more moderate speeds. The average speed is anticipated to be as high as 90 miles per hour, considering both local and express services. The potential demand for housing and other improvements around Orangeline Maglev stations is thus anticipated to support an FAR of up to 15 to 1 or higher. Acceptable development intensity is a matter for each member agency City Council to decide, in consultation with the community.

Even a modest increase in floor area ratios would provide for sizable station area development and value capture. For example:
• At 1.5 FAR (assumed to be 2 times the current average base) value capture could generate a $150 – 300 Million bond capacity, $10 – 20 Million in annual value capture revenues, and $25 – 50 Million in annual real estate property tax revenues.
• Station area development projects could fund $2 Billion of station area infrastructure costs.

Orangeline Maglev Cities would need to take several steps to foster station area developments and generate value capture revenues, as described below.

STATION AREA DEVELOPMENT POLICIES AND PROGRAMS

The Authority recommends that Member Cities encourage and support improvement of land areas surrounding Orangeline Maglev stations. A number of policies and programs are recommended to facilitate higher-density, mixed-use, pedestrian-oriented development. They include:

• Providing mixed-use development where appropriate.
• Encouraging multi-family dwellings near and within employment and shopping areas and with good walking or bicycle access to transit.
• Providing for redevelopment and revitalization of existing commercial areas.
• Balancing land use and transportation system capacity to accommodate existing and future development.
• Providing joint use (shared) parking in commercial and residential developments to reduce parking requirements.
• Encouraging auto traffic demand management strategies that reduce the reliance on auto travel.
• Encouraging public transportation and ridesharing systems.
• Providing safe pedestrian and bicycle facilities to encourage walking and biking for commuting and recreational activities

DEVELOPMENT / DESIGN GUIDELINES

The Authority’s goal is to support member cities in protecting investments in existing housing and other developments, and increasing property values. Another goal is to facilitate member city goals for new developments that bring added value and improve the quality of life for all residents.

The Orangeline Maglev can play a key part in helping cities achieve these goals. By improving access and mobility, the Orangeline Maglev will contribute to making member cities more desirable places to live and work. Member cities can take a number of actions to enhance the value and effectiveness of the Orangeline Maglev. One of these is the adoption of development guidelines and policies that support pedestrian-oriented station area improvements.

These development and design guidelines and policies could include:
• Adopting ordinances that require new development to pay its fair share of costs associated with the circulation system improvements necessary to support that development.
• Adopting an Orangeline Maglev Corridor Specific Plan to guide and facilitate development of housing and other improvements within the station area and along the system alignment.
• Establishing incentives to incorporate public transportation systems in existing and future development.
• Encouraging development strategies that reduce the need for auto travel.
• Establishing a pedestrian network that will provide a convenient and safe means for people to access the Orangeline Maglev and other public transportation services from residential neighborhoods.
• Adopting specific design guidelines for Orangeline Maglev stations and their environs.
• Fostering mixed-use, high-density residential development around the Orangeline Maglev stations and designated public transportation corridors.
• Fostering commercial development around the Orangeline Maglev station that will attract visitors and customers from outside the City.
• Establishing a strong pedestrian walkway and bikeway linkage between Orangeline Maglev stations and other public transportation systems.

The proposed development / design guidelines would be applied to the Orangeline Maglev station areas. These areas encompass the land areas that are influenced by the presence of an Orangeline Maglev station. The influence that a public transportation service has on property depends upon the type of service that is provided. For example, a fully grade-separated, high capacity rail transit system operating at average speeds of 35 to 55 miles per hour, such as the Washington Metro or BART in the San Francisco Bay Area, can encourage large scale, very high-density development. Floor area ratios (FAR – representing the ratio of a building’s floor area to the area of the land the building sits on) can be as much as 15 to 1 or even higher.

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For the purpose of the design / development guidelines proposed in this report, the Orangeline Maglev Station Areas are the areas that are generally within ¼-mile to ½-mile distance from the Orangeline Maglev stations. The Authority encourages a range of
densities within and extending beyond the Station Areas, with the highest density within about 1/8-mile of the stations, gradually reducing to lower density. Transit supportive development is encouraged within these areas, including housing, commercial, retail, hotel, entertainment, public space and mixed land uses.

The station influence area can extend beyond ½ mile, especially along major transit corridors that serve the Orangeline Maglev station. The principles for station area development would apply also along these corridors, and along the Maglev alignment.

Adoption of development / design guidelines would help to ensure compatible and balanced land uses that are well maintained or revitalized, that provide pleasant environments and that adequately serve present and future populations. These policies encourage orderly growth and development that is designed to ensure fulfillment of each city’s vision statement, and that is supported by adequate transportation and other infrastructure.

Accordingly, objectives for the Orangeline Maglev project are to capitalize on the improved access and increased transit ridership that the Orangeline Maglev brings, and to attract businesses that contribute to the expansion and diversification of each member city’s economic base.

The purpose of these Guidelines is to provide guidance for future development within Orangeline Maglev station areas. Following formal adoption by each City Council, city officials, commissions and committees charged with responsibility for reviewing development proposals would consider these guidelines in their reviews.

The following types of improvement on public or private land would be subject to these guidelines:

- Building Rehabilitation and Restoration
- New Construction
- Building Features
- Transportation system improvements, including streets, pedestrian sidewalks, bikeways, intermodal stations, and parking areas
- Amenities (Trees, Furniture, Landscaping, Lighting, Signage)

The development / design guidelines described above are specific to the Orangeline Maglev Station areas. These guidelines fall within the typical strategies for transit-oriented development. ARCADIS Team member Gruen Associates reviewed the potential concepts for station area development in a draft report entitled “Concepts for Transit-Oriented Development in Proposed Orangeline Maglev Station Areas.” This report has been update to incorporate input received from member cities and is shown in Exhibit 1.
Maglev Orangeline

Draft Report-
Concepts for
Transit-Oriented Development in Proposed Station Areas

GRUEN ASSOCIATES
ARCHITECTURE • PLANNING • INTERIORS
INTRODUCTION

This report describes Gruen Associates participation in the ARCADIS Team public/private partnership with the Orangeline Development Authority for the Orangeline Maglev project. Gruen Associates’ role is to provide up to 250 hours of in-kind services in architecture, landscape architecture, and urban design in this phase and later design Maglev stations and provide TOD planning assistance in later phases. Conceptual station area plans were prepared using Palmdale as a case study. The plans were based on existing condition information readily available on the City’s website, one site visit, and our knowledge of the area. These conceptual plans were prepared to understand development potential at station areas using a TOD concept approach. These plans are ‘vision ideas’ only and will need extensive input from the City and stakeholders to achieve consensus on a plan direction. In this phase it is assumed that the Authority will obtain input and coordinate with the cities. Gruen has included its photographs for use by the Authority in describing potential development around station areas.

The report contains the following:

- Transit-Oriented Development (TOD)
- Station Area TOD Concepts
- Palmdale Station Scenarios
- Other Urban Design Concepts
A. TRANSIT-ORIENTED DEVELOPMENT

1. Definitions and Characteristics

Transit-Oriented Development (TOD) refers to a compact, mixed-use, pedestrian-oriented neighborhood surrounding a transit station. TODs often feature a variety of residential types combined with retail, employment centers, public areas and other services. TODs typically have a radius of one-quarter to one-half mile (which represents pedestrian scale distances) with a rail or bus station as the center (Figure 1). The center is surrounded by a relatively high-intensity development with lower-intensity gradually spreading outwards. Accessibility and attractiveness of retail and residential space are enhanced in TODs by co-locating activities, including vertical differentiation of uses. Often TODs are referred to as Transit Villages.

![TOD Diagram]

**Figure 1: TOD Diagram**

Typical Characteristics of a TOD within 1/4 mile to 1/2 mile of a station are:

- Mix of uses such as residential, retail, office, entertainment and recreational facilities
- Higher intensity/density development nearest to the station
- Public and civic spaces near stations
- An interconnected network of streets
- Well-designed parking and parking management such as shared parking to reduce the land devoted to parking
- Pedestrian connections such as continuous sidewalks and pedestrian paths
- Pedestrian friendly streets with features such as:
  - adequate sidewalk widths
  - street trees at the curb
  - parked cars at the curb to provide buffer between pedestrians and moving traffic
  - Pedestrian-oriented signage
1. Concepts for Transit-Oriented Development

- Pedestrian scale lighting
- Buildings and their entrances oriented toward the street with parking behind buildings or underground
- Traffic calming in neighborhoods adjacent to the station
  
  - A bicycle network consisting of bike paths or designated bike lanes, connecting the transit station with other transit stops and the surrounding area
  - Special attention to design of buildings to enhance the pedestrian environment.

The Federal Transit Administration (FTA) has established the Livable Communities Initiative which works to make transit facilities more “user friendly”. This for example means improving pedestrian flow into and out of transit stations and building child-care centers to make it easier for parents to drop off and pick up their children while going to and from work. The Urban Land Institute (ULI) has published a set of ten principles to direct successful development around transit. These include:

- Creating a flexible, realistic vision and focusing on implementation
- Forming public/private partnerships to develop strategies and implement change
- Planning for development when planning transit stations
- Determining the optimum number of parking spaces to support transit and surrounding development
- Turning transit stations into a great place that attracts the community and businesses
- Getting the right mix of retail development
- Including a variety of mixed-use projects along a transit line
- Encourage assortment of price points
- Engage the corporate community in locational decisions

2. Examples of Relevant TODs

A few examples of recent TODs in California include:

- Fruitvale Transit Village, Oakland - Fruitvale Transit Village is a mixed-use development adjacent to the Fruitvale Bay Area Rapid Transit (BART) District station in Oakland. It includes approximately 10,000 sq ft of retail and restaurant space, approximately 115,000 sq ft of office space including a child care center and a library, and 47 residential units. These uses are connected through a pedestrian plaza to the Fruitvale BART station. Phase 1 was completed in 2004 and Phase II is slated for completion in 2009.

- Mission Meridian Village, South Pasadena - The Mission Street Station area on the Metro Gold Line in South Pasadena includes 67 condominiums, 5,000 sq ft of retail space, two levels of subterranean parking containing 280 parking spaces, and a bicycle store and storage facility adjacent to the light rail station.

- Holly Street Village, Pasadena - The Holly Street Village in Pasadena was built in anticipation of the Memorial Park Metro Gold Line Station. The project includes 374 apartments in 7 buildings, 200,000 sq ft of offices and retail on the ground floor. The light rail station is located at ground level of the main building of the project.
Table 1 lists numerous examples of TODs and Mixed-Use Projects in the western United States. Many new examples are under construction or in planning now. Figures 2 and 3 illustrate the varying density/intensity and architectural and pedestrian characters of TODs in other communities.

<table>
<thead>
<tr>
<th>Holly Street Village, Pasadena</th>
<th>Metro Gold Line</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mission Meridian Station, South Pasadena</td>
<td>Metro Gold Line</td>
</tr>
<tr>
<td>Del Mar Transit Station, Pasadena</td>
<td>Metro Gold Line – under construction</td>
</tr>
<tr>
<td>Avenue 26 / Transit Village, Los Angeles</td>
<td>Metro Gold Line – under construction</td>
</tr>
<tr>
<td>Plaza Colorado, Pasadena</td>
<td>Metro Gold Line nearby</td>
</tr>
<tr>
<td>Hollywood Highland, Hollywood</td>
<td>Metro Red Line</td>
</tr>
<tr>
<td>Hollywood and Western, Hollywood</td>
<td>Metro Red Line</td>
</tr>
<tr>
<td>Hollywood / Vine, Hollywood</td>
<td>Metro Red Line</td>
</tr>
<tr>
<td>Wilshire / Vermont, Los Angeles</td>
<td>Metro Red Line</td>
</tr>
<tr>
<td>Noho Commons, North Hollywood</td>
<td>Metro Red Line – under construction</td>
</tr>
<tr>
<td>Sunset and Vine Mixed-Use, Hollywood</td>
<td>Metro Red Line</td>
</tr>
<tr>
<td>Johannes Van Tilberg Building, Santa Monica</td>
<td>Third Street Promenade &amp; Bus Transit</td>
</tr>
<tr>
<td>Janus Court, Santa Monica</td>
<td>Third Street Promenade &amp; Bus Transit</td>
</tr>
<tr>
<td>Ball Park Village, San Diego</td>
<td>San Diego Trolley – under construction</td>
</tr>
<tr>
<td>La Mesa Village Plaza, La Mesa</td>
<td>San Diego Trolley</td>
</tr>
<tr>
<td>Grossmont Trolley Station</td>
<td>San Diego Trolley – under construction</td>
</tr>
<tr>
<td>Oreno Station, Hillsboro, Oregon</td>
<td>Light Rail</td>
</tr>
<tr>
<td>Mission Bay, San Francisco</td>
<td>New light rail opening in 2006</td>
</tr>
<tr>
<td>Museum Place, Portland, Oregon</td>
<td>Portland Streetcar</td>
</tr>
<tr>
<td>Mocking Bird Station, Dallas, Texas</td>
<td>3 blocks from MAX rail station</td>
</tr>
<tr>
<td>Pleasant Hill, San Francisco Bay Area</td>
<td>Bay Area Rapid Transit (BART)</td>
</tr>
<tr>
<td>The Crossings, Mountain View, CA</td>
<td>Caltrain</td>
</tr>
<tr>
<td>Market Square, Denver, Colorado</td>
<td>16th Street Transit Mall</td>
</tr>
<tr>
<td>Cherokee- Gates, Denver</td>
<td>Rail – under construction</td>
</tr>
<tr>
<td>Ohlone Chynoweth Commons, San Jose</td>
<td>Santa Clara Valley Transportation Authority (VTA)</td>
</tr>
<tr>
<td>Fruitvale Transit Village, Oakland</td>
<td>Bay Area Rapid Transit</td>
</tr>
<tr>
<td>Pearl District, Portland, Oregon</td>
<td>Light Rail</td>
</tr>
<tr>
<td>Downtown Brea, CA</td>
<td>Bus</td>
</tr>
<tr>
<td>Downtown Santa Ana, CA</td>
<td>Metrolink</td>
</tr>
<tr>
<td>Downtown Fullerton, CA</td>
<td>Metrolink</td>
</tr>
<tr>
<td>Downtown Long Beach, CA</td>
<td>Metro Blue Line</td>
</tr>
<tr>
<td>Downtown Portland, OR</td>
<td>Light rail</td>
</tr>
<tr>
<td>Downtown San Diego, CA</td>
<td>San Diego Trolley</td>
</tr>
</tbody>
</table>
Figure 2: Southern California Examples of Transit-Oriented and Mixed-Use Developments

*Photographs in this report were taken by Gruen Associates’ staff and are the property of Gruen Associates. Except for the Orangeline, use of these photos by anyone other than Gruen Associates is prohibited.*
Figure 3: Examples of Transit-Oriented Development in Western United States

Photographs in this report were taken by Gruen Associates’ staff and are the property of Gruen Associated. Except for the Orangeline Development Authority, use of these photos by anyone other than Gruen Associates is prohibited.
3. Benefits of Transit-Oriented Developments

Table 2 illustrates TOD principles and potential benefits of TODs.

<table>
<thead>
<tr>
<th>TOD Principles</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td>TODs occupy land within ¼ mile to ½ mile radius around a rail or bus station, or within 125 to 500 acres.</td>
<td>Environmental</td>
</tr>
<tr>
<td>Typically, TOD areas are composed of three elements:</td>
<td>- Improved air quality: Decreased auto trips lead to lower emissions which results in improved air quality.</td>
</tr>
<tr>
<td>- station area with platforms, and transit and passenger amenities,</td>
<td>- Decreased congestion: By increasing transit ridership and decreasing driving, TODs result in reduced congestion.</td>
</tr>
<tr>
<td>- core area within a five-minute walk of the station or about a ¼ mile of the station, that represents bus access points and the most intense employment, residential, and retail uses as well as convenience commercial for passengers, and</td>
<td>- Conservation of land and open space: TODs are compact developments, and therefore, consume less land than lower-intensity, auto-oriented development</td>
</tr>
<tr>
<td>- a neighboring ring of between ¼ to ½ mile of the station containing residential, commercial and other uses.</td>
<td></td>
</tr>
<tr>
<td>A TOD must be a pedestrian-oriented area with amenities such as street trees, benches, crosswalks, decorative paving, and public art. Direct connections between different land uses should be provided.</td>
<td>Economic</td>
</tr>
<tr>
<td>Plans, policies and zoning provisions relating to mix of uses and building setbacks, and providing incentives such as density bonuses, floor area ratio increases, reduction of parking requirements, etc. play a significant role in facilitating a TOD.</td>
<td>- Catalyst for economic development: TODs can act as a catalyst for nearby properties to invest in their development as well.</td>
</tr>
<tr>
<td></td>
<td>- Redevelopment: TODs can be used to redevelop vacant or underutilized properties and declining urban neighborhoods.</td>
</tr>
<tr>
<td></td>
<td>- Decrease infrastructure costs: TODs help in the reduction of infrastructure costs due to compact and infill development.</td>
</tr>
<tr>
<td></td>
<td>- Increased property value: TODs can be used to revitalize the area within ¼ mile of the station.</td>
</tr>
<tr>
<td></td>
<td>- Revenue for transit systems: Increased ridership leads to additional revenues for transit systems.</td>
</tr>
<tr>
<td></td>
<td>- Reduced household spending: By reducing driving costs, TODs contribute to a reduction in household spending on transportation.</td>
</tr>
<tr>
<td></td>
<td>Social</td>
</tr>
<tr>
<td></td>
<td>- Increased housing and employment choices: TODs provide a diversity of housing and employment types within close proximity to the transit station.</td>
</tr>
<tr>
<td></td>
<td>- Greater mobility choices: By creating activity nodes linked by transit, TODs increase mobility options.</td>
</tr>
<tr>
<td></td>
<td>- Health benefits: By providing more opportunities for walking and bicycling, TODs offer direct health benefits.</td>
</tr>
<tr>
<td></td>
<td>- Enhanced sense of community: By bringing more people and businesses close together, and creating a hub of activity, TODs enhance the sense of community.</td>
</tr>
</tbody>
</table>
B. STATION AREA TOD CONCEPTS

1. Orangeline Maglev Alignment and Stations

Twenty potential station locations have been identified for the Orangeline Maglev along its entire route from Irvine Transportation Center to Palmdale Transportation Center. Milestone 3 Report details the alignment and station locations. The stations are categorized based on their potential demand levels as High, Medium or Low. These potential demand levels may change depending on the results of transportation modeling.

<table>
<thead>
<tr>
<th>Potential Demand Level</th>
</tr>
</thead>
<tbody>
<tr>
<td>High</td>
</tr>
<tr>
<td>Palmdale</td>
</tr>
<tr>
<td>Burbank Airport</td>
</tr>
<tr>
<td>Union Station</td>
</tr>
<tr>
<td>Anaheim</td>
</tr>
<tr>
<td>John Wayne Airport</td>
</tr>
<tr>
<td>Irvine</td>
</tr>
<tr>
<td>Mid</td>
</tr>
<tr>
<td>Santa Clarita</td>
</tr>
<tr>
<td>Santa Ana</td>
</tr>
<tr>
<td>Mid</td>
</tr>
<tr>
<td>San Fernando</td>
</tr>
<tr>
<td>Artesia/Cerritos</td>
</tr>
<tr>
<td>Low</td>
</tr>
<tr>
<td>Burbank</td>
</tr>
<tr>
<td>Huntington Park/Vernon/Maywood/Bell</td>
</tr>
<tr>
<td>South Gate/Cudahy</td>
</tr>
<tr>
<td>Downey</td>
</tr>
<tr>
<td>Paramount</td>
</tr>
<tr>
<td>Bellflower</td>
</tr>
<tr>
<td>Cypress/Los Alamitos</td>
</tr>
<tr>
<td>Stanton</td>
</tr>
<tr>
<td>Tustin</td>
</tr>
</tbody>
</table>

Source: Aztec Engineering

2. Overall Vision

The Maglev station area development vision is a TOD surrounding each Maglev station created jointly with each city and with input from the disciplines of urban design, transportation, architecture, planning and market economics. It is about responding sensitively to the neighborhoods in which Maglev stations would be located. Each station area development would be unique to the site, the City and the community. However, station areas will all have a major goal in common, to encourage people to ride transit more often. And more importantly it would embrace the larger goals of neighborhood cohesion, social diversity, conservation, public safety and community revitalization.

In order to develop station area plans, it is critical to establish individual goals and objectives for each station area that would guide the formulation of its vision. As an initial
step to stimulate a discussion about the goals and objectives and the station area visions, the Gruen team suggests a series of generalized principles to guide the early land use planning and urban design initiatives for the individual stations. In later sections of this report, potential development scenarios are presented for one of the station areas: Palmdale (High demand potential). In the next phases of the project, plans and 3D representations for TOD should be prepared for each station. The Authority would work closely with the planning and urban design consultant and each member city to address these objectives and also to assist in funding the Maglev station area improvements.

a. **Overall Goals and Objectives:**

- Be creative and ambitious, and at the same time realistic, when planning for station area development
- Concentrate new development adjacent to Maglev stations
  - Plan new development to fit in and respond as much as possible to the existing vision and policies of the City
  - If appropriate, reallocate planned higher densities and employment facilities from other parts of the City to improve mobility.
  - Provide public and civic uses near the station and an interconnected network of pedestrian friendly streets and pathways linking adjoining neighborhoods with the station
  - Preserve existing single-family developments as much as possible. However, in the station vicinity single-family houses should be planned for redevelopment once the homes outlive their life.
- Use land use as a tool to increase ridership and manage increased traffic activity
  - Maximize development potential within 1/2 mile of the station and 1 mile along primary streets
  - Create opportunities for new amenities, facilities and services not found in the area today
  - Promote a mixed arrangement and intensity of uses that support transit ridership and a pedestrian friendly environment
- Establish a new set of TOD standards
  - Match or be greater than the highest densities found elsewhere in the community
  - Assign minimum densities to land parcels
  - Establish incentives to promote projects that help fund transit
  - Provide for shared parking and parking management
- Make stations easily and safely accessible
  - Establish key gateway points that clearly and efficiently direct all commuters (vehicular, pedestrian and other transit users) to the Maglev station
  - Designate key road crossings as pedestrian-oriented by use of special paving, longer and frequent crossing times
  - Improve key street and pedestrian connections between station and adjoining retail land use and/or residential land use including wide sidewalks, street trees, furniture and frequent cross over points
b. **Population Projections**

It is important to understand that growth projections by regional agencies for various station areas are mostly available for up to a 30-year period. However, a project of this magnitude will reach its build-out stage in a much longer period. Therefore, the development scenarios need to be ambitious and could be derived from historical studies of how cities have changed over time and responded to various means of transportation.

Appendix F shows SCAG projections as a tool for shifting development to the station area from other parts of the City in order to more efficiently utilize existing roadways and transit.

c. **Station Design**

1. **Station Design Character**

Most if not all of the Orangeline Maglev stations would be elevated. These would be truly easy-to-use, new-generation stations. Their layout would be spacious and well lighted, materials and finishes would be easy to maintain and overall they would reduce a burden on the environment. They would provide new opportunities for communities to develop and expand around the station. The station design would incorporate public gathering spaces, provide amenities not currently available in the neighborhood and improve the quality of the pedestrian experience. Each station would be unique to its location and implemented with a complete community design package. The overall character of each station would have similarities to brand the Maglev system, with variations in the size, adjoining uses being served and site conditions. For example:

- **Airport or Intermodal Stations:** These Orangeline Maglev stations would be designed to represent the ‘gateway to the city’ with new station buildings designed with high ceilings, spacious floor space and provisions for passenger information and baggage handling. These would effectively mix and connect with other transportation systems such as airplanes, buses, automobiles and other railroads. These stations could be associated with a hotel and other commercial and entertainment uses. Figure 4 illustrates a Maglev station in Shanghai.

- **Community Stations:** These Orangeline Maglev stations would act as the catalyst for uplifting and revitalizing the community. The station design could make an architectural statement and include wonderful urban spaces to make the neighborhood more attractive. Station designs could help to establish or define the community identity and stimulate the architectural themes for the broader station area.

- **Built-out Area Stations:** Stations which will be located in well-developed areas of the City will explore innovative ways to integrate into an existing development or a building. In such places, the available air rights above the station could also be used for new development.
2. Components of Maglev Station

The Orangeline Maglev station would typically include two spaces: the non-ticketed (free) concourse level; and the ticketed (restricted) platform level. According to a Transrapid study, the minimum width of a station would be approximately 80 ft. for a dual track condition without a bypass for another Maglev. The station area would occupy approximately 2 acres plus areas for bus transfer and park & ride. With these facilities 7 to 14 acres, but perhaps as much as 25 acres could be required depending on the intensity. The Maglev station would range in length from approximately 700 ft. to 1,200 ft. for an 8-section Maglev. The platform height for an elevated station would range from 27 ft. to 31 ft. The concourse area could be located at either the ground or platform level or at a suitable mid level. A station could have multiple concourse areas to provide easy access points for commuters from various directions. The concourse would have a barrier free design and would act as an extension of built and un-built spaces around the station area.

The station design would include besides the building, a series of public spaces offering places where people can gather. These would also work to safely and quickly disperse large crowds in situations of emergency. The station area would be installed with multilingual information display systems and walkway guidance systems to aid visitors and handicapped people. Table 4 summarizes amenities required for each type of station depending on the potential demand level.
<table>
<thead>
<tr>
<th>Amenities and Preliminary Criteria</th>
<th>Station Types</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>High</td>
</tr>
<tr>
<td>Platform Length</td>
<td></td>
</tr>
<tr>
<td>• 5 train (130 mm, 426 ft)</td>
<td>Dependent on ridership</td>
</tr>
<tr>
<td>• 8 train (210 mm, 688 ft)</td>
<td></td>
</tr>
<tr>
<td>Platform Width (minimum)</td>
<td></td>
</tr>
<tr>
<td>• Center or Side (76 ft)</td>
<td></td>
</tr>
<tr>
<td>• Center/Side (94 ft)</td>
<td></td>
</tr>
<tr>
<td>• Skip Stop Capability (additional +30 ft)</td>
<td></td>
</tr>
<tr>
<td>Escalators</td>
<td>6</td>
</tr>
<tr>
<td>Stairs</td>
<td>Dependent on site requirements (min 2)</td>
</tr>
<tr>
<td>Lift/Elevators</td>
<td>2</td>
</tr>
<tr>
<td>Canopy</td>
<td></td>
</tr>
<tr>
<td>100% coverage of platform</td>
<td>Dependent on platform length</td>
</tr>
<tr>
<td>Devices for Pre-Purchase of Fares</td>
<td>4</td>
</tr>
<tr>
<td>System, Directional and Neighborhood Information</td>
<td></td>
</tr>
<tr>
<td>• Station Signs</td>
<td>2</td>
</tr>
<tr>
<td>• Station Markers at Entrances</td>
<td>4</td>
</tr>
<tr>
<td>• Map Kiosk for Route and Neighborhood Destination</td>
<td>8</td>
</tr>
<tr>
<td>• Advance Travel Information Signs</td>
<td></td>
</tr>
<tr>
<td>• Trash Receptacles @ 1/100 of platform length</td>
<td>X</td>
</tr>
<tr>
<td>• Seating to Reflect Usage @ 1 bench/100 ft of platform length</td>
<td>X</td>
</tr>
<tr>
<td>• Bike racks/lockers (number depends on location)</td>
<td>Clean mobility center</td>
</tr>
<tr>
<td>• Security Devices such as Cameras, Emergency Phases, Voice Interaction or panic Buttons</td>
<td>TBD by systems</td>
</tr>
<tr>
<td>• Decorative Paving – Stone on Platform</td>
<td>X</td>
</tr>
<tr>
<td>• Pedestrian Lighting on Platform and at Entrance</td>
<td>Every 25 ft of platform</td>
</tr>
<tr>
<td>• Lighting Under Sub Structure</td>
<td>Every 25 ft of platform</td>
</tr>
<tr>
<td>• Landscaping and Hardscaping of Underside of Canopy and Entrances to Canopy</td>
<td>Full platform length</td>
</tr>
<tr>
<td>• Restrooms for Operators at Some Stations</td>
<td>Depends on ridership</td>
</tr>
<tr>
<td>• Park and Ride Lots and Structures</td>
<td></td>
</tr>
</tbody>
</table>
### Table 4
**Draft Matrix Of Transit And Passenger Amenities At Stations**

<table>
<thead>
<tr>
<th>Amenities and Preliminary Criteria</th>
<th>Station Types</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>High</td>
</tr>
<tr>
<td>Water Hookup for Cleaning</td>
<td>X</td>
</tr>
<tr>
<td>Water Fountain (optional)</td>
<td></td>
</tr>
<tr>
<td>Public Art (incorporated as an integral element of station design)</td>
<td></td>
</tr>
<tr>
<td>Potential Revenue Generating Facilities</td>
<td></td>
</tr>
<tr>
<td>Vending Machines</td>
<td></td>
</tr>
<tr>
<td>Café</td>
<td>X</td>
</tr>
<tr>
<td>Newsstand</td>
<td>X</td>
</tr>
<tr>
<td>Consolidated Newspaper Racks</td>
<td></td>
</tr>
<tr>
<td>Flowerstand</td>
<td>X</td>
</tr>
<tr>
<td>Advertising</td>
<td></td>
</tr>
<tr>
<td>Advertising Kiosks (depending on City policies)</td>
<td></td>
</tr>
<tr>
<td>Naming Rights</td>
<td>X</td>
</tr>
<tr>
<td>Public Gathering Spaces</td>
<td></td>
</tr>
<tr>
<td>Enclosed Air Conditioning Waiting Area</td>
<td>X</td>
</tr>
<tr>
<td>Public Restrooms (optional)</td>
<td>X</td>
</tr>
<tr>
<td>Public Phones (PUC)</td>
<td></td>
</tr>
</tbody>
</table>

**Linkages to Surrounding Neighborhoods**

<table>
<thead>
<tr>
<th>¼-mile Walking Distance from Station</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>More intensive sidewalks and pedestrian pathway components</td>
<td>X</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Decorative pedestrian crosswalks, street bridges from platform depending on site conditions</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Landscaping</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>½-mile Walking Distance from Station</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Sidewalk improvements</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Street trees</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
</tbody>
</table>

Neighborhood Traffic Calming: Depends on conditions

Agreement Issues

Sound Walls along alignment: Depends on adjacent conditions

*Source: Transrapid, Gruen Associates, Aztec Engineering*
C. PALMDALE STATION SCENARIOS

The TOD scenario for the Palmdale Maglev Station area, as an example for planning all station areas, is only a beginning point for developing a community-based vision for station area development. A quick review of recent City plans was done; however input from city planners, city officials, and stakeholders in the area as well as more detailed analysis needs to be undertaken in later phases.

1. Existing Conditions

The probable location of the Maglev Station (Figure 5) in City of Palmdale is within a five-minute walking distance from the newly built and operational Palmdale Transportation Center. This multi-modal Center is the transit hub for Antelope Valley Transit Authority. It serves the City’s public bus system, as well as Amtrak, Greyhound and Metrolink commuter rail. In the future, the proposed California High Speed Rail System could stop at the Transportation Center. The Palmdale Regional Airport would also be served by connecting the Orangeline Maglev to the Airport terminal either directly or via a secondary transit link.

The proposed Maglev station would be situated between the existing railway line to the East and 6th St. E. to its West. The current land use (Figure 6) for the station site according to SCAG is ‘transportation and utilities’. The 1/2 mile circle of influence around the station comes under two jurisdictions: City of Palmdale and Los Angeles County. Most of the land in this area is vacant. This provides area plans with potential for TOD and planning for infrastructure to serve long term needs around the station area. The site’s nearness to the Palmdale Regional Airport, which is envisioned to become a major airport in the future, could make possible the use of the Orangeline Maglev for freight, airport workers and airline passengers. The station design and other development scenarios should recognize such potentials. Because of the United States Air Force Plant 42 Airport facility, portions of developable area fall within the Airport Accident Potential Zone II as established by the Air Force. This would require development standards to be in compliance with the Federal Aviation Administration (FAA) regulations for this area and could limit some uses, depending on future airport operating scenarios.

Additionally, the area to the south and southeast of the proposed station falls under the City’s Redevelopment Plan Area. One of the neighborhoods in the area is designated a ‘Focus Neighborhood’ under the City’s ‘Neighborhood Improvement Program’. These program areas would help bring in additional grants and provide incentives for infrastructure improvements in the station vicinity.
Figure 5: Existing conditions in Palmdale station vicinity
Figure 6: Existing land uses within ½ mile of the Palmdale station
2. Proposed Land Uses and Opportunities and Constraints

As per the SCAG data, the City of Palmdale had a population of 117,729 in 2000. Most recent Department of Finance data show a current population of 141,000. The City’s population is expected to grow by approximately 200,000 by 2030 to 337,314. Considering population in the 1/2 mile circle of influence around the station, the 2000 population in the demarcated area stood at 941, which is estimated to grow more than four fold to 4,069. With an Orangeline Maglev station, the population could grow to an even higher level.

Proposed land uses per the City of Palmdale’s General Plan are shown in Figure 7. The City of Palmdale General Plan designates most of the station area, including area under the County of Los Angeles, as Industrial or Business Park.

The recently prepared Draft Palmdale Transit Village Specific Plan (Figure 8) includes 100 acres of area. Development within the Specific Plan area will likely be built through private investment, or possibly through public/private ventures. The Plan will become the blueprint for future development.

The proposed High Desert Corridor which would provide for east-west transportation from the Antelope Valley freeway to the Inland Empire as well as a link to the expanded Palmdale Airport is shown in Figure 7. The existing conditions and proposed development in the proposed Orangeline Maglev Station vicinity provide the following opportunities and issues/ constraints to formulate a vision for growth.

a. Opportunities:

- Integration with the already operational Palmdale Transportation Center
- Strategic location within the Draft Palmdale Transit Village Specific Plan
- Nearness to Palmdale Regional Airport with potential for direct connections
- Plenty of vacant and developable land
- Inflow of grants through Redevelopment Plan Area and Neighborhood Improvement Program Zones
- Newly planned High Desert Corridor would serve the station area and link to future Airport expansion
- Mix of land uses in the vicinity including residential, commercial, industrial, public facilities and open spaces
- Located at one end of Orangeline Maglev alignment

b. Issues and Constraints:

- Area within circle of influence is under multiple jurisdictions
- Some portions have limited development potential because of airport zone restrictions
- Maglev station is not a part of already prepared development schemes for the area
- Linking the station efficiently to the newly built transit center
- Dominant land use in the area is industrial and manufacturing which is not employment intense
Figure 7: Proposed land uses and other improvements in Palmdale station vicinity
Figure 8: Proposed transit village plan

Legend
- Circle of influence around transit station
- Jurisdiction limits
- Existing Transit Center

*Figure 8: Proposed transit village plan*
3. Goals and Objectives:

- Maglev station and transit center (including high speed rail connection) should be in close proximity to facilitate easy and fast transfers
- Design as a ‘gateway station’ - its future status once the Palmdale Airport expansion is completed
- Establish a new edge to east of 6th St. complementing the planned TOD Village
- Enhance public space qualities
- Tree lined streets, shaded sidewalks and bicycle paths leading to station and transit center
- Sphere of influence to be more employment oriented

4. Initial Development Guidelines

Considering the presence of large tracts of vacant land in proximity to the proposed Orangeline Maglev Palmdale Station, the proposed scenarios envision a new TOD fabric with high population and employment density. Regional growth modeling scenarios by SCAG show a modest density in year 2030 of 8 persons/acre in the ½ mile radius around the station area. Considering a household size of 3.40 (2000 US Census) this amounts to 2.35 dwelling units/acre (in 2030).

The development scenarios build on the opportunities created by the existing Transportation Center and the proposed Palmdale Airport expansion. This presents opportunities for intense residential densities at the same time provisions for large employment facilities. The existing vacant station vicinity area would be used to establish a new sense of community life with less time in traffic, more housing options and preservation of open space. These are all elements of an improved “quality of life”, which the following development guidelines will work to provide:

- Suggested average housing density of over 40du/ac including multifamily, town homes and single family.
- Airport supportive uses and rail supportive facilities- focus for airport impacted areas
- Plaza adjacent to Maglev station and other public facilities
- A trail network to connect new development to existing and planned open spaces

5. Alternative Development Scenarios

a. Option 1

This scenario works to build a relationship between the station area development and the existing urban fabric of City of Palmdale so that the new TOD is developed as an integral part of the city. This option concentrates equally on developing a large residential base and an industrial/ employment center. It connects the station strongly to the Palmdale Transit Village Specific Plan and introduces some of the suggested TOD standards such as boulevard streets and pedestrian focused intersections. Further across Sierra Highway on the east side, it proposes park-and-ride facilities and an elevated bridge connection to the station (Figure 9).
Figure 9: Palmdale station development option 1
This section of East Avenue Q Drive would have street fronting shops with wide sidewalks and traffic calming. The large residential parcels would have a mix of housing by type and income levels. Following are some of the development standards for this scenario:

- Building heights up to 65 feet
- Provision of additional institutional land uses and community facilities
- A system of trails connecting green spaces
- Buffers between un-friendly land uses
- Residential densities of over 40 du/ac
- Multi-story park and ride lots
- Hotel and retail mixed use building
- Industrial uses in the north where residential uses are not appropriate

b. Option 2

This scenario is consistent with the County plans for industrial uses east of Sierra Highway, rather than a primary focus on residential as shown in Option 1. This option would capitalize on Maglev as a significant freight carrier. This combined with the nearby rail and airport facilities would make this area a significant employment center. This in turn could lead to a high demand in housing and other supportive retail activity in the area to increase the critical mass of mixed-use activities. Key factors of this option include:

- Large employment based activities
- Infrastructure to support large freight oriented facilities
- Multi-family and mixed income housing west of Sierra Highway similar to Palmdale Village Specific Plan
- Additional supportive developments such as business parks, office complexes and medical facilities

6. Precedents

- Fruitvale Village, Oakland
- Crossings, Mountain View, CA
- Ohlone-Chynoweth, San Jose, CA
- Mission Meridian Village, South Pasadena
- Brea, California
- Main Street, Santa Clarita
- Fullerton, California

Photographs of successful TOD projects are shown on the following pages. Common to all of the examples is attention to public spaces, safe and friendly pedestrian environments, and quality urban design.
Figure 10: Precedent examples for Option 1

Fruitvale Transit Village, Oakland

Paseo Nuevo, Santa Barbara

Santa Clarita Main Street

The Grove, Los Angeles

Santa Monica, CA

Retail and Restaurant under Paris Viaduct
Figure 11: Precedent examples from Pearl District, Portland for Option 2
D. Other Urban Design Concepts

The following sections (Figure 14) show some of the typical conditions along the right-of-way and potential ideas to developing it as an urban amenity with buffer zones for existing uses. The ideas presented in the three sections are general in nature and can be varied based on the specific needs of the site, market conditions and development potential. Therefore these three scenarios can generate a large number of interesting permutations and combinations.

1. Section 1: This provides a function open space amenity to the residential uses on either side of the right-of-way. The viaduct would separate out the slow moving pedestrians from the faster traffic of bikers and skate boarders. These paths would be paved, shaded by trees and would have street lights for evenings. The meandering pedestrian path would also have some relief areas with benches and flower beds. These paths would provide additional value along this new edge and create short-cut connections and linkages. The Maglev viaduct would be built with sound insulation walls.

2. Section 2: This proposes to buy out the adjacent residential property to build a new multi-storied condominium building. This new building would be designed with insulation against possible Maglev noise impacts and would also act as a buffer for other older buildings. The right-of-way development option combines the bikeway and pedestrian path on one side of the viaduct. The other side could be used to run a people mover service between Maglev station and some nearby critical rider catchments.

3. Section 3: This proposes to create new mixed use development in the right-of-way. The viaduct space could be built with retail or office buildings and could even have multi-level parking structures. The buildings on the edge could be converted to mixed-use with retail on the ground floor creating a new commercial street with pedestrian-oriented design and activities.
Figure 12: From top: Section 1, Section 2 & Section 3
E. APPENDIX
## ORANGELINE - Socio-economics within 1/2 mile of stations (DRAFT)*

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<td>8,325</td>
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<td>2,526</td>
<td>6,590</td>
<td>29%</td>
<td>18%</td>
<td>10%</td>
<td>13</td>
<td>4</td>
<td>15</td>
<td>9</td>
<td>8,244</td>
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<td>9,918</td>
<td>5,842</td>
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<tr>
<td>Huntington Park (Transportation Center)</td>
<td>9,682</td>
<td>10,164</td>
<td>2,503</td>
<td>12,366</td>
<td>3,003</td>
<td>3,182</td>
<td>28%</td>
<td>22%</td>
<td>31%</td>
<td>19</td>
<td>5</td>
<td>25</td>
<td>6</td>
<td>12,323</td>
<td>3,069</td>
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<tr>
<td>Anaheim</td>
<td>1,072</td>
<td>1,277</td>
<td>474</td>
<td>1,597</td>
<td>576</td>
<td>6,728</td>
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<td>39%</td>
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<td>2</td>
<td>13</td>
<td>3</td>
<td>13</td>
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<tr>
<td>Santa Ana (13th/8 St/8 St/75)</td>
<td>5,236</td>
<td>5,675</td>
<td>1,866</td>
<td>5,790</td>
<td>1,876</td>
<td>5,032</td>
<td>11%</td>
<td>1%</td>
<td>10%</td>
<td>10</td>
<td>9</td>
<td>12</td>
<td>10</td>
<td>6,664</td>
<td>5,823</td>
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<td>20th Way/e (Front of the Airport)</td>
<td>565</td>
<td>10,844</td>
<td>1,144</td>
<td>1,653</td>
<td>1,096</td>
<td>12,247</td>
<td>192%</td>
<td>125%</td>
<td>13%</td>
<td>1</td>
<td>22</td>
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<td>Anaheim (Transportation Center)</td>
<td>349</td>
<td>1,299</td>
<td>407</td>
<td>1,748</td>
<td>543</td>
<td>3,559</td>
<td>401%</td>
<td>323%</td>
<td>80%</td>
<td>1</td>
<td>4</td>
<td>3</td>
<td>7</td>
<td>444</td>
<td>2,519</td>
<td>2,225</td>
<td>4,536</td>
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</tbody>
</table>

### Cities Socio-Economic Data

** METHODOLOGY

Southern California Association of Governments' (SCAG) forecast of population, housing and employment data was used for this analysis. SCAG data is subdivided into 3,191 Transportation Analysis Zones (TAZs). GIS was used to estimate future population, h

** Optional station

---

<table>
<thead>
<tr>
<th>Station Area (1/2 mile radius)</th>
<th>Acres</th>
<th>Sq. m.</th>
</tr>
</thead>
<tbody>
<tr>
<td>502.9</td>
<td>0.8</td>
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</tr>
</tbody>
</table>
## Table 2

### Land Use Areas within 1/2 mile of the station

<table>
<thead>
<tr>
<th>Land Use</th>
<th>Palmdale</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>Area (SF)</td>
<td>Area (Acres)</td>
</tr>
<tr>
<td>Agriculture</td>
<td>213,193</td>
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<tr>
<td>Commercial</td>
<td>551,606</td>
<td>12.7</td>
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<td>Educational Facilities</td>
<td>92,855</td>
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<tr>
<td>Industrial</td>
<td>2,142,897</td>
<td>49.2</td>
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<tr>
<td>Low Density Residential</td>
<td>2,639,381</td>
<td>60.6</td>
</tr>
<tr>
<td>Medium-High Density Residential</td>
<td>1,982,394</td>
<td>45.5</td>
</tr>
<tr>
<td>Office</td>
<td>138,870</td>
<td>3.2</td>
</tr>
<tr>
<td>Open Space and Recreation</td>
<td>845,520</td>
<td>19.4</td>
</tr>
<tr>
<td>Public Facilities</td>
<td>648,712</td>
<td>14.9</td>
</tr>
<tr>
<td>Transportation and Utilities</td>
<td>1,508,582</td>
<td>34.6</td>
</tr>
<tr>
<td>Under Construction</td>
<td>0</td>
<td>0.0</td>
</tr>
<tr>
<td>Vacant</td>
<td>11,131,599</td>
<td>255.5</td>
</tr>
<tr>
<td>TOTAL</td>
<td>21,895,608</td>
<td>502.7</td>
</tr>
</tbody>
</table>
Figure 1: Existing Land Uses within 1/2 mile of the Santa Clarita Station
Figure 2: Existing Land Uses within 1/2 mile of the San Fernando Station

Legend
- Agriculture
- Commercial
- Educational Facilities
- Industrial
- Low Density Residential
- Medium-High Density Residential
- Office
- Open Space and Recreation
- Public Facilities
- Rural Density Residential
- Transportation and Utilities
- Vacant
- Water and Floodways
- Under Construction
Figure 3: Existing Land Uses within 1/2 mile of the Burbank Station
Figure 4: Existing Land Uses within 1/2 mile of the Glendale Station
Figure 5: Existing Land Uses within 1/2 mile of the Union Station
Figure 6: Existing Land Uses within 1/2 mile of the Huntington Park Station
Figure 7: Existing Land Uses within 1/2 mile of the South Gate Station
Figure 8: Existing Land Uses within 1/2 mile of the Downey Station
Figure 9: Existing Land Uses within 1/2 mile of the Paramount Station
Figure 10: Existing Land Uses within 1/2 mile of the Bellflower Station
Figure 11: Existing Land Uses within 1/2 mile of the Artesia/Cerritos Station
Draft Report- Concepts for Transit-Oriented Development in Proposed Station Areas

Figure 12: Existing Land Uses within 1/2 mile of the Cypress Station

Legend
- Agriculture
- Commercial
- Educational Facilities
- Industrial
- Low Density Residential
- Medium-High Density Residential
- Office
- Open Space and Recreation
- Public Facilities
- Rural Density Residential
- Transportation and Utilities
- Vacant
- Water and Floodways

Source: SCAG Land Use, 2000, Gruen Associates 3-3-06

Figure 12: Existing Land Uses within 1/2 mile of the Cypress Station
Figure 2713: Existing Land Uses within 1/2 mile of the Stanton Station

Legend:
- Agriculture
- Commercial
- Educational Facilities
- Industrial
- Low Density Residential
- Medium-High Density Residential
- Open Space and Recreation
- Public Facilities
- Rural Density Residential
- Transportation and Utilities
- Under Construction

Source: SCAG Land Use, 2000, Gruen Associates 3-10-06

Miles
Figure 28: Existing Land Uses within 1/2 mile of the Anaheim Station

Legend
- Agriculture
- Commercial
- Educational Facilities
- Industrial
- Low Density Residential
- Medium-High Density Residential
- Office
- Open Space and Recreation
- Public Facilities
- Rural Density Residential
- Transportation and Utilities
- Vacant
- Water and Floodways
- Under Construction

Source: SCAG Land Use, 2000, Gruen Associates 3-3-06
Figure 29: Existing Land Uses within 1/2 mile of the Santa Ana Station

Legend
- Agriculture
- Commercial
- Educational Facilities
- Industrial
- Low Density Residential
- Medium-High Density Residential
- Office
- Open Space and Recreation
- Public Facilities
- Rural Density Residential
- Transportation and Utilities
- Vacant
- Water and Floodways
- Under Construction

Source: SCAG Land Use, 2000, Gruen Associates 3-17-06

Miles: 0 0.125 0.25 0.5
Figure 30: Existing Land Uses within 1/2 mile of the John Wayne Airport Station
Figure 3114: Existing Land Uses within 1/2 mile of the Irvine Station
AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Albert Perdon, Executive Director
DATE: July 12, 2006

SUBJECT: First Consideration of Milestone 8 – Costs and Revenue

ARCADIS Team member Frank Sherkow of AZTEC Engineering will present an overview and conceptual outline of the Milestone 8 report and the result of work completed to date.

Milestone 8 defines the critical aspects of Orangeline Maglev costs and revenues. This report will serve as the basis for determining the financial viability of the Orangeline Maglev project.

The report will provide background on the methodology used in developing the cost estimate, the confidence attributed to the cost estimates for major project elements and for the overall project, and the elements of risk and uncertainty that must be addressed in the next phase of work.

The revenues side of the report will describe the results of modeling work performed by the ARCADIS Team. Assumptions used in developing the ridership numbers will be described, as well as the assumptions on fares, demographics and other key input variables that impact ridership and revenues.

The preliminary outline of the Milestone 8 – Costs and Revenue report is shown in Attachment 1.

RECOMMENDATION

The following is recommended to the Board:

1. Review and discuss the information provided;
2. Provide direction to staff;
3. File this report

ATTACHMENT:

1. Milestone 9 – Costs and Revenue Report Preliminary Outline
Milestone 8 – Costs and Revenue Report Preliminary Outline
July 7, 2006

One of the essential parts of the assessment of the “business viability” for the Orangeline Maglev project is the estimate of costs and revenues. Many interdependent factors contribute to this analysis. In addition, financial items which are dependent on borrowed funding, the issue of interest rates and borrowing terms are very important.

The Milestone 9 – Financial Plan report will provide details concerning the revenue elements, including debt service, and how the items interrelate.

The cost items can be separated into three groups:

- Capital
- Operations
- Debt Service

The revenue items can be separated into eight groups:

- System Operations (User fees)
- Advertising, Concessions, Naming Rights, and Special Uses
- Joint Development, Leases, and Air Rights
- Impaction Fees, and Assessment Districts
- Density Transfers
- Grants
- Sell of Excess Power
- Ownership Shares (outside investors)

The following is a more detailed list of these cost and revenue groups.

CAPITAL COST ELEMENTS

1) Structures/Foundations/Tunnels
   a) Nominal Viaducts (Double Track)
   b) Nominal Viaduct (Single Track)
   c) Medium-High Viaducts (Double Track)
   d) High (Double Track)
   e) Special Structures and Bridges
   f) Tunnels (Double Track)

2) Earthwork
   a) Cut
   b) Fill
   c) Drainage

3) Stations/Maintenance Facilities
   a) Stations
i) Large Stations
ii) Mid-Sized Stations
iii) Small Stations

b) Parking Facilities (approximately $60.00 per space per day)

c) Operations & Maintenance Facilities
   i) Main Maintenance Facility
   ii) Decentralized Maintenance Facilities
   iii) Operational and Other Facilities

4) Guideway/Communications/Signals/Power
   a) System Guideway (Double Track)
   b) System Guideway (Single Track)
   c) Power Substations/Distribution
   d) Electric/Signals/Communications
   e) Soundwalls (Noise Protection)
   f) Safety Fencing/Landscaping
   g) Renewal/Solar Facilities and Equipment

5) Vehicles
   a) Eight-section Vehicle
   b) Guideway Maintenance and Yard Units

6) ROW/Utility Relocation
   a) Right-of-Way
      i) ROW - Dense Urban (50')
      ii) ROW - Urban (50')
      iii) ROW – Suburban (50')
      iv) ROW – Rural (50')
      v) ROW – Commercial Areas
      vi) ROW - Industrial (50')

   b) Utility Relocation
      i) In Dense Urban Area
      ii) In Urban Areas
      iii) In Suburban Areas
      iv) In Rural Areas
      v) In Commercial Areas
      vi) In Industrial Areas

   c) Right-to-Use and/or Franchise Fees

7) Landscaping and Aesthetics

8) Preconstruction and Construction Support
   a) Surveying
   b) Engineering
   c) Construction Management
   d) Project/Program Management
   e) Environmental Mitigation
   f) Maintenance of Traffic
   g) Testing and Certification (cars and beams)
   h) Beam Fabrication Factory
   i) Special Construction Equipment
   j) Administration & Legal
9) **Public Agency Costs**
   a) Authority Oversight and Administration
   b) Member Agency participation

10) **Contingency**

**OPERATING & MAINTENANCE COSTS**

1) **Maintenance of Way**

2) **Maintenance of Equipment**

3) **Transportation/Energy**
   a) Train Operations/Dispatching/Communications
   b) Power

4) **Passenger/Traffic Services**
   a) Marketing/Reservations/Ticketing
   b) Passenger/Station Services
   c) Parking Operations (could be responsibility of 3rd party)
   d) Bus Operations (could be responsibility of 3rd party)
   e) Buses and Cars/Vans
   f) Station Operations (could be responsibility of 3rd party)

5) **General & Administrative**
   a) General Administrative/Support
   b) Insurance
   c) Security

6) **Public Agency**
   a) Authority Oversight and Administration
   b) Member Agency Participation

**DEBT SERVICE**

**REVENUE**

1) **System Operations**
   a) Passengers
   b) Light Freight and Packages
   c) Heavy Cargo
   d) Parking

2) **Advertising, Concessions, Naming Rights, Special Uses**

3) **Joint Development, Leases, and Air Rights**

4) **Impaction Fees, Assessment Districts**

5) **Density Transfers**

6) **Grants**
7) Sell of Excess Power
8) Ownership Shares (outside investors)
9) Financing (bonds, loans, credit enhancements)
DEVELOPMENT AUTHORITY

AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Albert Perdon, Executive Director
DATE: July 12, 2006

SUBJECT: Approval of Warrant Register

The Authority’s Treasurer, Jack Joseph, has completed the transition of the Authority’s cash management and financial reporting system from the Gateway Cities Council of Governments accounting system to the Authority’s own system. A new checking account has been established at the Bank of America’s Paramount Branch. The Chairman and Vice Chairman have signature authority for checks and for making disbursements.

Beginning with the new fiscal year, the Board will now receive a copy of the Warrant Register and be asked to approve it.

A copy of the Warrant Register for the period 7/1/2006 to 7/12/2006 is shown in Attachment 1.

Staff recommends that the Board approve Warrant Register items 1001 through 1014.

Attachment:

1. Warrant Register for July 1, 2006 to July 12, 2006
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<thead>
<tr>
<th>Document Number</th>
<th>Payee</th>
<th>Document Amount</th>
<th>Fund Title</th>
<th>Transaction Description</th>
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<td>1001</td>
<td>Scot Larsen</td>
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<td>General Fund</td>
<td>Orange Line Authority Stipend for 06/14/06</td>
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<td></td>
<td>Total Scot Larsen</td>
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<tr>
<td>1002</td>
<td>Frank Garule</td>
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<td>General Fund</td>
<td>Board Meeting Stipend for 06/14/2006</td>
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<tr>
<td></td>
<td>Total Frank Garule</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>1003</td>
<td>Paul Bowden</td>
<td>100.00</td>
<td>General Fund</td>
<td>Board Meeting Stipend for 06/14/2006</td>
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<td></td>
<td>Total Paul Bowden</td>
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<td>1004</td>
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<td>Total Kirk Carstian</td>
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<td>Total Fred Freeman</td>
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<tr>
<td>1007</td>
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<td>General Fund</td>
<td>Board Meeting Stipend for 06/14/2006</td>
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<td></td>
<td>Total Thomas Martin</td>
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</tr>
<tr>
<td>1008</td>
<td>Daryl Hoftmeyer</td>
<td>100.00</td>
<td>General Fund</td>
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<td>Transaction Description</td>
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<td>Board Meeting Stipend</td>
</tr>
<tr>
<td></td>
<td>Marla Davis</td>
<td>100.00</td>
<td>Fund</td>
<td>06/14/06</td>
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<td>1011</td>
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<td>100.00</td>
<td>General</td>
<td>Board Meeting Stipend</td>
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<td></td>
<td>Albert Perdon &amp; Associates,</td>
<td>13,333.00</td>
<td>General</td>
<td>Professional Services</td>
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<td>1012</td>
<td>Inc.</td>
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<td>Fund</td>
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<td>Albert Perdon &amp; Associates,</td>
<td>467.73</td>
<td>General</td>
<td>Travel Expenses-Shanghai Maglev Trip 4/5-4/13/06</td>
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<td>1013</td>
<td>Inc.</td>
<td>13,860.73</td>
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<td>ARCADIS</td>
<td>75,503.70</td>
<td>Fund</td>
<td>for May 2006</td>
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<td>Report Total</td>
<td></td>
<td>90,404.43</td>
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</tbody>
</table>
MEMORANDUM

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: July 12, 2006

SUBJECT: Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to Authorize Investment of Monies in the Local Agency Investment Fund.

RECOMMENDATION

That the Board adopts the attached Resolution:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO AUTHORIZE INVESTMENT OF MONIES IN THE LOCAL AGENCY INVESTMENT FUND.

DISCUSSION

Since the Authority began generating revenues to fund its operation, monies have been deposited in an account of the Gateway Cities Council of Governments. The Authority has now established its own bank checking account and its own financial reporting system.

In order to maintain the Authority’s funds in a safe place while earning interest, it is recommended that the Authority deposit funds not needed for immediate expenses in the Local Agency Investment Fund.

The Local Agency Investment Fund was created by the Legislature in the State Treasury specifically for the deposit of money of a local agency for purposes of investment by the State Treasurer.

Depositing money in the Local Agency Investment Fund in accordance with the provisions of Section 16429.1 of the Government Code for the purpose of investment is in the best interests of the Orangeline Development Authority.

ATTACHMENT:

1. A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO AUTHORIZE INVESTMENT OF MONIES IN THE LOCAL AGENCY INVESTMENT FUND.
A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE ORANGELINE DEVELOPMENT AUTHORITY TO
AUTHORIZE INVESTMENT OF MONIES IN THE
LOCAL AGENCY INVESTMENT FUND.

WHEREAS, pursuant to Chapter 730 of the statutes of 1976, Section 16429.1 was added to the California Government Code to create a Local Agency Investment Fund in the State Treasury for the deposit of money of a local agency for purposes of investment by the State Treasurer; and

WHEREAS, the Board of Directors does hereby find that the deposit and withdrawal of money in the Local Agency Investment Fund in accordance with the provisions of Section 16429.1 of the Government Code for the purpose of investment as stated therein as in the best interests of the Orangeline Development Authority;

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:

The following Orangeline Development Authority officers or their successors in office are authorized to order the deposit or withdrawal of monies in the Local Agency Investment Fund:

<table>
<thead>
<tr>
<th>Name</th>
<th>Name</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jack M. Joseph</td>
<td>Albert Perdon</td>
<td>Name</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Executive Director</td>
<td>Title</td>
</tr>
<tr>
<td>Name</td>
<td>Signature</td>
<td>Signature</td>
</tr>
</tbody>
</table>

The Secretary shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this day of , 2006.

SCOTT A. LARSEN, Chairman

ATTEST:

ART GALLUCCI, Secretary
I HEREBY CERTIFY that the foregoing Resolution was adopted by the Board of Directors of the Orangeline Development Authority at a regular meeting held on the __________ day of _____________________, 2006, by the following vote, to wit:

AYES:   Board Members:
NOES:   Board Members:
ABSENT: Board Members:
ABSTAIN: Board Members:

_______________________________
ART GALLUCCI, Secretary
The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline maglev system in Southern California. The Authority is composed of the following public agencies:

- City of Artesia
- City of Bell
- City of Bellflower
- City of Cerritos
- City of Cudahy
- City of Downey
- City of Huntington Park
- City of Los Alamitos
- City of Maywood
- City of Palmdale
- City of Paramount
- City of Santa Clarita
- City of South Gate
- City of Vernon

**Chairman**  
Scott Larsen  
Councilmember, City of Bellflower

**Secretary**  
Art Gallucci  
City Manager, City of Cerritos

**General Counsel**  
Michael Colantuono  
Colantuono & Levine, PC

**Treasurer/Auditor**  
Jack Joseph  
Gateway Cities COG

**Executive Director**  
Albert Perdon, P.E.

**Supporting Agencies**  
Gateway Cities Council of Governments  
Southern California Association of Governments  
City of Garden Grove  
City of Huntington Beach  
City of Long Beach  
City of Stanton

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**DEVELOPMENT AUTHORITY**

**AGENDA REPORT**

**TO:**  Members of the Orangeline Development Authority  

**FROM:**  Albert Perdon, Executive Director

**MEETING DATE:**  July 12, 2006

**SUBJECT:**  Communication Items to the Board - Updated

**Treasurer’s Report**

The Treasurer’s Report for the month of June 2006 is shown in Attachment 1.

**Member and Financial Status**

The Member and Financial Status Report is shown in Attachment 2.

**Meetings**

The Executive Director participated in the following meetings:

- **Caltrans** – June 22, 2006; meeting with Sunny McPeak, Secretary, California Business, Transportation & Housing Agency
- **City of Los Angeles** – June 26, 2006; meeting with Chairman Scott Larsen and City Council Member Wendy Greuel, Chair, Transportation Committee.
- **Authority Budget Committee** – June 28, 2006; review of FY2006-2007 Budget

**Legislation**

As of July 6, 2006, AB2882 is still in the State Senate. It is not known when the Senate will take the bill up for a vote. The Board will be informed as soon as there is action on the bill.

**RECOMMENDATION**

The following is recommended to the Board:

1. Review and discuss the information provided; and
2. Receive and file the report.

**ATTACHMENTS**

1. Treasurer’s June 2006 Report  
2. Member and Financial Status Report as of July 11, 2006

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info@calmaglev.org • Phone 310.871.1113 • Fax 562.924.0152  
16401 Paramount Boulevard • Paramount • California 90723 • USA • www.orangeline.calmaglev.org
TREASURER’S REPORT
ORANGELINE DEVELOPMENT AUTHORITY
June 2006

Beginning Balance (6-1-06) $357,866.71

Receipts: 0.00

Expenditures: 0.00

Ending Balance (6-30-06) $357,866.71

______________________________
Jack M. Joseph
Treasurer
ORANGELINE DEVELOPMENT AUTHORITY
MEMBER AND FINANCIAL STATUS

Currently, there are fourteen cities that have adopted the Orangeline Development Authority Joint Exercise of Powers Agreement, effectively forming the joint powers authority. The Authority’s administrative operations are funded from member agency investment contributions, as shown in the table below. A portion of the amounts received from member cities during FY2005-2006 is used to match a $1.1 million in-kind investment contribution by the Authority’s development partner. The Authority is seeking additional funding from both public and private sources.

**Authority Member Agency Investment Contributions**

*for FY 2005-2006*

(as of July 11, 2006)

<table>
<thead>
<tr>
<th>Member Cities</th>
<th>Total Amount Due</th>
<th>Amount Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>Artesia</td>
<td>$12,707</td>
<td>$12,707</td>
</tr>
<tr>
<td>Bell</td>
<td>$10,277</td>
<td>$10,278</td>
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<tr>
<td>Bellflower</td>
<td>$37,322</td>
<td>$37,322</td>
</tr>
<tr>
<td>Cerritos</td>
<td>$35,604</td>
<td>$35,605</td>
</tr>
<tr>
<td>Cudahy</td>
<td>$11,711</td>
<td>$11,711</td>
</tr>
<tr>
<td>Downey</td>
<td>$21,300</td>
<td>$21,300</td>
</tr>
<tr>
<td>Huntington Park</td>
<td>$21,747</td>
<td>$21,747</td>
</tr>
<tr>
<td>Los Alamitos</td>
<td>$3,950</td>
<td>$3,950</td>
</tr>
<tr>
<td>Maywood</td>
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</tr>
<tr>
<td>Palmdale</td>
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<td>$66,865</td>
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<tr>
<td>Paramount</td>
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</tr>
<tr>
<td>Santa Clarita</td>
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<tr>
<td>South Gate</td>
<td>$49,456</td>
<td>$49,456</td>
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<tr>
<td>Vernon</td>
<td>$14,488</td>
<td>$14,489</td>
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<tr>
<td><strong>Total Member Cities</strong></td>
<td><strong>$403,039</strong></td>
<td><strong>$403,043</strong></td>
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