ORANGELINE DEVELOPMENT AUTHORITY
REGULAR MEETING

Wednesday, August 9, 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.

AGENDA

1. Call to Order
2. Pledge of Allegiance
3. Roll Call and Introduction of Attendees
4. Closed Session
   • Government Code Section 54957 - Public Employee Performance Evaluation
     Title/Position: Executive Director
   • Government Code Section 54957.6 - Conference with Labor Negotiator Authority Board
     Negotiator: Scott Larsen, Chairman
     Unrepresented Employee: Albert Perdon, Executive Director
5. Public Comments
6. Approval of Meeting Minutes of July 12, 2006
7. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to
   Approve the Fiscal Year 2006-2007 Budget
8. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to
   Approve a Professional Services Agreement with Albert Perdon & Associates
9. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to
   Approve a Legal Services Agreement with Colantuono & Levine P.C.
10. Approve selection of a market research firm and authorize negotiation of a professional
    services agreement for a market research study
11. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to
    Approve Milestone 7 – Orangeline Maglev Station Area Development
12. Approval of Warrant Register
13. Adopt a Resolution of the Board of Directors of the Orangeline Development Authority to
    Authorize Investment of Monies in the Local Agency Investment Fund.
14. Communication Items to the Board
15. Communication Items from the Board
16. Adjournment – Next Meeting September 13, 2006
CALL TO ORDER

City of Bellflower Councilmember and Board Chair Scott Larsen called the meeting to order at 6:30 p.m.

PLEDGE OF ALLEGIANCE

City of Paramount Mayor Daryl Hofmeyer led the assembly in the salute to the flag.

INTRODUCTION OF ATTENDEES (* indicates Board Member)

Albert Perdon – Authority Executive Director
*Scott Larsen – Councilmember, City of Bellflower
*Fred Freeman – Mayor, City of Los Alamitos
Yvette Abich – Legal Counsel, Colantuono & Levin
Eduardo Vega – Associate Planner, City of Cerritos
*Paul Bowlen – Mayor, City of Cerritos
*Frank Gurulé – Mayor, City of Cudahy
*Elba Guerro – Vice Mayor, City of Huntington Park
Jack Joseph – Deputy Executive Director, Gateway Cities COG
*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
*Steve Hofbauer – Councilmember, City of Palmdale
Laura Biery – Administrative Analyst II, City of Palmdale
Jose Hernandez – Assistant Planner, City of Artesia
*Bill DeWitt – Councilmember, City of South Gate
Ana Hernandez – Representative, City of Bell
Mary McCormick – Principal, MBI Media
Charlene Palmer – ARCADIS
Sandor Shapery – Shapery Enterprises/ARCADIS Team
Frank Sherkow – Engineering & Planning, Aztec/AGSCE
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 JUNE 14, 2006

MOTION: City of Cudahy Mayor Frank Gurulé moved to approve the meeting minutes of June 14, 2006 as submitted. City of Paramount Mayor Daryl Hofmeyer seconded the motion, which carried with South Gate Councilmember Bill DeWitt, abstaining.

THIRD CONSIDERATION OF MILESTONE 7 – STATION AREA DEVELOPMENT
CONSENSUS: Members of the Board concurred to hear the aforementioned item at this point in the agenda.

OLDA Executive Director Perdon introduced the item and presented background on Station Area Development. He noted that this is one of the most important milestones and is different from others presented so far in that when it returns to the Board for adoption, the Board will be recommending policies for the individual Cities to adopt, regarding Station Area Developments, General Plan Amendments and strategies to encourage development around stations. Adoption of the proposed recommendations will be important to obtain State support and ensure private financing for the project. He deferred to ARCADIS Representatives for a report.

Charlene Palmer, ARCADIS introduced the second half of Station Area Development portion of the project and deferred to Shapery Enterprises Representative Sandor Shapery for a report.

Mr. Shapery, Real Estate Developer heavily involved in real estate development and transportation infrastructure, listed his experience and related organizations and addressed current challenges including housing shortages, high-density developments, price increases, affordability decreases, linking transportation and housing funds, transit oriented developments, sustainability and lack of smart-growth planning. In addition, Mr. Shapery addressed smart-growth incentives and detailed funding and investment programs such as State and Federal grants, non-transportation grants and other possible funding sources as well as jurisdictional tools such as AB2882. Through the later, each community would keep tax monies generated as a result of the development. Mr. Shapery also addressed the impact of the Orangeline MAGLEV on station area land values and development potential.

Discussion followed regarding expectations relative to the report and clarification of what the Board will be approving. Mr. Perdon reported that the Board will ask the Cities to begin generating ideas and begin a dialogue regarding how to take advantage and accommodate stations within each City. Each Member City Council will receive the report to review and consider.

The Chair requested distribution of the report two weeks prior to the next meeting in order to allow maximum opportunity to review. Mr. Perdon explained the process needs to begin as soon as possible and that Orangeline Maglev Cities must realize this is their project. The project is a partnership between the Authority and the member Cities and must be committed to in order to move it forward.

Ms. Palmer added that the investment community is looking toward the Authority’s member Cities for a "vote of approval".

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

Brief discussion followed regarding the accuracy of ridership estimates, developing an "investment grade" ridership estimate. City of Palmdale Councilmember Steve Hofbauer asked that "required actions" be clearly stated in the final report including expectations, general timelines and feedback. Each Board Member should generate discussions with City Staff to obtain input.

A call of the motion resulted in the motion carrying.
CLOSED SESSION

Government Code Section 54957 – Public Employee Performance Evaluation – Executive Director

A closed session of Board Members was convened at 7:30 p.m. The general assembly reconvened at 7:50 p.m. with no reportable action from the Board.

The Chair acknowledged the arrival of Paul Diebel, representative from the City of San Fernando, to the meeting.

ELECTION OF CHAIR AND VICE CHAIR

Executive Director Perdon announced the position of Chair of the Board, open and called for nominations.

MOTION: City of Palmdale Councilmember Hofbauer nominated City of Bellflower Councilmember Scott Larsen for the position of Chair to the Board. City of Los Alamitos Mayor Fred Freeman seconded the nomination. No other nominations were received and Mr. Larsen was declared Chair, unanimously.

The Chair called for nominations to the position of Vice Chair to the Board. He nominated Los Alamitos Mayor Fred Freeman for the position of Vice Chair. City of Maywood Mayor Thomas Martin seconded the nomination. No other nominations were received and Mr. Freeman was declared Vice Chair to the Board, unanimously.

ADOPT A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE THE FISCAL YEAR 2006-2007 BUDGET

Mr. Perdon introduced the item, presented background and referenced a recent meeting of the Budget Committee where no specific recommendations were made.

Discussion followed regarding separating staff and administrative expenses from the contract with Albert Perdon and Associates and these should be listed as separate line items within the budget. It was noted that the Budget Committee would like to meet again to develop suggestions further.

Yvette Abich, Legal Counsel, Colantuono & Levin, explained consideration of the item can be deferred another month in order to give the Budget Committee more time to review the issue.

A separate meeting of the "executive personnel group" would be held with the Executive Director to review the Albert Perdon & Associates contract.

Ms. Abich will coordinate with Mr. Perdon to clarify the Agenda for next month's meeting.

CONSENSUS: There was consensus of the Board to the above.

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

The Chair explained the contract with Albert Perdon & Associates has expired therefore, creating a need for an interim agreement until November 1, 2006.

Orangeline Development Authority  July 12, 2006  Page 3
Discussion followed regarding possible changes within the interim agreement.

Ms. Abich pointed out changes between the previous agreement and the interim agreement.

Discussion followed regarding separating the meeting recording and catering expenses from the agreement with Albert Perdon & Associates. It was suggested that changes to Exhibits A and B(3) be removed from the interim agreement.

**MOTION:** City of Los Alamitos Mayor Fred Freeman moved to approve the interim agreement with the above-stated changes. City of South Gate Councilmember Bill DeWitt seconded the motion, which carried, unanimously.

Ms. Abich suggested the Board direct recording and catering services be provided for the next meeting at which time a separate contract will be submitted for these services.

**CONSENSUS:** There was unanimous consensus of the Board to the above.

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

Ms. Abich reported that an exhibit to the agreement was missing and asked that the item be postponed until the next meeting.

**MOTION:** City of Cerritos Mayor Paul Bowlen moved to approve that the item be postponed until the Board’s next meeting. City of South Gate Councilmember Bill DeWitt seconded the motion, which carried, unanimously.

**FIRST CONSIDERATION OF MILESTONE 8 – COSTS AND REVENUE**

Frank Sherkow of Aztec/AGSCE reported on the item noting it is important to present the project as a viable business opportunity. He addressed cost items including capital, operations and debt service, as well as revenue items needed to cover them. In addition, he detailed operating and maintenance cost elements and noted these can be shared, and he presented possible sources of revenues.

It was noted that the item will be presented to the Board, again, at the next scheduled meeting.

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

**APPROVAL OF WARRANT REGISTER**

**MOTION:** City of Los Alamitos Mayor Fred Freeman moved to approve warrants submitted for payment per the Agenda Report dated July 12, 2006. City of Huntington Park Vice Mayor Elba Guerro seconded the motion, which carried, unanimously.

**ADOPT A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO AUTHORIZE INVESTMENT OF MONIES IN THE LOCAL AGENCY INVESTMENT FUND**
Mr. Perdon introduced the item and reported that it would authorize investment of the Authority's funds to be deposited into the State Local Agency Investment Fund.

Authority Treasurer and Gateway Cities COG Deputy Executive Director Jack Joseph explained how the fund works and noted it will earn an approximate interest rate of 4 to 5%.

**MOTION:** City of Los Alamitos Mayor Fred Freeman moved the recommended action. City of Paramount Mayor Daryl Hofmeyer 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, recent and upcoming meetings and legislation items. He added that all Member Cities have made their investment contributions.

Discussion followed regarding meetings with L.A. City Councilmember Wendy Gruel as well as an upcoming meeting with the Mayor and Council members from the City of Garden Grove.

**MOTION:** City of Palmdale Councilmember Steve Hofbauer moved to receive and file the report. City of Los Alamitos Mayor Fred Freeman seconded the motion, which carried, unanimously.

**COMMUNICATION ITEMS FROM THE BOARD**

City of Cerritos Mayor Paul Bowlen reported he will not be in attendance at the next scheduled meeting of the Board. The Chair suggested that an alternate from the City of Cerritos be appointed to attend.

**ADJOURNMENT**

There being no further business to come before the Orangeline Development Authority, the meeting was adjourned at 8:30 p.m. to the next scheduled meeting of August 9, 2006.

__________________________________
Art Gallucci, Secretary

Attest:

__________________________________
Scott Larsen, Chair

**Approved:**
MEMORANDUM

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: August 9, 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

The Draft FY 2006-2007 Budget document was presented to the Board on June 14, 2006 and reviewed in a meeting of the Budget Committee held on June 28, 2006. At the Board meeting of July 12, 2006, the Board Budget Committee recommended that the Board postpone action on the Budget until the meeting of August 09, 2006.

The Budget Committee met and recommended a revision to the Draft Budget to provide staff support to the Executive Director at an additional cost of $25,000. Certain expenditures for printing and supplies, website and travel were segregated in the Budget Table to clarify how they were used. The in-kind contribution identified for the Executive Director was deleted and will be given further consideration during the year.

As proposed by the Budget Committee, the revised budget recommended for Fiscal Year 2006-2007 is $1,354,447. 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 $488,520.

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.
Approval of the annual budget requires approval by a 2/3 vote of the Board (a minimum 10 votes) per the Authority’s 1st Amended Joint Exercise of Powers Agreement (Sec. 3.2(a)(1)).

**ATTACHMENT:**

1. A Resolution of the Board Of Directors of the Orangeline Development Authority Adopting the Fiscal Year 2006-2007 Budget
2. Amendment to Draft Fiscal Year 2006-2007 Budget presented to the Board on June 14, 2006
3. Budget Table from Draft Budget of June 14, 2006
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 $1,354,447 for the Authority programs detailed in the Draft Budget for Fiscal Year 2006-2007 presented to the Board on June 14, 2006, and as updated in the staff report on August 9, 2006, together with any supplemental revisions or amendments hereto authorized by the Board of Directors:

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<th>Category</th>
<th>Amount</th>
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<td>Policy and Administration</td>
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<td>Expenses</td>
<td>27,600</td>
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<td>Total</td>
<td>$1,354,447</td>
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SECTION 2. The amount of dollars specified above is hereby appropriated from the following funds:

<table>
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<tr>
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<tr>
<td>General Fund</td>
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<tr>
<td>In-kind Contributions</td>
<td>865,927</td>
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<tr>
<td>Total</td>
<td>$1,354,447</td>
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SECTION 3. The amount of appropriated General Fund dollars specified above is drawn from the following revenue sources:

<table>
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<th>Revenue Source</th>
<th>Amount</th>
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<tr>
<td>Carry-over balance from FY2005-2006</td>
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<tr>
<td>Member Investment Contributions</td>
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<td>Total</td>
<td>$524,723</td>
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SECTION 4. The amount of appropriated In-kind Contribution dollars specified above is drawn from the following revenue sources:

<table>
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<th>Revenue Source</th>
<th>Amount</th>
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<tr>
<td>ARCADIS</td>
<td>$865,927</td>
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<tr>
<td>Albert Perdon &amp; Associates</td>
<td>TBD</td>
</tr>
<tr>
<td>Total</td>
<td>$865,927</td>
</tr>
</tbody>
</table>
SECTION 5. The appropriations specified above shall constitute the maximum amounts authorized for each program in each fund, subject to availability of funds. 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:

AYES: Board Members:

NOES: Board Members:

ABSENT: Board Members:

ABSTAIN: Board Members:

ART GALLUCCI, Secretary
Amendment to Draft Fiscal Year 2006-2007 Budget presented to the Board on June 14, 2006

The following change is made to the Draft Fiscal Year 2006-2007 Budget presented to the Board on June 14, 2006.

Under Section V. Budget, Expenditures, the line item for Executive Management in the Budget table from Page 11 is increased by $25,000 under the column entitled "Other" as shown below. The increase in the line item is to provide staff support to the Executive Director. Also, a table is added to detail the expenses for the Executive Director.

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<th>FY 2006-2007 BUDGET</th>
<th>BOARD</th>
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<th>GENERAL COUNSEL</th>
<th>ARCADIS</th>
<th>OTHER</th>
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### FY 2006-2007 BUDGET

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MEMORANDUM

TO: Members of the Orangeline Development Authority
FROM: Scott A. Larsen, Chairman
DATE: August 9

SUBJECT: ADOPT A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE A PROFESSIONAL SERVICES AGREEMENT WITH ALBERT PERDON AND ASSOCIATES

RECOMMENDATION

That the Board adopts the attached Resolution to approve a professional services agreement with Albert Perdon & Associates to provide continuation of the functions and duties of Executive Director of the Authority.

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE A PROFESSIONAL SERVICES AGREEMENT WITH ALBERT PERDON AND ASSOCIATES

DISCUSSION

The Board approved an Interim Agreement with Albert Perdon & Associates on July 12, 2006 to 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, pending negotiation of a longer-term agreement for the 2006-2007 Fiscal Year.

A new Agreement has been negotiated (see Attachment 1) by a committee of the Board composed of Chairman Scott Larsen, Vice Chairman Fred Freeman and Board Member Kirk Cartozian, and reviewed by Yvette Abich, General Counsel.

Approval of the new Agreement is recommended. If approved, the current Interim Agreement would be terminated and the new Agreement would take effect on September 1, 2006. Under the new Agreement, the Authority will pay the firm for the scope of services a flat rate of $13,750.00 per month, for a total sum not to exceed $165,000.00 for twelve months.

The Agreement also includes provisions for reimbursement of certain travel expenses and other costs related to the business of the Authority and the scope of services.
ATTACHMENTS:

1. A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE A PROFESSIONAL SERVICES 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 A PROFESSIONAL SERVICES AGREEMENT WITH ALBERT PERDON & ASSOCIATES

WHEREAS, the Board of Directors has given careful consideration to the report presented at the regular meeting of August 9, 2006 regarding the need to enter into a professional services 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 agreement with Albert Perdon & Associates, Inc., contained in the staff report presented at the regular meeting of August 9, 2006.

SECTION 2. On August 9, 2006, the Board carried a motion approving the Fiscal Year 2006-2007 Budget and authorizing a professional services agreement for the services identified in the agreement, the cost of which is accounted for in said Budget.

SECTION 2. The Authority is relying on anticipated member agency investment contribution to fully fund the FY2006-2007 Budget work program. Total obligations and expenditures under the agreement will not, at any time, exceed the amount of funding available to be committed for the professional services agreement.

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:
RESOLUTION NO. 06-____
PAGE 2

AYES: Board Members:

NOES: Board Members:

ABSENT: Board Members:

ABSTAIN: Board Members:

________________________________________________________
ART GALLUCCI, Secretary
PROFESSIONAL SERVICES AGREEMENT  
(Orangeline Development Authority/Albert Perdon & Associates, Inc.)

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”: September 1, 2006

3.4 “Expiration Date”: November 1, 2007

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.

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 ($165,000.00) 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
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**

All data, documents, discussion, or other information developed or received by Consultant or provided for performance of this Agreement are deemed confidential and shall not be disclosed by Consultant without prior written consent by Authority. Authority shall grant such consent if disclosure is legally required. Upon request, all Authority data shall be returned to Authority upon the termination or expiration of this Agreement.
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 may be required to 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, if required, 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 there from 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).
16. **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 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 here from 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    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, have the agenda and agenda reports in their final approved format posted on the Internet at www.orangeline.calmaglev.org and have the agendas posted at designated posting places;
• Attend to the day-to-day administrative matters of the Authority and 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.
1. **Flat Monthly Rate.** Authority shall pay Consultant for the scope of services a flat rate of $13,750.00 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. **Reimburseable Costs.** Authority recognizes that certain additional costs will be incurred by the Consultant related to the business of the Authority and the scope of services. Authority shall reimburse Consultant for the following actual costs as shown by receipts, reports, invoices:
   - **a. Office Printing and Supplies:** Not to exceed the amount budgeted for such costs.
   - **b. Local travel:** Only actual mileage at the rate set by the IRS. A monthly mileage report must be submitted to the Authority prior to reimbursement for local travel. Consultant shall be reimbursed for actual mileage in an amount not to exceed $500 per month.
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

DEVELOPMENT AUTHORITY

MEMORANDUM

TO:   Members of the Orangeline Development Authority
FROM:   Albert Perdon, Executive Director
DATE:   August 9, 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.

Attached is a legal services agreement containing the same terms and conditions
as the prior agreement. 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 these legal costs 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 August 9, 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
FOR THE ORANGELINE DEVELOPMENT AUTHORITY

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”).

RECITALS:

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-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.**
LEGAL SERVICES AGREEMENT
Orangeline Development Authority and
Colantuono & Levin

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.


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.
LEGAL SERVICES AGREEMENT
Orangeline Development Authority and
Colantuono & Levin

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
EXHIBIT “A”

SCOPE OF SERVICES AND APPLICABLE BILLING RATES

I. GENERAL LEGAL SERVICES

A. General Rates. The general legal services to be provided by the Firm to the Authority shall include the following:

1. Provide routine legal assistance, advice and consultation to the Authority and to Authority staff relating to general public transit issues, joint powers agencies, the Brown Act, conflicts of interest and tort liability.


3. Attend meetings of the Authority or any of its committees as may from time to time be requested by the Authority.

4. Monitor pending state and federal legislation and regulations, and new case law, as appropriate.

5. Perform such other or additional general legal services as may be requested by the Authority, or the Authority acting by and through the Authority’s Executive Director.

6. Administer contracts that the Authority may have with other legal counsel.

Legal services provided each month within the scope of general services specified in this paragraph A of this Section I shall be provided at the hourly rate of $225 per hour regardless of which of the firm’s attorneys provides the services.

B. Task Billing. Upon request by Authority, Firm will propose flat-fee arrangement to cover specific tasks under this Section. When such flat-fee arrangements have been agreed upon, they shall control over the rates provided by this Agreement.

II. LITIGATION SERVICES

A. The Firm will provide litigation services to the Authority in any and all matters assigned by the Authority, except as delegated pursuant to paragraph 11 of the Agreement, or as otherwise agreed in writing by the Firm and the Authority. Litigation oversight services such as review of invoices, coordination of activities, communication of Authority direction, and similar administrative tasks will be included in General Legal Services at the rates set forth in Section I.

B. The litigation services specified in paragraph A shall be billed at the regular hourly rates of the attorneys and other professionals providing such services at the time those services are provided to a maximum of $250 per hour.
III. LABOR AND EMPLOYMENT LEGAL SERVICES

A. The Firm will provide labor, employment and personnel legal services prior to the initiation of litigation to the Authority in any and all matters assigned by the Authority, except as delegated pursuant to paragraph 11 of the Agreement, or as otherwise agreed in writing by the Firm and the Authority.

B. The labor, employment and personnel services specified in paragraph A shall be billed a rate of $225 per hour regardless of which of the firm’s attorneys provides the services.

IV. OTHER SPECIALIZED LEGAL SERVICES

The specialized legal services (excluding those described above) to be provided by the Firm to the Authority shall include the following:

1. Advice regarding taxes, assessments and other Financial Advice.

2. Environmental Legal Services other than routine review of negative declarations, environmental impact reports and project-level environmental documentation.

3. Real Estate and Eminent Domain Services other than routine review of escrow documents, title reports and contracts of sale.

4. Insurance Coverage Services, such as advice and representation regarding the Authority’s insurance provider.

5. Redevelopment Services.

6. Such other specialized services as may be required by the Authority.

The specialized legal services specified in this paragraph shall be billed at a rate of $225 per hour regardless of which of the firm’s attorneys provides the services.
M E M O R A N D U M

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: August 9, 2006

SUBJECT: APPROVE SELECTION OF A MARKET RESEARCH FIRM AND AUTHORIZE NEGOTIATION OF A PROFESSIONAL SERVICES AGREEMENT FOR A MARKET RESEARCH STUDY

RECOMMENDATION

That the Board approves staff recommendations to be presented at the meeting for selection of a market research firm that will assist the Authority in conducting a public opinion survey, and that staff be authorized to negotiate an agreement with the firm. The agreement would be brought to the Board for approval before it is executed.

DISCUSSION

The Board has expressed interest in considering options for establishing a strong public identity for the Orangeline Maglev and for distinguishing the Orangeline Maglev from the Metro Orange Line busway in the San Fernando Valley. Since the MTA adopted the similar name for the busway as established for the Orangeline Maglev there has been some confusion regarding the public identity of the Authority’s project.

Working with the Board “Naming Committee”, Authority staff and ARCADIS Team member MBI Media have developed a list of market research firms that could assist the Authority in obtaining quantitative data on public awareness of the Orangeline Maglev project and on public perceptions and attitudes regarding public transportation in general and the Orangeline Maglev in particular. It is felt that a market research study would provide a basis for future Board action regarding the identity of the project.

The public opinion survey would serve to answer some basic, but most important questions regarding:

1. Familiarity with the Authority and the Orangeline Corridor Development Project
2. Familiarity with the name “Orangeline” and “Orangeline Maglev” and the identity ascribed thereto
3. What impact or recognition do the words “Orangeline” or “Orangeline Maglev” have on residents?
Selection of Market Research Firm  
August 9, 2006  
Page 2

a. Are they connected to the current MTA Orange Line Busway?  
b. Do they know the term “Maglev” and what it means/represents?  

4. The source of information regarding the above (TV, radio, seen it, ridden on it, newspaper, etc.)

5. General feelings about public transportation, including if they use it and why or why not

6. Feelings about how existing public transportation and potential improvements impact the quality of life and the economy of their community overall
   a. What are your biggest concerns about the quality of life in your community?  
   b. Does transportation today, traffic congestion, air quality, etc., contribute or detract from a good life quality

7. How do they and their neighbors feel about different public transit modes, such as: buses, light rail (Blue, Gold and Green light rail lines), heavy rail (Red line subway), Metrolink, Maglev, etc.

8. Would you have occasion to use Orangeline Maglev high-speed transportation service today, if it was available, or in the future?

9. To solve freeway congestion problems, would you prefer to see a privately financed, high speed maglev system or would you prefer a widening or double deck of the freeways funded by taxpayers?

10. Would you support efforts to accommodate a continuing growth in population by encouraging housing located around transit stations so people would have a choice and not be dependent on the auto to get around?

It is anticipated that the selected firm, the Authority and ARCADIS will develop a final set of questions to best achieve the survey objective and to provide additional baseline information that will give the Authority a starting point for developing Public Information Strategies.

The Authority envisions a telephone survey would be conducted along the 28-city corridor of the proposed Orangeline Maglev route. It would consist of 20-25 questions and would take approximately 15-20 minutes to complete. The questions would be asked to people matching specific criteria (head of household, registered voters, riders of public transportation, etc.) or simply the first available adult.

The Authority anticipates that once the survey is complete, the Authority will be provided with the data obtained from the survey (“tab”). The firm would also offer additional services such as a written report, charts and graphs and possibly a presentation given by the administrators of the survey.

Firms qualified to conduct market research were contacted and asked to submit their proposals by August 8, 2006. Staff will review the proposals and recommend at the Board meeting the firm for negotiation of an agreement.

**ATTACHMENT:**

1. List of firms contacted to propose on the request for market research services
List of Firms Contacted to Propose on the Request for Market Research Services

FMM&A
Richard Maullin
2425 Colorado Avenue, Suite 180
Santa Monica, CA 90404

Coyote Insights, LLC
William Matthies
112 North Harbor Boulevard, Suite 201
Fullerton, CA 92832

Probolsky Research
Adam D. Probolsky
23276 South Pointe Drive Suite 206
Laguna Hills CA  92653

C&C Market Research
Craig Cunningham
1233 Rancho Vista Blvd. #701
Palmdale, CA 93551
DEVELOPMENT AUTHORITY

AGENDA REPORT

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: August 9, 2006

SUBJECT: Consider Approval of Milestone 7 – Orangeline Maglev Station Area Development

RECOMMENDATION

That the Board approve the Milestone 7 – Orangeline Maglev Station Area Development report and adopt the attached resolution entitled:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE THE MILESTONE 7 – ORANGELINE MAGLEV STATION AREA DEVELOPMENT REPORT

DISCUSSION

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

The second and third work products described “transit oriented development” concepts and included a discussion of the potential impact of the Orangeline Maglev on station area development, including the economic impacts resulting from the anticipated station area housing, retail, commercial and public space improvements.

Attached is the final draft of the jointly prepared Authority/ARCADIS Milestone 7 report. This final draft includes a recommendation that the Authority’s member agencies adopt a resolution in support of the policies described in the report. Resolutions adopted by all of the Authority’s member agencies will be made a part of the financial package that is currently being prepared to obtain private and public funding for the next development phase.

Attachment:

1. Resolution entitled:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE THE MILESTONE 7 – ORANGELINE MAGLEV STATION AREA DEVELOPMENT REPORT

2. Draft Milestone 7 – Orangeline Maglev Station Area Development Report
RESOLUTION NO. 06-____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY TO APPROVE THE MILESTONE 7 – ORANGELINE MAGLEV STATION AREA DEVELOPMENT REPORT

WHEREAS, the Board of Directors has given careful consideration to the report regarding Milestone 7 – Orangeline Maglev Station Area Development presented by staff and the Authority’s development partner, ARCADIS, at the regular meeting of August 9, 2006,

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

SECTION 1. The Board of Directors approves the Milestone 7 – Orangeline Maglev Station Area Development report and generally supports the concepts for Orangeline Maglev station area development described therein.

SECTION 2. The Board of Directors supports the recommendation in the Milestone 7 report that the Authority’s member agencies undertake a program to review and update their land use plans, including their General Plan, to incorporate those policy recommendations contained in the Milestone 7 report that each member city believes are appropriate for their community.

SECTION 3. The Executive Director is directed to distribute the Milestone 7 report to the Authority’s member agencies for consideration by city staff and city councils.

SECTION 4. 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
DRAFT

ORANGELINE DEVELOPMENT AUTHORITY – ARCADIS
A PUBLIC-PRIVATE PARTNERSHIP

ORANGELINE CORRIDOR DEVELOPMENT PROJECT
MILESTONE 7 – ORANGELINE MAGLEV STATION AREA DEVELOPMENT

August 9, 2006
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Exhibits:
1. Sample - A Resolution of the City Council of the City of ________ in Support of Orangeline Maglev Station Area Development Policies
2. Land Use Planning and Infrastructure - A Briefing Paper for the Conference Committee on AB 857 (Wiggins) and SB 741 (Sher)
3. 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 report presents recommendations of the Orangeline Development Authority and its development partner, ARCADIS, urging the Authority’s member cities to take specific actions to maximize the benefits the cities will derive from the Orangeline Maglev.

The potential economic impacts of Orangeline Maglev construction and of anticipated station area real estate developments are significant. 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.

While no direct analysis was possible under the current limited-budget work program, preliminary research and data from a study of development underway in Downtown Los Angeles suggests the magnitude of the project’s economic impact:

- The Orangeline Maglev will attract an estimated $24 billion in station area improvements (housing, retail, etc.), which is part of a total investment of $70 billion in anticipated station area development to occur over a 15 to 25-year period.

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 LACMTA, OCTA and Metrolink); 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.

The Authority recommends that member cities take the following actions to maximize the economic 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.

- Adopt the resolution in support of the Orangeline Maglev shown in Exhibit 1
- Update general plans to reflect the presence of the Orangeline Maglev and the station area development policies outlined in this report
- Take advantage of state funding programs that give priority to state investment in transportation projects that link transportation to transit-oriented land development
- Take additional actions to achieve the objectives outlined in this report.
A VISION OF THE FUTURE

Local cities throughout Southern California are seeing a new trend in housing development tied to transportation. One example is in the City of Orange where planners are seeking community input on a new vision for an industrial area around the Santa Fe train depot that would turn the area into a vibrant transit village. Other cities are well along with the development of new housing centered on existing and planned transit services.

The State of California is also shifting policies to support transportation investments that are linked to transit-oriented development. California Governor Arnold 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 Sunne McPeak as the State Secretary of Business, Transportation and Housing. Secretary McPeak 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.”

The California Legislature has also expressed its interest in linking investments in housing and transportation. In 2002, the Legislature established the AB 857 (Wiggins)/SB 741 (Sher) Land Use Planning and Infrastructure Conference Committee to update California's land use and infrastructure policies and approaches. According to the Committee, the State could encourage a more promising scenario for California through the following policies:

- Invest in existing developed areas.
- Create more livable communities and reduce the need for costly new infrastructure.
- Improve Californians' opportunities and choices.
- Maximize the protection of farmland, green space and a healthy environment.

Subsequently, bills have been introduced in the Legislature to implement these policies. One example is SB223 (Torlakson), which would provide loans of up to one million dollars to cities and counties to adopt specific plans that provide for additional infill housing opportunities in an area that is served by public transportation. Another example is AB2882 (De La Torre), which enables Orangeline Maglev Cities to use Infrastructure Financing District funds in station areas and along the alignment.

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

The Administration’s vision of the future in which transportation decisions are tied to land use policies, and the Legislature’s interest in compact growth patterns that form complete, balanced and integrated communities containing housing, shops, work places, schools, parks, and civic facilities that reduce auto dependency, are 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 “transit-oriented development” (TOD) concepts. As an advocate for these concepts the Authority and its member cities are well-positioned to succeed and to obtain a greater 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 revenues and operating costs and make the project a more attractive investment with lower risks. The Milestone 9 – Financial Plan report will demonstrate the extent to which station area development will reduce investment risks.

Prosperous Economy, Quality Environment and Social Equity

Defining Transit Oriented Development:

Transit Oriented Development (TOD) encourages land use policies that are economically, socially and environmentally sustainable. TOD 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. TOD focuses on reducing travel time and distances between housing and employment locations and public facilities, while preserving open space and natural resources and making more efficient use of existing urban infrastructure. By focusing development around public transportation services, TOD can also mean protecting existing single family residential areas from intrusive development.

Defining Sustainability:

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

Plan for Transit Oriented Development:

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

1) Implement a plan that is efficient and cost-effective;
2) Improving connectivity between interrelated modes of transportation;
3) Provide adequate funding;
4) Coordinate the planning and operation of local and regional transportation services. 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 implications when planning and approving new land uses, and;
6) Align the timing of related transportation and land use development.

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 some cases, current market realities and long-term economic benefits to the public may warrant public agency acquisition and conveyance to a developer, with reduction in land prices 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 and federal transportation funding programs could be used by member agencies to provide incentives to transit oriented developments; a variety of non-transportation state and federal funding programs is available, including:

1. **Federal Transportation Programs**, such as the Surface Transportation Program (STP), the Transportation Enhancement Activities (TEA) program, and the Congestion Mitigation and Air Quality (CMAQ) program, which sets aside funding specifically for projects of this type that reduce air pollution and congestion.
2. **Transportation Development Act (TDA) Funds**, a state sales tax supported program for public transit.
3. **State Transportation Grant Programs**, such as Safe Routes to School, the Bicycle Transportation Account, Community-based Transportation Planning Demonstration Grant Program, and the Environmental Enhancement and Mitigation Program.
4. **Non-Transportation Funding Sources**, such as housing programs supported by the State Department of Housing and Community Development, grant programs for habitat conservation and recreational facilities provided by the Department of Parks and Recreation, and grant programs to support community development, housing, habitat protection, and economic
development offered at the federal level by the Department of Housing and Urban Development, U.S. Fish and Wildlife Service, the U.S. Environmental Protection Agency, and the Economic Development Administration.

ACTIONS THE AUTHORITY’S MEMBER CITIES CAN TAKE:

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 incentives that foster transit oriented development. These actions would also help in securing State support and funding, as well as private investment in the Orangeline Maglev.

General Plan Update: Adopt transit oriented development principles in the General Plan, and include the Orangeline Maglev and station area development in the Plan and in the Land Use and Circulation elements.

TOD-supportive Zoning: Conform zoning regulations to the updated General Plan and the transit oriented development provisions within Orangeline Maglev station areas.

Station Area Specific Plan/Projects EIR Approval: Adopt an Orangeline Maglev Station Area Specific Plan and secure environmental clearance for all future station area developments that are in conformance with the Station Area Specific Plan; this would expedite completion of acceptable development projects.

Capital Program Priority Treatment: Prioritize capital improvement projects that support station area developments and link the timing of each to minimize disruptive construction activities following completion of land development projects.

Inclusionary Housing / Density Bonuses: Incorporate the construction of affordable housing in new developments, or the payment of in-lieu fees to fund such housing. Provide density bonuses if a portion of the development is reserved for lower income residents or seniors.

Minimum Density Requirements: Establish minimum density requirements to ensure that development occurs at the allowable density for a site.

Mixed-use Incentives: Offer incentives for development of affordable and mixed use housing, such as streamlined permit review processes, reduced parking standards, increased densities, and fee reductions.

Expedited Land Entitlements: Pre-approve land entitlements that help to attract developer interest and expedite the completion of desirable property improvements that conform to the city’s Orangeline Maglev Station Area Specific Plan.

Incorporate Orangeline Maglev in Development Cost: Provide incentives to development projects that include Orangeline Maglev rider discounts as a substitute to parking. (Parking is generally included as a land development cost and is financed accordingly, with attendant tax benefits. The cost of using public transportation, on-the-other-hand, is an after-tax direct cost to the user. Treating the cost of using public transportation services the same way that the cost of parking is treated would “level the playing field” and help to eliminate a bias in favor of auto use.)
Redevelopment Districts, Infrastructure Financing Districts and Tax Increment Financing: Use tax increment financing to fund public improvements that enable or support desirable station area development. Redevelopment and infrastructure development projects create value and an environment wherein the private sector is more willing to invest in the area.

Social Equity: Incorporate the principle of social equity in the city’s General Plan and implementing documents to ensure that all residents are provided access to safe and affordable housing, quality jobs, adequate infrastructure and quality education.

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.

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 goal is to enable member cities to provide a better quality of life for current and future residents. The objective 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 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 to 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. It is fully intended that 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 ORANGLINE 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 cities are facing to accommodate growth and efforts to project and quantify the economic impacts related to population and employment growth are now gaining added attention on the local and State levels. To Live and Buy in L.A., an article by Diane Wedner in the June 6, 2006 issue of the Los Angeles Times, tells the story:

"More people. Prices stuck in the stratosphere. Vanishing open land. These and other factors give the housing crunch new bite.

Despite political strides — Los Angeles last fall fully funded for the first time a $100-million affordable-housing trust — and the construction of new homes in all price ranges, the region’s persistent housing crisis has only gotten worse, experts say. Record-high home prices, unflagging demand, population growth, lack of developable land, sky-high land and building costs and government regulations have exacerbated the situation.

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....” 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.”

With the issues facing the housing market, residents in 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, government and business leaders are increasingly recognizing the potential for transit to mitigate those impacts.
With the rapid growth in the value of housing and related developments, any projection of the value of new development and the potential economic impacts based on a timeline 15 years out is little more than a general guideline at best and closer to a rough order of magnitude.

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

<table>
<thead>
<tr>
<th>Type</th>
<th>Number</th>
<th>Value</th>
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</thead>
<tbody>
<tr>
<td>Housing</td>
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<td>$50.0 Billion</td>
</tr>
<tr>
<td>Retail and Services</td>
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<tr>
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These projections 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 have been extrapolated to all of the proposed stations along the 110-mile corridor.

The numbers in the table above reflect a proportionately higher level of demand for investment in Orangeline Maglev Cities overall compared to the region and a greater concentration of investment demand within the Orangeline Maglev station areas. The numbers are felt to be conservative and may not fully account for the direct impact of the Orangeline Maglev on the potential market for development.

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 of 300 miles per hour. The Orangeline Maglev will likely operate at a top speed of about 150 miles per hour along the proposed corridor. The average speed is anticipated to be as high as 90 miles per hour, considering both local and express services and station dwell times. 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, such as in downtown Los Angeles, and at lower ratios at other stations along the alignment. 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 (estimated 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 within Orangeline Maglev station areas. 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 the Orangeline Maglev and public 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.
- 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.
- Designating specific roadways as “transitways” and take steps to develop high frequency transit services that feed the Orangeline Maglev station and facilitate transit oriented development along the transitways.

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 - typically 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. In some locations, the station area can extend beyond ½ mile, such as along the alignment of the elevated guideway, as shown in Figure 1, and along major public transit corridors. Transit supportive development is encouraged within these (shaded) areas, including housing, commercial, retail, hotel, entertainment, public space and mixed land uses.

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, and that help to expand the city’s economic base. 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.
Figure 1

Typical Orangeline Maglev Alignment and Station Area
Potential Specific Plan Area

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 3-8-06
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)

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, which has been updated from the original draft to incorporate input received from member cities, is shown in Exhibit 3.
SAMPLE

A RESOLUTION OF THE CITY COUNCIL OF THE
CITY OF ____________
IN SUPPORT OF ORANGELINE MAGLEV
STATION AREA DEVELOPMENT POLICIES

WHEREAS, the City Council has given careful consideration to the Milestone 7 – Orangeline Maglev Station Area Development report presented by the Orangeline Development Authority and the Authority’s development partner, ARCADIS, at the regular meeting of _________, 2006,

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ____________
DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The City Council generally supports the concepts for Orangeline Maglev station area development described in the Milestone 7 report.

SECTION 2. The City Council supports the recommendation in the Milestone 7 report that the City of ________________, along with other member agencies of the Orangeline Development Authority, undertakes a program to review and update its land use plans, including the General Plan, to incorporate those policy recommendations contained in the Milestone 7 report that the City Council believes are appropriate for the City of ________________.

SECTION 3. The City Manager is directed to report to the City Council with recommendations for implementing a program to update the City’s planning documents as proposed in the Orangeline Development Authority-ARCADIS Milestone 7 report, including budget, funding sources and schedule.

SECTION 4. The City Clerk shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this day of , 2006.

__________________________

ATTEST:

__________________________
I. CONFERENCE COMMITTEE CHARGE

The AB 857 (Wiggins)/SB 741 (Sher) Conference Committee was established to update California’s land use and infrastructure policies and approaches. This report describes the problems to be considered by the conference committee and several approaches to address them.

The charge of the conference committee is threefold. First, at the June 12th hearing, the committee will review and receive public input on the four approaches to addressing California’s land use and infrastructure polices and practices, and determine a preferred approach. Second, staff will return with options within that approach for the committee to consider and refine in one or more follow-up meetings. Lastly, the conference committee will consider signing a conference report to include the finalized details, to go back to the floors for concurrence.

II. PROBLEM

There is widespread agreement that California's populace will continue to grow significantly over the next two decades. The most recent projection by the Department of Finance is that state population will grow by 11.3 million people, from 34.5 million in 2000 to 45.8 million in 2020.1

There is also increasing agreement among a diverse array of groups statewide that serious growth-related problems face California, including:

- **Aging and insufficient public infrastructure**
  Many older communities throughout California have deteriorating streets, schools, parks, sewers, water systems, and other infrastructure, but cannot come close to meeting basic maintenance and rehabilitation needs. At the same time, newer developing communities in the suburbs are having trouble keeping up with the infrastructure demands of new residents.

- **Housing in short supply at high prices**
  California's affordable housing shortage is increasingly evident. The median home price has risen 26% over the previous year, and affordability has dropped to 32% of California households.2 On average, a worker would have to work full-time at $18.40 per hour, or 294% of the minimum wage, to afford a two-bedroom apartment at the state's fair market rent.3

- **Traffic congestion**
  Traffic has become a major concern for individuals and businesses alike. An April 2002 poll by the Public Policy Institute of California showed 65% of Central Valley residents had concerns about traffic congestion on freeways and roads - 33% felt it was a big problem, and another 32% felt there was some problem.4 California has three of the ten most congested regions in the country, Los Angeles, San Francisco-Oakland, and San Diego5, causing increasing losses in economic productivity.
• **Imbalance of jobs and housing.**
  From 1994 to 2000, California's urban centers added far more jobs than housing. Although a ratio of 1.5 new jobs to 1 new housing unit is generally considered balanced, new jobs per each new housing unit ranged from 2.9 in San Bernardino and 3.2 in Sacramento to 9.4 in Los Angeles and 15.8 in San Francisco during that period. Although the economy has slowed, housing production in job rich areas has not caught up with demand, leading to longer commutes from available, affordable housing in other areas.

• **Increasing inequity and social separation.**
  Both central cities and aging suburbs, home to 51% of California's metropolitan population, have high overall poverty rates, high service, educational and employment needs, aging infrastructure and housing, and a lack of fiscal capacity and investment to address those problems. Poverty is increasing most quickly in developing suburbs, home to 32% of population. There is a high degree of segregation, both by income and race, in California's housing and schools, which worsened in all of California's seven largest regions in the 1990s. From 1992-97, San Francisco, San Diego, and Los Angeles had the first, fourth, and eighth largest increases in school racial segregation in the country.

• **Air and water pollution.**
  The increase in pavement for highways, roads, parking lots has increased the toxic runoff that pollutes the state's water sources and coasts. Commercial parking lots and high traffic streets contribute a disproportionate level of metals and petroleum hydrocarbons to local watersheds, affecting water quality. Air quality in California regions is among the worst in the nation. For example, all major metropolitan areas in California were designated non-attainment areas in 2001 for failing to meet air quality standards for ozone pollution.

• **Disappearing farmland and open space.**
  In the 15 years from 1982 to 1997, California's farmland was reduced by nearly 4.5 million acres. In just the two years from 1996-98, 52,408 acres of agricultural land was urbanized - an area equal to a 75-acre auto mall being built every day on farmland. Low-density urbanized development of natural areas outside cities and towns is the leading cause of species imperilment in California, threatening 188 of the state's 286 listed species.

Many of these problems can be traced to California's pattern of growth over many decades. Local development has too often used land inefficiently for separate, low-density uses that have meant longer commutes and a mismatch between jobs and housing, left behind declining communities and solidified poverty and social separation, and paved over precious agricultural and natural resource lands and open space.

State leadership in addressing California's growth challenges is warranted by widespread public concern over the state's growth and its potential for worsening California's existing problems. In the most recent survey conducted by the Public Policy Institute of California, Central Valley residents ranked population growth and sprawl as the most serious issue facing the Valley. In November 2001, a statewide poll by PPIC also showed strong concern about growth. Without state action, "ballot box" planning at the local level and continued public earmarking of state funds, may limit California's ability to maintain and create quality communities statewide.
III. A MORE PROMISING SCENARIO FOR CALIFORNIA

The state could encourage a more promising scenario for California through the following policies:

- **Invest in existing developed areas.** End the cycle of decline in older communities. Revitalize distressed low-income communities, while avoiding displacement of existing residents and local businesses. Maximize the effectiveness of infrastructure investments and emphasize increased capacity, maintenance and rehabilitation of existing infrastructure.

- **Create more livable communities and reduce the need for costly new infrastructure.** Encourage compact growth patterns that form complete, balanced and integrated communities containing housing, shops, work places, schools, parks, and civic facilities. Integrate new growth into the existing community fabric. Encourage project designs that reduce auto dependency, support vibrant city, town, and neighborhood centers and enhance each community’s historic, cultural, and natural assets.

- **Improve Californians' opportunities and choices.** Increase social and economic equity and opportunity for all residents. Expand job and wealth-producing opportunities in existing developed areas. Provide an adequate choice of housing that matches diverse workforce and household needs and is affordable to all Californians. Provide people and businesses affordable, reliable and convenient transportation choices that will improve mobility for people and goods, and reduce congestion.

- **Maximize the protection of farmland, green space and a healthy environment.** Protect California’s farm, range and forestlands from the pressure to convert to other uses. Preserve open space, watersheds, environmental habitats and agricultural lands. Protect air and water quality and provide adequate urban and rural green space for recreation, water recharge and wildlife.
Maglev Orangeline

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

GRUEN ASSOCIATES
ARCHITECTURE • PLANNING • INTERIORS

July 25, 2006
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](image)

**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
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>
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<th>Table 1</th>
<th>Examples of Transit-Oriented Developments and Mixed-Use Areas in the Western United States</th>
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<td>Avenue 26 / Transit Village, Los Angeles</td>
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</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 Associated. 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 Associates. 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 1/4 to 1/2 mile of the station containing residential, commercial and other uses.</td>
<td>Economic</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>- Catalyst for economic development: TODs can act as a catalyst for nearby properties to invest in their development as well.</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>- Redevelopment: TODs can be used to redevelop vacant or underutilized properties and declining urban neighborhoods.</td>
</tr>
<tr>
<td>- Decrease infrastructure costs: TODs help in the reduction of infrastructure costs due to compact and infill development.</td>
<td>- Increased property value: TODs can be used to revitalize the area within ¼ mile of the station.</td>
</tr>
<tr>
<td>- Revenue for transit systems: Increased ridership leads to additional revenues for transit systems.</td>
<td>- Reduced household spending: By reducing driving costs, TODs contribute to a reduction in household spending on transportation.</td>
</tr>
<tr>
<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>
<td>Social</td>
</tr>
<tr>
<td>- Increased housing and employment choices: TODs provide a diversity of housing and employment types within close proximity to the transit station.</td>
<td>- Greater mobility choices: By creating activity nodes linked by transit, TODs increase mobility options.</td>
</tr>
<tr>
<td>- Health benefits: By providing more opportunities for walking and bicycling, TODs offer direct health benefits.</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></th>
<th>High</th>
<th>Mid</th>
<th>Low</th>
</tr>
</thead>
<tbody>
<tr>
<td>Palmdale</td>
<td></td>
<td>Santa Clarita</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>San Fernando</td>
<td></td>
</tr>
<tr>
<td>Burbank Airport</td>
<td></td>
<td></td>
<td>Burbank</td>
</tr>
<tr>
<td>Union Station</td>
<td></td>
<td>Glendale</td>
<td>Huntington Park/</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Vernon/Maywood/Bell</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>South Gate/Cudahy</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Downey</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Paramount</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Bellflower</td>
</tr>
<tr>
<td>Anaheim</td>
<td></td>
<td>Artesia/Cerritos</td>
<td>Cypress/Los Alamitos</td>
</tr>
<tr>
<td>John Wayne Airport</td>
<td></td>
<td>Santa Ana</td>
<td>Stanton</td>
</tr>
<tr>
<td>Irvine</td>
<td></td>
<td></td>
<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 1**

**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>Platform Length</td>
<td></td>
</tr>
<tr>
<td>• 5-section vehicle (130 mm, 426 ft)*</td>
<td>Dependent on ridership</td>
</tr>
<tr>
<td>• 8-section vehicle (210 mm, 700 ft)*</td>
<td></td>
</tr>
<tr>
<td>Station 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>9 ft tall dual fixtures, 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>
</tbody>
</table>

* Excludes baggage handling

SOURCE: Transrapid/Gruen Associates
### Concepts for Transit-Oriented Development in Proposed Station Areas

- **Restrooms for Operators at Some Stations**: Depends on ridership
- **Park and Ride Lots and Structures**: Depends on ridership
- **Water Hookup for Cleaning**: Depends on ridership
- **Water Fountain (optional)**: Depends on ridership
- **Public Art (incorporated as an integral element of station design)**: Depends on ridership

#### Potential Revenue Generating Facilities
- **Vending Machines**: Depends on ridership
- **Café**: Depends on ridership
- **Newsstand**: Depends on ridership
- **Consolidated Newspaper Racks**: Depends on ridership
- **Flowerstand**: Depends on ridership
- **Advertising**: Depends on City policies
- **Advertising Kiosks (depending on City policies)**: Depends on City policies
- **Naming Rights**: Depends on City policies

#### Public Gathering Spaces
- **Plaza linked with private development**: Depends on City policies
- **Plaza linked with private development**: Depends on City policies
- **Plaza as part of private development**: Depends on City policies

### Enclosed Air Conditioning Waiting Area
- **Plaza linked with private development**: Depends on City policies

#### Public Restrooms (optional)
- **Plaza linked with private development**: Depends on City policies

#### Public Phones (PUC)
- **Plaza linked with private development**: Depends on City policies
- **Plaza linked with private development**: Depends on City policies
- **Plaza as part of private development**: Depends on City policies

### Linkages to Surrounding Neighborhoods

#### ¼-mile Walking Distance from Station
- **More intensive sidewalks and pedestrian pathway components**: Depends on City policies
- **Decorative pedestrian crosswalks, street bridges from platform depending on site conditions**: Depends on City policies
- **Landscaping**: Depends on City policies

#### ½-mile Walking Distance from Station
- **Sidewalk improvements**: Depends on conditions
- **Street trees**: Depends on conditions

#### Neighborhood Traffic Calming
- **Depends on conditions**

### Agreement Issues

#### Sound Walls along alignment
- **Depends on adjacent conditions**
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 0.5 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
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 option1
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
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
AGENDA REPORT

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: July 12, 2006

SUBJECT: Approval of Warrant Register

RECOMMENDATION

That the Board approves the Warrant Register for the period July 13, 2006 to August 9, 2006.

Attachment:

1. Warrant Register for July 13, 2006 to August 9, 2006
<table>
<thead>
<tr>
<th>Document Number</th>
<th>Payee</th>
<th>Document Amount</th>
<th>Fund Title</th>
<th>Transaction Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1015</td>
<td>Paul Bowlen</td>
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<td>General Fund</td>
<td>Board stipend for 7/12/2006 meeting</td>
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<td></td>
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<td></td>
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<tr>
<td>1016</td>
<td>Kirk Cartozian</td>
<td>100.00</td>
<td>General Fund</td>
<td>Board stipend for 7/12/2006 meeting</td>
</tr>
<tr>
<td></td>
<td>Total Kirk Cartozian</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>1017</td>
<td>Craig Accountancy</td>
<td>2,770.25</td>
<td>General Fund</td>
<td>Professional services for accounting services</td>
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<tr>
<td></td>
<td>Total Craig Accountancy</td>
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<td></td>
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<tr>
<td>1018</td>
<td>William Dewitt</td>
<td>100.00</td>
<td>General Fund</td>
<td>Board stipend for 7/12/2006 meeting</td>
</tr>
<tr>
<td></td>
<td>Total William Dewitt</td>
<td>100.00</td>
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<tr>
<td>1019</td>
<td>Erhart's Catering, Inc.</td>
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<td>General Fund</td>
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<tr>
<td>1020</td>
<td>Fred Freeman</td>
<td>100.00</td>
<td>General Fund</td>
<td>Board stipend for 7/12/2006 meeting</td>
</tr>
<tr>
<td></td>
<td>Total Fred Freeman</td>
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<tr>
<td>1021</td>
<td>Elba Guerrero</td>
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<tr>
<td></td>
<td>Total Elba Guerrero</td>
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<td></td>
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<tr>
<td>1022</td>
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<td></td>
<td>Total Frank Gurule</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Document Number</td>
<td>Payee</td>
<td>Document Amount</td>
<td>Fund Title</td>
<td>Transaction Description</td>
</tr>
<tr>
<td>-----------------</td>
<td>--------------------------------</td>
<td>-----------------</td>
<td>-------------------</td>
<td>---------------------------------------------</td>
</tr>
<tr>
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<td>Steve Hofbrauer</td>
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<td></td>
<td>Total Steve Hofbrauer</td>
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<td></td>
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<tr>
<td>1024</td>
<td>Daryl Hofmeyer</td>
<td>100.00</td>
<td>General Fund</td>
<td>Board stipend for 7/12/2006 meeting</td>
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<tr>
<td></td>
<td>Total Daryl Hofmeyer</td>
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<td></td>
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<tr>
<td>1025</td>
<td>Scot Larsen</td>
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<td>Board stipend for 7/12/2006 meeting</td>
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<tr>
<td></td>
<td>Total Scot Larsen</td>
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<td></td>
</tr>
<tr>
<td>1026</td>
<td>Thomas Martin</td>
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<td>General Fund</td>
<td>Board stipend for 7/12/2006 meeting</td>
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<tr>
<td></td>
<td>Total Thomas Martin</td>
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<td></td>
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<tr>
<td>1027</td>
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<td>Professional Services - Exec. Dir. for the month 7/2006</td>
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<tr>
<td></td>
<td>Total Albert Perdon &amp; Associates, Inc.</td>
<td>26,971.38</td>
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<tr>
<td></td>
<td>Report Total</td>
<td>31,334.20</td>
<td></td>
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</tr>
</tbody>
</table>
MEMORANDUM

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

DATE: August 9, 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

At its meeting of July 12, 2006, the Board approved a resolution to authorize investment of monies in the Local Agency Investment Fund (LAIF). Subsequently, staff learned that LAIF has a more recent version of the resolution that was approved by the OLDA Board last month. Staff would prefer to avoid LAIF rejecting the authority’s resolution because we didn’t use their latest version of the resolution. Staff recommends that the Board adopts the attached revised resolution.

As indicated in the previous report, 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.
RESOLUTION NO. 06-____

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, BE IT RESOLVED, that the Board of Directors does hereby authorize the deposit and withdrawal of Orangeline Development Authority monies in the Local Agency Investment Fund in the State Treasury in accordance with the provisions of Section 16429.1 of the Government Code for the purpose of investment as stated therein, and verification by the State Treasurer’s Office of all banking information provided in that regard.

BE IT FURTHER RESOLVED, that the following Orangeline Development Authority officers or their successors in office shall be 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></td>
</tr>
<tr>
<td>Treasurer</td>
<td>Executive Director</td>
<td>Title</td>
</tr>
<tr>
<td>Title</td>
<td>Title</td>
<td></td>
</tr>
<tr>
<td>Signature</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
RESOLUTION NO. 06-___

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
DEVELOPMENT AUTHORITY

AGENDA REPORT

TO: Members of the Orangeline Development Authority

FROM: Albert Perdon, Executive Director

MEETING DATE: August 9, 2006

SUBJECT: Communication Items to the Board

RECOMMENDATION

That the Board review and discuss the information provided; and receive and file this report.

INFORMATION ITEMS

Treasurer’s Report

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

Member and Financial Status

The Member and Financial Status Report is shown in Attachment 2. The report shows that all member cities made their investment contributions for the 2005-2006 Fiscal Year. The Financial Status Report for 2006-2007 will be provided to the Board after adoption of the FY 2006-2007 Budget and after invoices have been mailed to the member cities.

Meetings

The Executive Director participated in the following meetings:

- Bellflower Kiwanis Club – July 14, 2006; slide presentation on the Orangeline Maglev
- ARCADIS – July 24, 2006; conference call with ARCDIAS Team members to review progress and review Milestone 7 and Milestone 8 reports.

Legislation

As of August 7, 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.

ATTACHMENTS

1. Treasurer’s July 2006 Report
2. Member and Financial Status Report as of July 31, 2006
### TREASURER’S REPORT
**ORANGELINE DEVELOPMENT AUTHORITY**  
July 2006

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Beginning Balance (7-1-06)</td>
<td>$357,886.71</td>
</tr>
<tr>
<td>Receipts</td>
<td>11,711.38</td>
</tr>
<tr>
<td>Expenditures</td>
<td>(90,404.43)</td>
</tr>
<tr>
<td>Ending Balance (7-31-06)</td>
<td>$279,193.66</td>
</tr>
</tbody>
</table>

______________________________  
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 end of fiscal year)

<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>
</tr>
<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>
<td>$7,296</td>
<td>$7,296</td>
</tr>
<tr>
<td>Palmdale</td>
<td>$66,865</td>
<td>$66,865</td>
</tr>
<tr>
<td>Paramount</td>
<td>$29,671</td>
<td>$29,671</td>
</tr>
<tr>
<td>Santa Clarita</td>
<td>$80,645</td>
<td>$80,645</td>
</tr>
<tr>
<td>South Gate</td>
<td>$49,456</td>
<td>$49,456</td>
</tr>
<tr>
<td>Vernon</td>
<td>$14,488</td>
<td>$14,489</td>
</tr>
<tr>
<td><strong>Total Member Cities</strong></td>
<td><strong>$403,039</strong></td>
<td><strong>$403,043</strong></td>
</tr>
</tbody>
</table>
TREASURER’S REPORT
ORANGELINE DEVELOPMENT AUTHORITY
July 2006

Beginning Balance (7-1-06) $357,886.71

Receipts: 11,711.38

Expenditures: (90,404.43)

Ending Balance (7-31-06) $279,193.66

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

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<td><strong>$403,043</strong></td>
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</table>