



ORANGELINE HIGH SPEED MAGLEV

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed 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 Ana*
City of Santa Clarita
City of South Gate
City of Vernon

Chair

Kirk Cartozian
Councilmember,
City of Downey

Vice Chair

Troy Edgar
Councilmember,
City of Los Alamitos

Secretary/Treasurer

W. Michael McCormick
Councilmember,
City of Vernon

Auditor

Scott A. Larsen
Councilmember,
City of Bellflower

City of South Gate

General Counsel

Michael Colantuono
Colantuono & Levin, PC

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

*City Council has approved
City joining the Authority

ORANGELINE DEVELOPMENT AUTHORITY REGULAR MEETING

Wednesday, December 12, 2007

16401 Paramount Boulevard
Paramount, CA 90723

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

A G E N D A

1. Call to Order
2. Pledge of Allegiance
3. Roll Call and Introduction of Attendees
4. Public Comments
5. Approval of Meeting Minutes of October 10, 2007 and November 14, 2007
6. Report on action by Southern California Association of Governments to retain Orangeline High Speed Maglev in Draft 2008 Regional Transportation Plan
7. Adopt a resolution of the Orangeline Development Authority Board of Directors expressing its intent to use Orangeline High Speed Maglev project operating revenues as the source of funding to construct and operate the Orangeline High Speed Maglev system.
8. Adopt a Resolution of the Orangeline Development Authority Board of Directors to approve the Development/Investment Pre-Proposal Conference and Authorize expenditure for funds.
9. Adopt a Resolution of the Orangeline Development Authority Board of Directors to approve the Professional Services Agreement with Albert Perdon & Associates, Inc.
10. Approval of Warrant Register
11. Communication Items to the Authority Board
12. Communication Items from the Authority Board
13. CLOSED SESSION:
 - a. Conference with Legal Counsel: Initiation of Litigation (Government Code sec. 54956.9(c)): One (1) Case.
14. Adjournment – Next meeting January 9, 2007

**DRAFT
MINUTES OF A REGULAR MEETING OF
THE ORANGELINE DEVELOPMENT AUTHORITY
WEDNESDAY, OCTOBER 10, 2007**

CALL TO ORDER

City of Downey Councilman and Authority Board Chair Kirk Cartozian called the meeting to order at 6:35 p.m.

PLEDGE OF ALLEGIANCE

City of Huntington Park Mayor John Noguez led the assembly in the salute to the flag.

ROLL CALL AND INTRODUCTION OF ATTENDEES

Authority Board Members:

- Tony Lima – Councilmember, City of Artesia
- Laura Lee – Mayor, City of Cerritos
- Frank Gurulé – Mayor, City of Cudahy
- Kirk Cartozian – Authority Chair, Councilmember, City of Downey
- John Noguez – Councilmember, City of Huntington Park
- Troy Edgar – Authority Vice Chair, Councilmember, City of Los Alamitos
- Thomas Martin – Mayor, City of Maywood
- Diane Martinez – Councilmember, City of Paramount
- Marsha McLean – Mayor, City of Santa Clarita
- Maria Davila – Councilmember, City of South Gate
- W. Michael McCormick – Councilmember, City of Vernon
- Dean Grose – Councilmember, City of Los Alamitos, Alternate Board Member

Others:

- Laura Biery – City of Palmdale
- Roy Burnett – City of Vernon and Authority Director of Finance
- J.F. Finn - Gensler
- Kristin Huy – City of Cerritos
- Sharad Mulchand – Transportation Planning Manager, LA Metro
- Charlene Palmer – Arcadis-US, Inc.
- Ian Pari – City of Santa Clarita
- Albert Perdon – Executive Director, Orangeline Development Authority
- Albert Sawano – Gensler
- Steve Yee – City of Downey
- Yvette Abich – Colantuono and Levin, General Counsel
- Steve Lefever – City of South Gate
- Michael Litschi – OCTA

PUBLIC COMMENTS

City of Downey Councilmember and Board Chair Kirk Cartozian opened public comments for those in the audience who wished to address the Authority on other than agenda items. There was no response and the public comments section of the meeting was closed.

UNOFFICIAL UNTIL APPROVED

ITEM 5 – APPROVAL OF MEETING MINUTES OF AUGUST 8, 2007

MOTION: City of Vernon Councilmember W. Michael McCormick moved to approve the meeting minutes of September 12, 2007, as presented. City of Los Alamitos Councilmember Troy Edgar seconded the motion, which carried, unanimously.

ITEM 6 – CLOSED SESSION: CONFERENCE WITH LABOR NEGOTIATOR, GOV'T CODE SEC. 54957.6

The Chair stated the conference with the labor negotiator is under Government Code section 54957.6. The Authority negotiators are members of a three member subcommittee that is composed of a chair, vice chair, and a past chair – Cartozian, Edgar and Larsen. Yvette Abich stated that the purpose of the session is give direction to the Authority negotiators with respect to the Executive Director's consultant agreement. She then asked those who are members to remain, and those who are not members to step outside the chamber until the members are done and they would be called back.

The closed session was then completed and the public and staff returned to the chamber. Chair Cartozian then stated that there was nothing to report from the closed session at this time.

ITEM 7 – EXTENSION OF PROFESSIONAL SERVICES AGREEMENT WITH ALBERT PERDON & ASSOCIATES AND ADOPTION OF RESOLUTION APPROVING EXTENSION

The Chair asked that, based on some of the items discussed in the closed session, the legal council make some recommendation to the board. Yvette Abich stated that during the closed session, it was agreed to put on the table for the Board's consideration, that the Resolution put forth to extend the professional services agreement with Albert Perdon & Associates be modified to extend the agreement through December 31, 2007 so that the Authority can have at least one more meeting in order to look at the final recommended professional services agreement before it is voted on in open session in December, 2007.

There is a change in the Resolution. The last Whereas is changed to read: "WHEREAS, the Board wishes to extend the term of the PSA and to authorize payment of services by Albert Perdon & Associates for the months of September through December 31, 2007." November is replaced by December 31.

Also, Section 1 is changed to read: "Section 3.4 ('Expiration Date') of the PSA shall be modified to read: 'December 31, 2007'." Section 2 is modified to read: "The Board approves the monthly payment of \$13,750 to Albert Perdon & Associates, Inc. for services rendered from September 1, 2007 through December 31, 2007." That concluded the changes made on the Resolution. The Resolution was then put on the table for the Authority Board to discuss and act upon.

MOTION: Vice Chair Troy Edgar moved that the recommendation to extend the Professional Services Agreement with Albert Perdon & Associates through December 31, 2007 be approved. Board member W. Michael McCormick seconded the motion, which carried unanimously.

ITEM 8 – REPORT ON 2ND ANNUAL NORTH AMERICAN PPP AND INFRASTRUCTURE FINANCE CONFERENCE AND MEETING WITH GOVERNMENT, CONTRACTORS, INVESTORS AND FINANCIERS

Mr. Perdon stated that had some slides on the topic to present to the Authority Board, but that he instead would email them out to the Board due to time constraints. Mr. Perdon summarized that this was a conference of investors and public private partnerships, such as the one the Authority is pursuing, along with financial advisors; about 300 participants attended the conference. This includes the companies that could build our project, companies that have consortiums for highways and rail projects. So everyone that we would want to expose our project to was there. He was able to attend all the sessions and he picked up a lot of information and additional insights. He was able to meet with about 15-20 of the participants and spend quality time with them. He distributed a brochure indicating our interest in obtaining expressions of interest from development partners and made them aware of our project. Overall, it was a very productive conference.

There was one project, a highway project in Colorado, which was similar in organization to what we are doing here. It was a project that was not being built because the State could not come up with the money. Interested cities came together and formed a joint powers authority, similar to us, and took the initiative to build a toll road. Construction funds were derived from project revenue bonds. They were going to default on the bonds after two and a half years of operation, due to lower than anticipated toll revenues. So, they went out to the market and a team came together, submitted a proposal and was selected to receive a lease agreement in which they took care of paying off the bonds in exchange for toll revenues for 99 years. They recognized the payoff comes towards the end of the lease period, not in the first five years. They were willing to invest in the project and carry it through until it starts making a profit. Our situation is very similar, in that after the first five or six years of operation cash flow will begin to turn positive and debt will begin to be retired.

Overall, the conference was very insightful and Mr. Perdon picked up a lot of good points. Mr. Perdon added that he will be attending another Conference next week in Arizona. He then stated that as a result of this conference, a recommendation is being brought forward in the next report on the agenda to begin the formal process of securing investors in our project. Also, from the meetings with investors that he and Vice Chair Edgar previously held in New York, from the reaction to the Colorado project which received proposals from fifteen firms, and from the insights gained from the firms he spoke with at this conference, it is clear that there is lots of money and investor interest in the global marketplace looking for good projects to invest in.

Mr. Perdon stated that one of the big differences with the Colorado project, for which the re-financing was just closed a couple of months ago, and ours is that it is a highway project that had been built and was operating; it just was in a negative financial situation. However, ours is a little more challenging because it is not yet built. So, we are looking for a partner that is going to take us through the process of starting the construction and getting it built. And it is a Maglev project. So, there are some elements of our project that are different. There is also a very positive side, which includes the dense area, heavy congestion, lots of people, and a strong demand for it. He stated that our analysis shows we have the numbers that could make this project work.

The reactions he received from others were very positive and showed they are interested, and many were overwhelmed by the scope of the project because there is a lot of money involved. But, the indication was that if we have a formal process we will get responses from the investor and development industry.

The Chair asked if there were any questions, and there were none. The Chair then stated that he is looking forward to seeing the slides. It was the consensus to receive and file the report.

ITEM 9 – APPROVAL TO INITIATE PROCESS TO SECURE PROPOSALS FROM POTENTIAL PRIVATE DEVELOPMENT PARTNERS, INCLUDING INVESTORS, FINANCIAL ADVISORS, CONTRACTORS AND STATION-AREA LAND DEVELOPERS

The Chair announced that this has been discussed for some time and that he is excited to see it moving along. He asked the Executive Director to make his report.

Mr. Perdon, stated that we are at the point now that we need to formalize the process to secure proposals from the development community and the investment community. The Governor's Cabinet secretary has previously asked us specifically to seek investment proposals and report back to him with what the investors are willing to do and what they want in return from us and from the State. He stated that it is necessary to do this to both secure investors as well as to present to the State the evidence that they are looking for that there is interest in the project and that they are prepared to move forward with us and invest in the project.

One of the key aspects of the discussions he had with potential investors and their advisors was the issue of risks – primarily the ridership risk and the government risk. They want to assure themselves that the ridership numbers are correct and that it is going to generate the revenue expected.

Secondly, they want assurance that the cities along the corridor really want this and that the State, the MTA and the OCTA who control the public rights-of-way will allow this to happen and that they also support the project. So, it's the government risk that is the biggest risk for the private investors.

Mr. Perdon stated that station-area development is also a key issue, because the investors see that ridership is influenced by what the cities are going to allow. The development activities and station planning in South Gate were described to the investors, along with how our cities are beginning to look at their general plans to consider changes that would be appropriate with the Orangeline High Speed Maglev, and he described some of the recent development activities in Orange County and how the City of Santa Ana is actively pursuing development of new housing and related improvements.

Mr. Perdon then stated that Albert Solano and JF Finn of the Gensler firm were here and that they have some interesting slides for the Authority Board to see related to this area. He then recommended that the Authority Board authorize him to begin the steps of developing an RFP process to solicit proposals. He proposed to schedule an investor conference early next year which would give investors and developers a chance to understand the project, see who else is interested and get a chance to talk to others. There were about three or four people who suggested this to him.

Mr. Perdon stated that he has been working with ARCADIS on this, and that there is a new program manager at ARCADIS, Kirk Goddard, who is now working with Charlene Palmer, and he had also suggested this conference as a good strategy. He then asked Albert Sawano and JF Finn to show their slides for about 10 minutes and they agreed. After the slide presentation, the Chair asked if there were any questions.

The Chair stated that this was started late last summer to move the Board towards a working communication and interface with the development community to educate them and ourselves now and over the long term.

MOTION: Vice Chair Edgar seconded a motion to approve the recommendation to initiate an RFP process to secure proposals from potential private development partners. The motion carried unanimously.

Chair Cartozian stated that we're going to anticipate interest from the development community as we intensify our outreach, and that our intent is to start to look at proposals very shortly, so this is a big step.

ITEM 10 – DISCUSSION OF OUTREACH WITH PROJECT STAKEHOLDERS, INCLUDING THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS

The Chair first stated that he was going to skip through Item 10 and vote on Item 11 before coming back to vote on Item 10. After finishing Item 11, the Chair came back to item 10.

Mr. Perdon stated that this was an opportunity for the Board to have a dialogue on how they should approach SCAG. He stated that Vice Chair Edgar had asked if this could be placed on the agenda so that the Board can have a discussion on it.

Marsha McLean stated that the Southern California Association of Governments (SCAG) Regional Transportation Plan workshops are going on and that she had attended a couple of them and that maglev had come up. She stated that a meeting on Finance was coming up and suggested that people need to be at this meeting to bring up the Orangeline High Speed Maglev and the potential for getting it financed, and to get it into at least the Strategic Plan. She stated that she was informed the project cannot be included in the Regional Transportation Plan if we don't have funding in place. If it is in the Strategic Plan and funding becomes available then you can petition to get the project into the RTP.

Mayor McLean stated that it is vitally important to get information to them (SCAG) because they have no idea of what the Orangeline High Speed Maglev is and where we are with the milestones. They know about the SCAG project. She asked if anyone is a member of the SCAG Maglev Task Force. She emphasized that we have to have representatives at the SCAG meetings because they don't understand where we're at.

Vice Chair Edgar expressed that work has to be done behind the scenes to even get the project on the SCAG agenda. He also mentioned that the City of South Gate has selected Ron Bates as its new City Manager and that Mr. Bates has been a member of the SCAG Maglev Task Force. He said it would be advantageous to hold a discussion with South Gate officials and Ron Bates so that we could seek his assistance in advocating our way into the Regional Transportation Plan. We could become involved with the dialogue tomorrow, but he is concerned that we are not organized enough and that somebody is

just going to knock us off. He stated that he has had discussions with Lou Bone who is the Maglev Task Force Chair and not a big proponent of the Orangeline High Speed Maglev. Another person from Orange County, Richard Dixon of Lake Forest, is not a big fan either. He is on the OCTA Board. He stated that it would be nice to sit down and figure out a plan of action.

Marsha McLean stated that in the first conversation she had with SCAG staff she was told that the Orangeline High Speed Maglev project is not proven for maglev technology. Vice Chair Edgar pointed out that SCAG and its Maglev Task Force is focused on one line, the line from Los Angeles to San Bernardino and that is the only line they'll talk about. He suggested that the Orangeline High Speed Maglev is well advanced and could serve as a great case study of something with four years of progress and something that works. We can help SCAG with some ideas that have been successful.

Chair Cartozian introduced Charlene Palmer who reported that she had attended an OCTA Transit Planning and Operations Committee meeting on September 27, 2007 at which Jim Gosnell, Deputy Executive Director of SCAG, gave a presentation on SCAG's High Speed Regional Transportation system. She said that during the discussion it was questioned whether the Orangeline High Speed Maglev had been included in the RTP in 2004 and basically SCAG concluded that it was. (Richard Dixon had previously incorrectly reported that it was not in the 2004 RTP.) She reported that SCAG stated basically it was a question of technology and that they recommended the Orangeline High Speed Maglev project not be included in the RTP for 2008. Ms. Palmer stated that thereupon Santa Ana Mayor Miguel Pulido indicated that the Santa Ana is going to join SCAG and start attending the meetings, and he recommended that all of the cities along the Orangeline throughout L.A. and Orange Counties make sure their voices are heard that the Orangeline should be included in the RTP for 2008.

Vice Chair Edgar stated that we should focus on making sure that our project gets included in the RTP because it makes the project eligible for federal funding and any other funding that SCAG can actually help facilitate. Marsha McLean stated that we don't have a lot of time. There are three more meetings and they plan to have a draft in November.

The Executive Director recommended that those who represent their cities on SCAG should be identified and the information given to the cities to help them tell SCAG about the Orangeline. They can then sit down and go over the information with the SCAG representative. He also urged that a meeting be set up with Ron Bates who is very familiar with the Maglev issue at SCAG.

Chair Cartozian indicated he would send an email message to the Board members regarding this issue. Vice Chair Edgar reported that a trip has been planned by SCAG and OCTA to view the General Atomics prototype maglev system in San Diego.

By consent, the report was directed to be received and filed.

ITEM 11 – APPROVAL OF WARRANT REGISTER

MOTION: City of Vernon Councilmember Michael McCormick moved to approve the warrant register as presented. City of South Gate Councilmember Maria Davila seconded the motion, which carried unanimously.

ITEM 12 – COMMUNICATION ITEMS TO THE AUTHORITY BOARD

Due to technical difficulties, the presentation and discussion of this information item was not recorded.

ITEM 13 – COMMUNICATION ITEMS FROM THE AUTHORITY BOARD

Due to technical difficulties, the presentation and discussion of this information item was not recorded.

ITEM 14 – ADJOURNMENT

There being no further business to come before the Orangeline Development Authority, the meeting was adjourned at 8:08 p.m. The next regularly scheduled meeting will be held on Wednesday, November 14, 2007.

Attest:

Secretary

Chair

Approved:

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**DRAFT
MINUTES OF A REGULAR MEETING OF
THE ORANGELINE DEVELOPMENT AUTHORITY
WEDNESDAY, NOVEMBER 14, 2007**

CALL TO ORDER

City of Downey Councilman and Authority Board Chair Kirk Cartozian called the meeting to order at 6:35 p.m. Mr. Cartozian announced that there is an insufficient number of members in attendance to form a quorum; therefore, no action will be taken until such time as a quorum is present.

ROLL CALL AND INTRODUCTION OF ATTENDEES

Authority Board Members:

Tony Lima – Councilmember, City of Artesia
Kirk Cartozian – Authority Chair, Councilmember, City of Downey
Troy Edgar – Authority Vice Chair, Councilmember, City of Los Alamitos
Thomas Martin – Mayor, City of Maywood
Diane Martinez – Councilmember, City of Paramount
Scott Larsen – Mayor, City of Bellflower
Bill Dewitt – Mayor, City of South Gate

Others:

Sharad Mulchand – L.A. Metro
Rory Burnett – City of Vernon and Authority Director of Finance
Albert Perdon – Executive Director, Orangeline Development Authority
Michael Litschi – OCTA
Eduardo Vega – City of Cerritos
Dean Grose – Councilmember, City of Los Alamitos
Albert Perdon – Transit Media Consultants
Yvette Abich, Colantuono & Levin, General Counsel
John Perfitt, City of Downey, Economic Development Director
Steve Lefever, City of South Gate, Director of Community Development

PLEDGE OF ALLEGIANCE

City of Downey staff member John Perfitt led the assembly in the salute to the flag.

PUBLIC COMMENTS

City of Downey Councilmember and Board Chair Kirk Cartozian opened public comments for those in the audience who wished to address the Authority on other than agenda items. There was no response and the public comments section of the meeting was closed.

ITEM 5 – APPROVAL OF MEETING MINUTES OF OCTOBER 10, 2007

MOTION: A motion could not be taken because there was no quorum, so only discussion of the minutes could take place and no motions for approval could be taken at the time.

ITEM 6 – APPROVAL OF WARRANT REGISTER

Mr. Perdon introduced Authority Finance Director Burnett to speak on this item. Mr. Burnett stated that he received invoices from Transit Media Consultants, the firm that

provides website services to the Authority. He questioned if there is a long-term commitment with the agency, as the firm is charging the Authority \$1500 per month for their services. Mr. Cartozian then answered that the \$1500 amount for the services provided by Transit Media Consultants was approved by the Authority Board and is on a month-to-month basis. It was approved by the budget sub-committee and brought before the full Authority Board for approval. Mr. Burnett stated he had no further comment on the warrants.

Mr. Perdon then stated that Mr. Burnett raised the question with him about the invoices from Transit Media Consultants, and that he had asked that the question be brought to the Authority Board for clarification, due to the relationship between himself and TMC and that the decision to use this firm was an Authority Board decision. Los Alamitos City Councilmember Edgar asked for clarification on the scope of services being provided. Finance Director Burnett stated that the monthly invoice from Transit Media Consultants comes to \$2860, but the firm provides a discount that reduces the amount charged to the Authority to \$1500. Chair Cartozian stated that the firm produced and hosted the website and provided services for some period of time prior to the point in time that the Authority had an ability to pay for the services. It was the Authority Board's decision, based on recommendations of the sub-committee to cover the cost on an on-going basis; the sub-committee that considered this item was composed of himself, Scott Larsen and prior Authority Board member and Vice Chair Fred Freeman. Mr. Burnett stated that he just wanted to make sure he has approval from the Board to continue submitting the invoices from Transit Media Consultants on a monthly basis for Board approval. Mr. Edgar brought up the fact that \$1500 appears to be a lot for just hosting a website. Bellflower Mayor Larsen stated that there is more being provided than just hosting.

Yvette Abich raised the issue regarding the ability to approve warrants when there is not a quorum. It was brought up that there is an Authority Board-approved policy that enables bills to be paid. Mr. Perdon then stated that the policy is that the Chairman and the Vice-Chairman may authorize the payment, which is based on the broader policy that the Authority wants to make expedient payments to its vendors and not delay payments due to the lack of quorums. The action would then be voted upon during the following meeting. So no action was taken at the time.

ITEM 7 – COMMUNICATION ITEMS TO THE AUTHORITY BOARD

Chair Cartozian stated that the Authority Board has been very active in the last month; he turned the item over to the Executive Director. Mr. Perdon mentioned that there were some recent news articles regarding the State budget and the difficulties that the Governor and the Legislature are having due to reduced revenues at the state level. This has a direct effect on the Orangeline High Speed Maglev project, mainly because of the dialogue that is occurring in other venues. He stated that this should be kept in the back of our minds while assessing where our project stands relative to other transportation needs and priorities. Clearly, the State budget issues are impacting transportation in every city. He also stated that tolling is coming up more as a solution to funding transportation improvements; this was made clear by a representative of the MTA speaking at a PPP meeting he attended that morning at which it was pointed out that MTA is undertaking a study of converting HOV lanes to toll lanes. So, in the upcoming years, the Orangeline High Speed Maglev may be competing not just against freeways but also toll lanes, which would make the Orangeline even more competitive. He suggested that the Board review the meetings that Troy Edgar and Kirk Cartozian attended since the last Board Meeting.

Vice Chair Edgar stated that he went with Los Alamitos Mayor Driscoll and the Executive Director to meet with Congressman Royce's staff. He pointed out that this is part of our strategy at federal and state levels to utilize our relationships within those levels to help facilitate city discussions. Within Orange County we have had challenges with the light rail not making it through and with the people who live up against the former Pacific Electric right-of-way who wish to keep it as a park or potentially redevelop it as a commercial lot for say a Costco. The Congressmen has agreed to get involved and help facilitate the development of a consensus by not taking a position at this time; rather, he is calling each city group in so that they can state their concerns and views. They are concerned mainly regarding the right-of-way use. Currently, the Congressman is trying to form a position but is remaining neutral for now.

Mr. Perdon then stated that he attended a Public Private Partnership (PPP) Conference where he was able to talk with a number of potential investors. Also, the Authority had an exhibit at the Wings, Wheels and Motors Expo in Los Alamitos, at the invitation of Alternate Authority Board member Dean Grose. He then announced that we now have a display built by MBI media, which was used at the Expo; if one of the Board Members' cities has a public event in their community they are free to use the display at the event. Mr. Perdon also attended a Women's Transportation Coalition Meeting where a panel, including Billie Greer from the Governor's office, talked about PPP's and the challenges for their implementation. Mr. Perdon stated that he shared the story about the Orangeline High Speed Maglev and what we are trying to accomplish; he found it interesting when the moderator asked for comments from the audience and about five or six people answered stating that the Orangeline High Speed Maglev is what we need, not more freeways.

Chair Cartozian then stated that he and the Executive Director met with L.A. City Council Member Greig Smith. Mr. Smith is a member of the Transportation Committee for the City of Los Angeles and an active member of the SCAG Regional Council and a supporter of Maglev technology. The purpose of the meeting was to see where other officials lie in their positions on the Orangeline High Speed Maglev and to encourage their support for the project. Mr. Smith gave good direction as to the issues that will come up with SCAG. Council Member Smith stated he supported keeping the Orangeline High Speed Maglev in the RTP. He recommended that on November 27th we be present as a Board and continue with our message of communication.

Chair Cartozian continued that he and the Executive Director met with Assembly Member Hector De La Torre, who committed to attend the November 27th meeting of SCAG if possible, and to let SCAG know that he supports the Orangeline High Speed Maglev and that it is important that the project stay in the RTP. Mr. Cartozian stated he later had dinner with State Senator Alan Lowenthal that evening; the Senator may have to be in Sacramento on the 27th, but he is going to, through a letter or voice recording, provide input that is going to be given to SCAG as well. This is not new, they have been supporters all along, but for them to spend their time and be active about being present has been great.

Chair Cartozian followed with a report on a meeting with the Gateway Cities Council of Governments (COG) last week at which the Authority requested support of the proposal the Authority submitted last year to the California Transportation Commission. The COG's City Managers Steering Committee raised a concern about how the proposal might impact other COG funding priorities. We must understand that our cities face the problem everyday of continuing freeway projects, but we were told, without a doubt, that

the Orangeline High Speed Maglev is supported. We are going to meet directly with the city managers steering committee to find those solutions, which is very important. Kirk Cartozian stated that he, along with Ken Farsing, from Signal Hill, are going to set up a meeting with the city managers steering committee hopefully before the November 27 meeting with SCAG. Mr. Perdon then stated that there was also action taken towards having a meeting in Sacramento with the COG's lobbyist. He sees the opportunity to show that the interest in the Orangeline High Speed Maglev extends beyond our member cities and includes the 27 cities comprising the Gateway Cities Council of Governments.

Chair Cartozian stated that he spoke last week with the Executive Director at the first joint meeting of the League of California Cities, the Independent Cities Association and the Contract Cities Associations. He believed that his power point presentation was pretty well received. There were about 70-80 elected officials in the room plus staff. He then asked South Gate Mayor Bill Dewitt to report on a meeting held just yesterday between the Authority and South Gate city staff.

Mayor Dewitt stated that South Gate had just hired Ron Bates as their new city manager and that he was starting work on Monday. He re-stated the need to have Board members attend such meetings and participate so our position could be vocalized.

The Executive Director reported on the Private Equity Investor Forum he attended at which he was part of a panel. He stated that everyone was impressed by the Shanghai Maglev video and presentation on the Orangeline High Speed Maglev. He also took a survey of the approximate 85 people that attended this meeting, which was held at the Century Plaza Hotel in west Los Angeles. All the comments were very positive and everyone was very excited about the possibility of the Orangeline High Speed Maglev becoming a reality. He stated that he would like to see Authority Board members participating in these types of events and giving these presentations so that they could see how it feels after the presentation with all the positive comments.

Kirk Cartozian stated that everyone needs to attend the November 27 meeting at 9a.m. at the SCAG offices, because if we are not heard nothing is going to happen and it is a very important meeting. He stated that there is a December 6th meeting where SCAG is actually going to adopt the Draft RTP for distribution to the public.

ITEM 8 – COMMUNICATION ITEMS FROM THE AUTHORITY BOARD

Scott Larsen stated that he communicated with State Senator Allen Lowenthal. He stated that the Authority should meet with the City of Long Beach to secure their support. Kirk Cartozian stated that he had met with Senator Lowenthal, as well and that the prospect of connecting the Orangeline High Speed Maglev to the ports was well received. Mr. Perdon stated that he will ask ARCADIS what it would cost to connect the Orangeline to the ports. Kirk Cartozian stated that he understands there are some challenges in providing container and passenger transport along the same line and that we need to make sure that it is a project that can be supported. We must make sure that this does not get derailed because of further studies because that could put the project behind by ten years. He believes that it would be in Long Beach's best interest to get this project moving.

Also, in January there are some trips coming up, such as the League of California Cities meeting in Sacramento on January 14-16, 2008. We must make sure that this project is brought up as a priority while at these meetings.

It was then brought up that the Long Beach City Council was considering a rail yard and the question was brought up if there was any new information regarding this project and if this had anything to do with the Orangeline High Speed Maglev. It was brought up that a meeting with the Long Beach City Council may be necessary to find out more information regarding this update in which we would be able to expose our project to them at the same time.

Michael Litschi was then thanked for attending all the meetings and reminded that if he had any comments or information he would like to share that he was welcome to do so at any time. Mr. Litschi stated that he doesn't have much to share at this time. The Executive Director stated that the Executive Director of OCTA expressed to the OCTA Board that the Authority's technical work was weak. He encouraged that Authority and OCTA meet to go over the validity and process of our technical work and he asked the Board to help in arranging such a meeting. Kirk Cartozian stated that he would want to engage in such a meeting with OCTA.

ITEM 9 – CLOSED SESSION

Chair Cartozian stated that unless you are a member of the Authority Board or the Executive Director, who was needed for the first item of the Closed Session, a recess will take place and the Closed Session would commence in five minutes.

Following the Closed Session, the Board returned to Open Session. Chair Cartozian reported that there was nothing to report from the Closed Session.

ITEM 10 – ADJOURNMENT

The next regularly scheduled meeting will be held on Wednesday, December 12, 2007.

Secretary

Attest:

Chair

Approved:



ORANGELINE HIGH SPEED MAGLEV

AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Albert Perdon, Executive Director
DATE: December 12, 2007
SUBJECT: **Report on action by Southern California Association of Governments to retain Orangeline High Speed Maglev in Draft 2008 Regional Transportation Plan**

RECOMMENDATION

That the Authority Board reviews this report and provides guidance to staff.

DISCUSSION

On December 6, 2007, the Southern California Association of Governments Transportation and Communications Committee (SCAG TCC) voted unanimously to approve a motion by Lake Forest City Councilmember and SCAG First Vice President Richard Dixon recommending that the Orangeline High Speed Maglev be included in the Draft 2008 Regional Transportation Plan (RTP).

The TCC action reversed a previous action by TCC on November 27, 2007 to remove the Orangeline High Speed Maglev from the Draft 2008 RTP. This prior action was taken on recommendations made at an earlier TCC workshop and by SCAG's Maglev Task Force, and reported to the TCC at its meeting of November 1, 2007. The stated concern raised at the November 1 and November 27 meetings was that the Authority did not have a "letter of commitment" from a private financial institution committing funds to build and operate the Orangeline High Speed Maglev.

On November 26, 2007, Authority Chair Cartozian submitted a letter to SCAG President Gary Ovitt, Supervisor, County of San Bernardino, which raised a number of concerns regarding actions by SCAG and the TCC. The letter urged that the TCC include the Orangeline in the Draft 2008 RTP. The letter presented evidence that the Orangeline High Speed Maglev met federal requirements.

At the November 27th meeting TCC Committee Chair Alan Wapner informed the Committee that a "letter of commitment" is required by federal regulations for a project such as the Orangeline High Speed Maglev to be included in the RTP. According to Mr. Wapner, such a "letter of commitment" was received by SCAG for the "Extended IOS" maglev projects from Ontario to West Los Angeles, San Bernardino, Anaheim and the San Pedro Bay seaports. Mr. Wapner asked Authority Vice Chair Edgar if the Authority had received a "letter of commitment". Vice Chair Edgar indicated that the Authority had not received such a letter.

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed 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 Ana*
- City of Santa Clarita
- City of South Gate
- City of Vernon

Chair

Kirk Cartozian
Councilmember,
City of Downey

Vice Chair

Troy Edgar
Councilmember,
City of Los Alamitos

Secretary/Treasurer

W. Michael McCormick
Councilmember,
City of Vernon

Auditor

Scott A. Larsen
Councilmember,
City of Bellflower

City of South Gate

General Counsel

Michael Colantuono
Colantuono & Levin, PC

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

*City Council has approved City joining the Authority

Mr. Dixon urged the TCC to take the Orangeline out of the Draft 2008 RTP for fear that the federal government would find the document out of compliance with federal requirements, which would result in the region losing all federal funds for the entire transportation program planned for Southern California. Mr. Dixon warned that Authority member cities might be sued by other cities in the region for causing the loss of federal transportation funds.

The Authority maintains that a “letter of commitment” is required by federal regulations only if a project is proposed to be funded by a private entity and the project proponent’s financial plan is based on committed funding from that private entity. That is not the case with the Orangeline High Speed Maglev, which relies on passenger and cargo revenues and other project revenues. As with most large capital-intensive infrastructure projects, private financing is planned to construct the Orangeline High Speed Maglev, with project revenue funding under control of the Authority pledged to cover debt payments. In such instances, federal regulations require evidence to show that “reasonably available” revenue sources will be used to fund the project and that a business plan has been developed that shows the actions being undertaken by the Authority to secure the required funding. The Authority believes that the Orangeline High Speed Maglev meets this criterion.

After the November 27th meeting, SCAG provided the Authority the “letter of commitment” referred to by Mr. Wapner at the meeting. The Authority reviewed the letter, which does not appear to provide any commitment what-so-ever to funding the IOS maglev projects.

At a meeting held on December 5, 2007, the Authority produced commitment letters from ARCADIS and Siemens, and a letter from Wedbush Morgan indicating the potential availability of private financing for construction of the Orangeline High Speed Maglev. SCAG agreed to accept this letter if two changes were made to the letter. The Authority was able to secure a revised letter with the changes that were required by SCAG. As a result, SCAG agreed to recommend that the Orangeline High Speed Maglev be included in the Draft 2008 RTP.

On December 6, 2007, debate on the Orangeline High Speed Maglev continued. Following this debate and a statement from Mr. Wapner that the Authority had produced a “letter of commitment”, Mr. Dixon introduced a motion to include the Orangeline High Speed Maglev in the Draft 2008 RTP. The motion was adopted by unanimous vote of the Committee.

Adoption of the motion marked a significant accomplishment for the Authority. It marked the first instance that the Orangeline High Speed Maglev’s priority was subjected to scrutiny and a vote by the regional body. Had the project not been included in the Draft RTP, achieving further progress would have been made much more difficult.

The Draft 2008 RTP will be released for public review in a matter of days. SCAG plans to adopt the final 2008 RTP in April.

ATTACHMENTS:

1. “Letter of Commitment” for the SCAG “Extended IOS”
2. Letter from Wedbush Morgan regarding the potential for private funding for the Orangeline High Speed Maglev
3. Progress in Achieving Federal Requirements for Inclusion of the Orangeline High Speed Maglev Project in the 2008 RTP



November 21, 2007

Southern California Association of Governments
818 W. Seventh Street, 12th Floor
Los Angeles, CA 90017
Tel: (213) 236-1800

RE: Submittal of EMMI Project Proposal
ATTN: Mr. Mark Pisano, Executive Director
CC: Mr. Richard Marcus
Ma. Huanha Liu
Mr. Joe Burton

Dear Mr. Pisano:

On behalf of American Maglev Technology ("AMT"), I am extremely pleased to present the enclosed Environmental Mitigation and Mobility Initiative ("EMMI") Project Proposal for submittal as a Public-Private Partnership ("P3") project.

We respectfully request that you consider this our formal proposal and process it under the guidelines of an unsolicited proposal to your organization. All the materials and referenced information should be considered confidential and competition-sensitive, and we trust that you will treat these data with the utmost discretion.

We find that the EMMI Project has compelling appeal from both a financial and environmental perspective. We are even more encouraged with the discussions we have had over the past weeks with all of the Project's stakeholders. We are confident that the Project as presented in this proposal could ultimately be financed in capital markets through *our* financial and Strategic Partners.

We look forward to working with you in the coming days to convert this proposal into contract documents and a ground-breaking next summer. Your interest and support are greatly appreciated, and we look forward to hearing the next steps.

Very truly yours,

Tony J. Morris
President & CEO, American Maglev Technology, Inc.

**CRÉDIT AGRICOLE GROUP**

November 20, 2007

Mr. Tony J. Morris, President and CEO
American MagLev
30 South Park Square, Suite 201
Marietta, GA 30060

RE: EMMI PROJECT ("Project")

Dear Mr. Morris:

On behalf of Calyon (Crédit Agricole CIB) and Calyon Securities (USA) Inc., I am pleased to submit this letter expressing our interest and support for your efforts on the EMMI Project. We refer to our discussions with you as President and CEO of American MagLev ("AMT"), as well as with other interested parties in and out of your consortium, in connection with the development of the Environmental Mitigation and Mobility Initiative Project for the Ports of Los Angeles and Long Beach, California (the "Ports").

AMT has provided information to Calyon's New York Branch, regarding the Project and has requested Calyon provide a letter indicating its interest.

We find the Project has compelling appeal from both a financial and environmental perspective and are encouraged with your early conversations with the Ports officials. It appears that the Project, and its technology, are an ideally suited to alleviate many of the current and projected challenges facing the California Ports, and all on a public-private partnership basis.

As the sixth largest financial institution in the world, Calyon is well placed to provide a plan of finance for, and participate in the financing of, the Project given our considerable involvement in providing finance for major infrastructure Projects of this nature. Subject to addressing the technology and environmental issues, we are confident that the EMMI Project as presented in your proposal (attached) could ultimately be financed in the capital markets through Calyon.

Recent international PPP experience includes:

- Corinth/Piraeus Motorway (EUR 1.5BN), Greece, Financial Advisor & Mandated Lead Arranger, Ongoing
- A2 Motorway (EUR 1.5BN), Poland, Mandated Lead Arranger, Ongoing
- M6 Motorway (GBP 1.0BN), Great Britain, Mandated Lead Arranger, 2006
- Riverky Motorway (AUD 1.8BN), Australia, Mandated Lead Arranger, 2006
- Autovía del Camino (EUR 330MM), Spain, Mandated Lead Arranger, 2006
- Chicago Skyway (USD 1.2BN), USA, Mandated Lead Arranger, 2005
- A41 Toll Road (EUR 930MM), France, Mandated Lead Arranger, 2005
- Richmond Airport Vancouver Rapid Transit, Canada, Participant, 2005
- Sea to Sky Highway Improvement, Canada, Participant, 2005

Calyon Building, 1301 Avenue of the Americas, New York, New York 10019-6022
Telephone: (212) 261-3500, Fax: (212) 261-3650, SWIFT: CALYUS33



CRÉDIT AGRICOLE GROUP

This letter does not constitute any commitment by Calyon to underwrite or provide funds to AMT for the Project and is not an offer capable of acceptance. Calyon shall be entitled to undertake all due diligence necessary in the evaluation of the Project, particularly the technology profile, and shall in its absolute discretion determine whether or not to lead and/or participate in the financing of the Project.

Calyon wishes AMT success in its continuing negotiations with the Paris officials and looks forward to continued discussions on this important Project.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Angela M. Hyland'.

**Angela M. Hyland, Director
Calyon Securities (USA) Inc.
Debt Capital Markets**



Mr. Albert Perdon
Executive Director
Orangeline Development Authority
16401 Paramount Boulevard
Paramount, California 90723

ARCADIS U.S., Inc.
1400 North Harbor Boulevard
Suite 700
Fullerton
California 94804
Tel 714 278 0992
Fax 714 278 0051
www.arcadis-us.com

Subject:
Orangeline High Speed Maglev Corridor Development Project

Dear Mr. Perdon:

On behalf of ARCADIS U.S., Inc. and the member firms of the ARCADIS team, we express our continuing support and commitment to bringing the Orangeline High Speed Maglev Corridor Development Project to fruition.

Our commitment to the partnership with the Authority is consistent with the mutual covenants and promises in the Development Agreement by and between the Orangeline Development Authority and ARCADIS G&M, Inc. dated August 25, 2005. The Development Agreement outlines the scope of the project which includes the necessary tasks to plan, design, build, operate and maintain the Orangeline, an elevated and magnetic levitation (maglev) technology transportation system.

We have honored our undertaking to you in the completion of Phase 1 which includes the feasibility review that will serve as a basis to the next project phase. The results of our efforts are well documented in the 10 Milestone Reports adopted by the Authority Board concluding with the Milestone 10 – Orangeline High Speed Maglev Financial Plan.

Our commitment to the project, the Authority, and to the Agreement has been demonstrated by our willingness to invest over \$1.1 million in the project.

We re-affirm our willingness and commitment to you to abide by the terms of the Agreement for award of Phase II, and negotiate the terms which will result in moving our efforts forward towards the successful design, finance, building and operations of the Project.

We look forward to continuing our successful relationship with the Orangeline Development Authority and each of the Authority's member cities. The ARCADIS Team appreciates this opportunity to work with the Orangeline Development

Date:
04 December 2007

Contact:
Kurt Goddard

Phone:
770.431.8666 ext 326

Email:
kurt.goddard@arcadis-us.com

Authority and its' member cities to bring this much needed high speed transport project to realization for Southern California.

Respectfully submitted,

ARCADIS U.S., Inc.

A handwritten signature in blue ink, appearing to read "Kurt A. Goddard".

Kurt A. Goddard
Senior Vice President

Copies:

Charles Leichner III, ARCADIS

Bob Stevens, ARCADIS

Charlene Palmer

SIEMENS

December 4, 2007

Mr. Albert Perdon
Executive Director
Orangeline Development Authority
16401 Paramount Boulevard
Paramount, California 90723

Mr. Kurt A. Goddard
Senior Vice President
ARCADIS
2849 Paces Ferry Road, Suite 400
Atlanta, Ga. 30339 ARCADIS

Dear Messrs. Perdon and Goddard:

Siemens Transportation Systems (STS) is pleased to affirm its commitment to supporting the Orangeline Development Authority and the ARCADIS Team in the successful deployment of proven, state-of-the-art Transrapid high speed maglev technology in Southern California.

STS is the number one supplier of light-rail mass transit vehicles in North America, with more than 850 light-rail vehicles ordered in the U.S. and Canada. Our manufacturing facility in Sacramento, California is the only permanent U.S. light-rail manufacturing facility on U.S. soil. It is from this California facility, and from the world-wide group of Siemens companies that support it, that STS provides innovative, safe and reliable transportation solutions.

The growing interest in maglev technology in Southern California reflects a similar surge in interest around the globe. What sets Transrapid maglev technology apart from others that have recently appeared in the market place, some of which are mere concepts or test-track prototypes, is its proven track record of performance. The world's first and only commercial high-speed maglev, now operating in Shanghai, China, has logged more than 2.5 million miles and safely carried over 11 million riders. The Shanghai Transrapid maglev has performed at a 99.9% on-time departures and arrivals rate, proving the reliability of this remarkable technology.

Deployment of the Orangeline High Speed Maglev will create additional employment opportunities for many Californians who will help to provide the same high quality and reliability to the manufacturing, installation and operation of the Orangeline High Speed Maglev as we are providing to our current customers of mass transit vehicles and systems.



Oliver O. Hauck
President & CEO
Siemens Transportation Systems, Inc.



**WEDBUSH MORGAN
SECURITIES**

(800) 659-8200
FAX (858) 793-1446

December 6, 2007

Albert Perdon
Executive Director
Orangeline Development Authority
16401 Paramount Blvd.
Paramount, CA 90723

John C. Moriniere
Senior Vice President, Project Development
ARCADIS
630 Plaza Drive, Suite 200
Highlands Ranch, CO 80129

Re: Orangeline Development Authority & ARCADIS – A Public Private Partnership
Orangeline High Speed MAGLEV Project, Milestone 10

Gentlemen:

Wedbush Morgan Securities ("Wedbush") has reviewed the Milestone 10 Financial Plan and accompanying PowerPoint presentation provided by ARCADIS and the Orangeline Development Authority. More specifically, we have reviewed the assumptions and projections, which provide the groundwork analysis in determining feasibility of financing the aforementioned project.

In establishing the feasibility of issuing tax-exempt debt to finance a portion of the project, several criteria must first be met:

- ❖ The project should have a good credit quality, and
- ❖ The amount of project costs financed through the sale of tax-exempt debt will need to be sized based on revenue coverage generated by the project.

Upon meeting these criteria, the Orangeline High Speed Maglev Project may be financed through tax-exempt debt. However, this letter does not constitute any commitment by Wedbush Morgan Securities to underwrite tax-exempt securities issued by the Orangeline Development Authority.

Wedbush Morgan Securities

Doug Charchenko

**Orangeline High Speed Maglev
Progress in Achieving Federal Requirements for Inclusion of the Project in
the 2008 RTP**

1. Ensure there are sufficient funds to implement the project, and to operate and maintain the system
 - o A funding plan has been prepared and is available for review on the project website. Passenger fares, cargo fees and other project revenues provide sufficient funds to cover project planning, construction, construction financing and O&M costs.
 - o Reasonably available funding sources have been identified: Project revenue financing to fund construction, including one or more of the following: public investment and private equity, bonds and other private borrowing, and state and federal credit enhancements (such as TIFIA) and/or loan guarantees.
2. Include a financial plan and implementation plan for the project that can serve as input to and a basis for the required MPO financial plan
 - o A project financial plan has been prepared: The Financial Plan can be found at http://orangeline.calmaglev.org/documents/20070417_milestone_10.pdf and at http://orangeline.calmaglev.org/documents/Orangeline_High_Speed_Maglev_Financial_Model_2h_20070607.pdf
 - o The Implementation Plan can be found in the Milestone 10 report.
3. Base financial plans on realistic or reasonably available funding sources using data assumptions that reflect the existing situation and historical trends
 - o As shown in the Financial Plan, the use of project revenues to fund construction and operation is reasonably based upon existing market data, which demonstrate the value of the service provided to the commuter and the willingness of commuters to pay for that service at the price needed to cover capital and operating costs.
 - o Specifically, the high-speed maglev service price point is at or less than what we can reasonably expect future users would pay. It is less than what they have to pay for travel by auto. For example, the Chicago Skyway charges a minimum \$.35 per mile that increases to over \$1 per mile depending upon distance traveled and the 91 Express Lane charges as much as \$.975 per mile. These are examples of transportation systems that pay for themselves by offering a superior service compared to heavily congested "freeways". A ride on the Orangeline High Speed Maglev can cost less than the cost of travel by auto on toll lanes or on congested "free" lanes.
4. Identify proposed new revenues and/or revenue sources, and strategies for ensuring their availability
 - o The Authority has prepared and is implementing a strategy to secure funding. The strategy is to develop a project that generates enough revenue to cover costs, to gain support of all cities along the corridor, to gain support of state and regional agencies, to secure required rights-of-way, and to attract public and private financing to cover construction costs that will be repaid from operating revenues.
 - o Our progress in carrying out this strategy is described in the on-going monthly reports to the Authority's Board of Directors, available for review on the project website.

5. Identify innovative financing techniques proposed to ensure project implementation
 - o The Authority has identified a straight-forward funding approach based on conventional project-revenue financing techniques. The techniques are similar to those used successfully to finance construction of toll roads in Orange County and San Diego County, to finance toll road concession leases in Indiana, Chicago and Colorado, and to finance other public works projects.
 - o The Authority is currently engaged in securing collateralization to enhance loan terms and costs and to maximize competition in securing project financing.
6. Base cost and revenue estimates on sound cost and revenue estimating practices
 - o The Authority and its development partner, ARCADIS, utilized a bottoms-up cost estimating approach based on SCAG unit-cost data developed for the LAX-March project and other maglev studies completed during the past seven years at a cost of over \$10 million.
 - o The cost estimate of \$176 million per mile is comparable to \$140 million per mile for the SCAG IOS maglev project.
 - o The project cost estimate is based on a well-defined project design prepared by the Authority and ARCADIS and on Phase 1 preliminary engineering studies costing about \$1.5 million. Revenue estimates were derived from ridership estimates prepared by the very reputable planning firm Meyer Mohaddes Associates, using SCAG computer-based ridership/revenue estimating models, and were subjected to a three-level independent review for reasonableness by Fehr & Peers, ARCADIS and the Authority.
7. Provide a letter of intent. "A letter of intent by the responsible official or body having control of the funds should suffice as a commitment."
 - o The Authority's commitment to using project revenues to cover project costs, including financing debt payment obligations, is evidenced in its adoption of the Milestone 10 report which establishes operating revenues as the source of funding for building and operating the maglev system.
 - o The Authority can provide a letter of intent to affirm its commitment to allocate project revenues to fund the project, as provided for in currently adopted policy resolutions.
8. Demonstrate adequate current support by public, elected officials, business community and/or special interests
 - o The Authority has secured support of a majority of the cities along the 108-mile project corridor. Twenty cities along the corridor have passed resolutions expressing various levels of support for the project. Fifteen cities have passed resolutions authorizing participation as members of the Joint Powers Authority, and fourteen are currently "Member Cities" and have been contributing funds to support the operation of the Authority since March 2003. The City of Santa Ana City Council recently approved action authorizing the City to become a member of the Authority.
 - o Member Cities have adopted resolutions committing to reviewing their General Plans and modifying those plans to incorporate appropriate changes that support the Orangeline High Speed Maglev, including higher-density, transit-oriented development around maglev stations,

as well as resolutions adopting key project milestone reports, including the concluding report - Milestone 10 Financial Plan and the partnership proposal the Authority submitted to the California Transportation Commission on November 21, 2006.

- The project is also supported by the Gateway Cities Council of Governments, representing 27 cities with a combined population of 2 million people.
 - The Authority has secured a letter of support from the Los Angeles County Metropolitan Transportation Authority with respect to use of MTA-owned right-of-way required for the project.
 - The City of Los Angeles provided funding for Orangeline High Speed Maglev feasibility studies.
 - The State has supported the project in the form of AB 2882 passed in 2006, which enables Orangeline Development Authority Member Cities to provide funding to the Orangeline High Speed Maglev from tax-increment revenues derived from infrastructure financing districts formed along the 108-mile project corridor. Key state and federal legislative leaders are working to advance the Orangeline High Speed Maglev project.
 - The federal government has supported the project in the form of an earmark in SAFETEA-LU and identification of the Orangeline High Speed Maglev as a "High Priority Project".
 - Private/business interest is evidenced by the Authority's success in attracting private partners that have invested over \$1.1 million in the project, affirming their support for the project and their confidence in the project, in the Authority and in the Authority's member cities.
 - The Authority has secured demonstrated support for the project by undertaking an outreach program. One of the Authority's member cities conducted a community survey that demonstrated 75% of residents and a majority of businesses would definitely or probably support an Orangeline High Speed Maglev-type transportation system along the proposed corridor alignment. An estimated 200 local city council meetings and other public events in which the project has been presented and/or voted upon have generate positive public responses.
9. Develop specific action plan for securing funding
- The Authority's plan of action is to secure participation of the remaining cities along the corridor as members of the Authority, to secure control of/access to the public rights-of-way required to build the project, to secure State support for the project at a level adequate to attract private investment, and to secure private investment and direct public investment in the project.
 - The Authority is currently focused on this action plan; meetings have been held with investment bankers and other private interests involved in the financing and construction of transportation infrastructure; meetings have been held and are continuing to secure state support, including legislation and support of the Administration; a formal process for obtaining proposals from the private investment/development community has been initiated. Private sector proposals are anticipated during the first quarter of 2008.
10. Develop the design concept and scope description to permit air quality conformity determination

- The Authority has completed Phase 1 preliminary engineering and environmental/economic impact analyses to establish the design concept and project scope.
- Ten "Milestone" reports documenting the results of this work, completed over a 12 month period, can be found at the project website.
- The Authority estimates that the project will reduce gasoline consumption by 2.5 billion gallons and reduce NOx and CO2 emissions by 40 million tons, based on current vehicle emission characteristics. The project will help to meet conformity goals, as well as state mandates for reducing green house gas (GHG) emissions.

Significant progress has been made, beyond just forming a JPA, to advance the Orangeline High Speed Maglev Corridor Development Project. We believe that the project meets FHWA requirements for financial constraint.

SCAG Transportation and Communications Committee Chair Alan Wapner stated that federal regulations require the Orangeline High Speed Maglev to have a signed letter of commitment from a private party. We cannot find this requirement in the FHWA document titled A Guide to Federal and State Financial Planning Requirements, dated April 28, 2004. Furthermore, we believe that Orangeline High Speed Maglev conforms to several provisions of Appendix - Financial Constraint: FHWA Guide to the Basics, which define "Available or committed resources" including those that are currently being used for transportation investments (such as fare box revenues).

Thus, we can find no reason that FHWA guidelines and requirements for Financial Constraint would preclude the Orangeline High Speed Maglev from being included in the RTP.



ORANGELINE HIGH SPEED MAGLEV

AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Kirk Cartozian, Chairman
DATE: December 6, 2007
SUBJECT: Adopt a Resolution of the Orangeline Development Authority Board of Directors Approving the Intent to Commit Project Revenue Funds to Cover Construction Debt Financing

RECOMMENDATION

That the Authority Board adopts the attached Resolution:

A RESOLUTION OF THE ORANGELINE DEVELOPMENT AUTHORITY BOARD OF DIRECTORS EXPRESSING ITS INTENT TO USE ORANGELINE HIGH SPEED MAGLEV PROJECT OPERATING REVENUES AS THE SOURCE OF FUNDING TO CONSTRUCT AND OPERATE THE ORANGELINE HIGH SPEED MAGLEV SYSTEM.

DISCUSSION

Federal guidelines require that Regional Transportation Plans (RTPs) "are constrained to include only projects that have realistic or reasonably available funding sources." Proposed transportation investments must be consistent with already available and projected sources of revenue. The financial plan must indicate what resources from public and private sources are reasonably expected to be available to carry out the RTP. For Mega Projects costing of \$1 billion or more, an annual financial plan must be submitted to the Secretary of the U.S. Department of Transportation.

The guidelines state:

"For local or private sources of funding not dedicated to or historically used for transportation purposes (including donations of property), a commitment in writing/letter of intent by the responsible official or body having control of the funds should suffice as a commitment."

"New funding sources may also be considered. The financial plan must identify strategies for ensuring their availability."

It is recommended that the Authority Board adopt the attached Resolution to ensure compliance with federal guidelines for projects in the Regional Transportation Plan.

ATTACHMENT:

- 1. A RESOLUTION OF THE ORANGELINE DEVELOPMENT AUTHORITY BOARD OF DIRECTORS EXPRESSING ITS INTENT TO USE ORANGELINE HIGH SPEED MAGLEV PROJECT OPERATING REVENUES AS THE SOURCE OF FUNDING TO CONSTRUCT AND OPERATE THE ORANGELINE HIGH SPEED MAGLEV SYSTEM.

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed 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 Ana*
City of Santa Clarita
City of South Gate
City of Vernon

Chair

Kirk Cartozian
Councilmember,
City of Downey

Vice Chair

Troy Edgar
Councilmember,
City of Los Alamitos

Secretary/Treasurer

W. Michael McCormick
Councilmember,
City of Vernon

Auditor

Scott A. Larsen
Councilmember,
City of Bellflower

City of South Gate

General Counsel

Michael Colantuono
Colantuono & Levin, PC

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

*City Council has approved City joining the Authority

RESOLUTION NO. _____

A RESOLUTION OF THE ORANGELINE DEVELOPMENT AUTHORITY BOARD OF DIRECTORS EXPRESSING ITS INTENT TO USE ORANGELINE HIGH SPEED MAGLEV PROJECT OPERATING REVENUES AS THE SOURCE OF FUNDING TO CONSTRUCT AND OPERATE THE ORANGELINE HIGH SPEED MAGLEV SYSTEM

WHEREAS, the Orangeline Development Authority Board of Directors, on November 8, 2007, adopted Resolution 06-17 to approve the Milestone 10 – Orangeline High Speed Maglev Financial Plan Report;

WHEREAS, the approved Milestone 10 Financial Plan identifies Orangeline High Speed Maglev project revenues as the source of funding to build and operate the Orangeline High Speed Maglev system;

WHEREAS, the Orangeline High Speed Maglev project, in order to move forward toward implementation, must be included in the Regional Transportation Plan (RTP) for Southern California, which must identify a source of funding resources committed or intended to be used to cover project costs, in order to meet federal financial constraint requirements;

WHEREAS, federal guidelines pertaining to the preparation of Regional Transportation Plans establish "For local or private sources of funding not dedicated to or historically used for transportation purposes (including donations of property), a commitment in writing/letter of intent by the responsible official or body having control of the funds should suffice as a commitment."

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

Section 1. The Orangeline Development Authority hereby expresses its intent to use Orangeline High Speed Maglev project operating revenues as the source of funding to construct and operate the Orangeline High Speed Maglev system.

Section 1. The Authority may seek and use other revenues to help fund the construction and operation of the Orangeline High Speed Maglev system that may become available to the Authority.

Section 2. The Secretary shall certify to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED this 12th day of December, 2007.

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

Kirk Cartozian, Chairman

ATTEST:

Secretary

APPROVED AS TO FORM

General Counsel



ORANGELINE HIGH SPEED MAGLEV

AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Kirk Cartozian, Chairman
DATE: December 6, 2007
SUBJECT: Adopt a Resolution of the Orangeline Development Authority Board of Directors to approve the Development/Investment Pre-Proposal Conference and Authorize expenditure of funds

RECOMMENDATION

That the Authority Board adopts the attached Resolution:

A Resolution of the Orangeline Development Authority Board of Directors to approve the Development/Investment Pre-Proposal Conference and Authorize expenditure of funds

DISCUSSION

During the past year, the Authority has undertaken efforts to assess the feasibility of attracting private investment and developer interest in the Orangeline High Speed Maglev project. Meetings have been held with principals involved in the financial markets, including investment bankers and advisors, and infrastructure developers, including those that take an equity position in the projects they undertake.

Based on the research and meetings held since early this year, and the feedback from numerous sources, staff believes that the best method for attracting private sector proposals from infrastructure developers and financing sources is to issue a formal request for proposals and hold a pre-proposal conference.

Such a pre-proposal conference is planned to be held on March 4, 2008 in Sacramento, California. This location was selected to give maximum opportunity for State leaders in the Legislature and the Administration an opportunity to participate in the Conference. Staff has determined that high-level State participation is of critical importance to attract private investors.

Authority Board Members would be expected to attend the Conference. Staff will engage the support of ARCADIS and other outside sources to help plan, organize, publicize and run the Conference. The Request for Proposal (RFP) and detailed Conference Program will be prepared and publicity will be generated soon after the Authority Board approves the Conference.

ATTACHMENT:

- 1. A Resolution of the Orangeline Development Authority Board of Directors to approve the Development/Investment Pre-Proposal Conference and Authorize expenditure of funds.

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed 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 Ana*
City of Santa Clarita
City of South Gate
City of Vernon

Chair

Kirk Cartozian
Councilmember,
City of Downey

Vice Chair

Troy Edgar
Councilmember,
City of Los Alamitos

Secretary/Treasurer

W. Michael McCormick
Councilmember,
City of Vernon

Auditor

Scott A. Larsen
Councilmember,
City of Bellflower

City of South Gate

General Counsel

Michael Colantuono
Colantuono & Levin, PC

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

*City Council has approved City joining the Authority

RESOLUTION NO. _____

A RESOLUTION OF THE ORANGELINE DEVELOPMENT AUTHORITY BOARD OF DIRECTORS TO APPROVE THE DEVELOPMENT/INVESTMENT PRE-PROPOSAL CONFERENCE AND AUTHORIZE EXPENDITURE OF FUNDS

WHEREAS, the Orangeline Development Authority Board of Directors has given careful consideration to the report regarding the Development/Investment Pre-Proposal Conference at the Regular Meeting of December 12, 2007;

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

Section 1. The Authority Board of Directors approves the Development/Investment Pre-Proposal Conference and the expenditure of Authority funds to cover reimbursable expenses in the amount not to exceed \$25,000 for planning, organizing, promoting and conducting the Conference.

Section 2. The Authority Executive Director will take all possible steps to obtain full reimbursement of expenses from Conference registration fees, sponsorships and any other possible sources.

Section 3. For purposes of Authority Board Member stipends, the Development/Investment Pre-Proposal Conference will be considered a Regular Meeting of the Authority Board.

The Secretary shall certify to the adoption of this Resolution.

APPROVED and ADOPTED this 12th day of December, 2007.

KIRK CARTOZIAN, Chair

ATTEST:

W. MICHAEL MCCORMICK, 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 12th day of December 2007, by the following vote, to wit:

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

W. MICHAEL MCCORMICK, Secretary

APPROVED AS TO FORM

General Counsel



ORANGELINE HIGH SPEED MAGLEV

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed 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 Ana*
 City of Santa Clarita
 City of South Gate
 City of Vernon

Chair

Kirk Cartozian
 Councilmember,
 City of Downey

Vice Chair

Troy Edgar
 Councilmember,
 City of Los Alamitos

Secretary/Treasurer

W. Michael McCormick
 Councilmember,
 City of Vernon

Auditor

Scott A. Larsen
 Councilmember,
 City of Bellflower

City of South Gate

General Counsel

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Gateway Cities Council
 of Governments
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 Association of Governments
 City of Garden Grove
 City of Huntington Beach
 City of Long Beach
 City of Stanton

*City Council has approved
 City joining the Authority

AGENDA REPORT

TO: Members of the Orangeline Development Authority

FROM: Kirk Cartozian, Chairman

DATE: December 6, 2007

SUBJECT: **Approval of Professional Services Agreement with Albert Perdon & Associates and Adoption of Resolution Approving Agreement**

RECOMMENDATION

That the Authority Board approves the Resolution approving the Professional Services Agreement with Albert Perdon & Associates.

DISCUSSION

In August 2006, the Authority Board approved a Professional Services Agreement with Albert Perdon & Associates. The term of the Agreement was 14 months commencing on September 1, 2006 and terminating on November 1, 2007. At its October regular meeting, the Authority Board approved an extension of the Professional Services Agreement until December 31, 2007.

The Authority Board subcommittee has finalized the terms of a new 2-year agreement with Albert Perdon & Associates and presents the Agreement for the Authority's consideration.

Recommended Action:

Adopt the attached resolution approving the Professional Services Agreement with Albert Perdon & Associates.

ATTACHMENT

1. A Resolution of the Board of Directors of the Orangeline Development Authority approving the Professional Services Agreement with Albert Perdon & Associates, Inc.

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGELINE DEVELOPMENT AUTHORITY APPROVING THE PROFESSIONAL SERVICES AGREEMENT WITH ALBERT PERDON & ASSOCIATES, INC.

WHEREAS, in August 2006, the Authority Board of Directors of the Orangeline Development Authority ("Authority Board") approved a Professional Services Agreement (PSA) with Albert Perdon & Associates, Inc. to provide consulting services to the Authority;

WHEREAS, the PSA was a 14-month agreement commencing on September 1, 2006 and terminating on November 1, 2007;

WHEREAS, the PSA was extended to December 31, 2007 by the Authority at its regular meeting on October 10, 2007;

WHEREAS, the Authority Board's subcommittee has finalized the terms of a 2-year contract with Albert Perdon & Associates, Inc.; and

WHEREAS, the Authority Board wishes to adopt the new agreement with Albert Perdon & Associates, Inc.

THE ORANGELINE DEVELOPMENT AUTHORITY BOARD OF DIRECTORS DOES HEREBY FIND, RESOLVE AND ORDER AS FOLLOWS:

Section 1. The Orangeline Development Authority hereby adopts the Professional Services Agreement, attached hereto as Exhibit "A", with Albert Perdon & Associates, Inc. commencing on January 1, 2008.

Section 2. The Secretary shall certify to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED this 12th day of December, 2007.

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

Kirk Cartozian, Chairman

ATTEST:

Secretary

APPROVED AS TO FORM

General Counsel

EXHIBIT A

PROFESSIONAL SERVICES AGREEMENT
BETWEEN THE ORANGELINE DEVELOPMENT AUTHORITY
AND ALBERT PERDON & ASSOCIATES, INC.

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”: January 1, 2008
- 3.4 “Expiration Date”: December 31, 2009

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 Seventy Thousand Dollars (\$170,000.00) unless specifically approved in advance and in writing by Authority. The Authority shall conduct a semi-annual review of Consultant's performance and compensation structure to determine whether or not there is a need to modify this Agreement.
- 5.2 Consultant shall obtain a business license from one (1) city represented by the Authority prior to commencing performance under this Agreement.
- 5.3 Consultant shall perform all work to the highest professional standards of Consultant's profession and in a manner reasonably satisfactory to Authority. Consultant shall comply with all applicable federal, state and local laws and regulations, including the conflict of interest provisions of Government Code Section 1090 and the Political Reform Act (Government Code Section 81000, *et seq.*).
- 5.4 During the term of this Agreement, Consultant shall not perform any work for another person or entity for whom Consultant was not working at the Commencement Date if both (i) such work would require Consultant to abstain from a decision under this Agreement pursuant to a conflict of interest statute and (ii) Authority has not consented in writing to Consultant's performance of such work.
- 5.5 Consultant represents that it has, or will secure at its own expense, all personnel required to perform the services identified in the Scope of Services. All such services shall be performed by Consultant or under its supervision, and all personnel engaged in the work shall be qualified to perform such services. Consultant shall be permitted to hire and use subcontractors, upon reasonable notice provided by Consultant and the approval of Authority. Albert H. Perdon shall be Consultant's project administrator and shall have direct responsibility for management of Consultant's performance under this Agreement. No change shall be made in Consultant's project administrator without Authority's prior written consent.
- 5.6 Consultant shall perform the scope of services, and shall use its best efforts to work at least forty (40) hours per week on behalf of Authority. Consultant's duties may involve expenditure of time in excess of forty (40) hours per week.

Consultant shall not be entitled to additional compensation for such time.

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

6. COMPENSATION

- 6.1 Authority agrees to compensate Consultant for the services provided under this Agreement, and Consultant agrees to accept in full satisfaction for such services, payment in accordance with the Approved Fee Schedule.
- 6.2 Consultant shall submit to Authority an invoice, on a monthly basis or less frequently, for the services performed pursuant to this Agreement. Each invoice shall contain an activity report describing and itemizing the services rendered during the billing period and the amount due and expenses incurred related to such services. 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 therefrom and to inspect all program data, documents, proceedings, and activities.

14. PERMITS AND APPROVALS

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

15. NOTICES

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

To Authority:

W. Michael McCormick, Secretary
Orangeline Development Authority
16401 Paramount Blvd.
Paramount, CA 90723
F: (562) 924-0152

To Consultant:

Albert H. Perdon, President
Albert Perdon & Associates
12748 Castleford Lane
Cerritos, CA 90703-7219
T: (310) 871-1113
F: (562) 926-8213

With a courtesy copy to:

Yvette M. Abich
General Counsel
Colantuono & Levin, P.C.
555 West Fifth Street, 31st Floor
Los Angeles, CA 90013-1018
F: (213)533-4191

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 herefrom shall be effective and binding only if made in writing and executed by Authority and Consultant.

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

“CONSULTANT”

Albert H. Perdon

President
Albert Perdon & Associates, Inc.

“AUTHORITY”

ATTEST:

W. Michael McCormick, Secretary

Approved as to form:

Yvette M. Abich, General Counsel

Kirk Cartozian, Chairman
Orangeline Development Authority

EXHIBIT A SCOPE OF SERVICES

- Coordinate all Authority Board meetings;
- Prepare and assemble all staff reports and their respective attachments, subject to the review and approval of the Authority Secretary or his designee, post the agenda and agenda reports in their final approved format on the Authority website and have the agendas posted at designated posting places;
- Attend to the day-to-day administrative matters of the Authority and to manage and operate the affairs of the Authority;
- Communicate and interact with members of the Authority Board and staff as appropriate;
- Secure funding for the Authority's Maglev Project;
- Oversee and manage contracts with the Authority's contractors, including the Authority's development partner and environmental consultants.

EXHIBIT B
APPROVED FEE SCHEDULE

1. Flat Monthly Rate. Authority shall pay Consultant for the scope of services a flat rate of \$14,167.00 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. Reimbursable 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 by the Authority 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.



ORANGELINE HIGH SPEED MAGLEV

AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Albert Perdon, Executive Director
DATE: December 12, 2007
SUBJECT: **Approval of Warrant Register**

RECOMMENDATION

That the Authority Board approves the attached Warrant Register, as prepared and recommended for approval by the Treasurer, for the period October 11, 2007 through November 14, 2007 and November 15, 2007 through December 12, 2007.

ATTACHMENT:

1. Warrant Register for October 11, 2007 through November 14, 2007
2. Warrant Register for November 15, 2007 through December 12, 2007

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed 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 Ana*
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- City of South Gate
- City of Vernon

Chair

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Councilmember,
City of Downey

Vice Chair

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Secretary/Treasurer

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- City of Long Beach
- City of Stanton

*City Council has approved City joining the Authority

**Orangeline Development Authority
Warrant Register
General Fund
From 10/11/07 to 11/14/07**

<u>Check Number</u>	<u>Payee</u>	<u>Check Amount</u>	<u>Transaction Description</u>
1229	Void	\$ -	Void
1230	Maria Shafer	96.00	Inv. #523 dated 10/3/07: Attendance and Minutes preparation for OLDA 9/12/07 ⁽¹⁾
1231	Albert Perdon & Associates, Inc.	13,750.00	Inv. #OLDA 07-11 dated 11/1/07: Charges 10/1/07-10/31/07
1232	Colantuono & Levin, PC	697.50	Inv. #16166 dated 10/8/07: Professional Services 9/1/07-09/30/07
1232	Colantuono & Levin, PC	4,680.00	Inv. #16269 dated 11/8/07: Professional Services 10/1/07-10/30/07
1233	Diane Martinez	100.00	OLDA Meeting Stipend 10/10/07
1234	Diane Widergren	50.00	Inv. #001 dated 11/1/07: Minutes Preparation for OLDA 10/10/07
1235	John Noguez	100.00	OLDA Meeting Stipend 10/10/07
1236	Kirk Cartozian	100.00	OLDA Meeting Stipend 10/10/07
1237	Laura Lee	100.00	OLDA Meeting Stipend 10/10/07
1238	Maria Davila	100.00	OLDA Meeting Stipend 10/10/07
1239	Marsha McLean	100.00	OLDA Meeting Stipend 10/10/07
1240	MBI Media	5,000.00	Inv. #07-163 dated 10/31/07: Design Services for OLDA Presentation
1241	Mike McCormick	100.00	OLDA Meeting Stipend 10/10/07
1242	Thomas Martin	100.00	OLDA Meeting Stipend 10/10/07
1243	Tony Lima	100.00	OLDA Meeting Stipend 10/10/07
1244	Transit Media Consultants	1,500.00	Invoice dated 10/1/07: Monthly Service 9/1/07-9/30/07
1245	Troy Edgar	100.00	OLDA Meeting Stipend 10/10/07
	Total	<u>\$ 26,773.50</u>	

⁽¹⁾ Invoice did not meet 9/13/07-10/10/07 Warrant Register deadline. Check was issued on 10/12/07.

Orangeline Development Authority
Warrant Register
General Fund
From 11/15/07 to 12/12/07

<u>Check Number</u>	<u>Payee</u>	<u>Check Amount</u>	<u>Transaction Description</u>
1246	Albert Perdon & Associates, Inc.	\$ 13,750.00	Inv. #OLDA 07-12 dated 12/1/07: Charges 11/1/07-11/30/07
1246	Albert Perdon & Associates, Inc.	2,637.25	Inv. #OLDA 07-12exp dated 12/1/07: Expense Charges 10/1/07-11/30/07
1247	Bill Dewitt	100.00	OLDA Meeting Stipend 11/14/07
1248	Diane Martinez	100.00	OLDA Meeting Stipend 11/14/07
1249	Diane Widergren	50.00	Inv. #002 dated 12/1/07: Minutes Preparation for OLDA 11/14/07
1250	Erharts Food Service	493.62	Inv. #E01517 dated 11/15/07: Catering Services 11/14/07
1250	Erharts Food Service	528.69	Contract dated 12/5/07: Catering Services 12/12/07
1251	Kirk Cartozian	100.00	OLDA Meeting Stipend 11/14/07
1252	Scott A. Larsen	100.00	OLDA Meeting Stipend 11/14/07
1253	Thomas Martin	100.00	OLDA Meeting Stipend 11/14/07
1254	Tony Lima	100.00	OLDA Meeting Stipend 11/14/07
1255	Troy Edgar	100.00	OLDA Meeting Stipend 11/14/07
	Total	<u>\$ 18,159.56</u>	



ORANGELINE HIGH SPEED MAGLEV

AGENDA REPORT

TO: Members of the Orangeline Development Authority
FROM: Albert Perdon, Executive Director
DATE: December 12, 2007
SUBJECT: Communication Items to the Board

RECOMMENDATION

That the Authority Board reviews and discusses the information items and provides possible direction to staff.

INFORMATION ITEMS

Treasurer's Report

The Finance Director's October 2007 and November 2007 Reports are shown in Attachment 1.

In the News/Events

- SCAG includes Orangeline High Speed Maglev in Draft Regional Transportation Plan
A bumpy road to the toll booth
Fixing transit clogs a big tab: 12-point plan would charge residents, businesses to fill \$132B gap in \$545.3B upgrades
Southland transit is in need of big ideas

The Orangeline Development Authority is a joint powers agency formed to pursue deployment of the Orangeline High Speed Maglev system in Southern California.

- 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 Ana*
City of Santa Clarita
City of South Gate
City of Vernon

Chair

Kirk Cartozian
Councilmember,
City of Downey

Vice Chair

Troy Edgar
Councilmember,
City of Los Alamitos

Secretary/Treasurer

W. Michael McCormick
Councilmember,
City of Vernon

Auditor

Scott A. Larsen
Councilmember,
City of Bellflower

General Counsel

Michael Colantuono
Colantuono & Levin, PC

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

*City Council has approved City joining the Authority

Or are we going to embrace a grander -- and much costlier -- plan to redefine quality of life in Southern California? In other words, subway or monorail? Source: David Lazarus, Los Angeles Times. December 9, 2007

Meetings

Authority Board Members and the Executive Director participated in, or are scheduled to participate in, the following meetings:

- **SCAG Transportation and Communications Committee (TCC)** – November 27, 2007; Executive Director Cartozian, Vice Chair Edgar, and other Board Members, attended the committee meeting to urge approval of retaining the Orangeline High Speed Maglev in the 2008 Regional Transportation Plan (RTP). The Committee voted to take the project out of the Draft 2008 RTP.
- **City of Los Angeles** – December 3, 2007; Chair Cartozian and Executive Director met with City Councilmember Greig Smith to seek support for City joining the Authority and for inclusion of project in the Draft 2008 RTP. Councilmember Smith indicated support for including project in the RTP.
- **L.A. Metro** – December 5, 2007; Executive Director met with Ernest Morales and Sharad Mulchand to discuss right-of-way agreement.
- **SCAG** – December 5, 2007; Chair Cartozian, Vice Chair Edgar, Santa Clarita Mayor Marsha McLean, Executive Director Al Perdon, General Counsel Yvette Abich and ARCADIS Vice President Charlene Palmer met with SCAG staff and TCC Chair Alan Wapner to achieve consensus for including Orangeline High Speed Maglev in 2008 Draft RTP.
- **SCAG Transportation and Communications Committee** – December 6, 2007; Chair Cartozian, Vice Chair Edgar, Marsha McLean, Maria Davila, Scott Larsen, Frank Gurule, Gene Daniels, Mario Guerra, Luis Marquez, Mike Hollon, Laura Biery and Executive Director attended the committee meeting to urge approval of retaining the Orangeline High Speed Maglev in the 2008 Regional Transportation Plan. Committee approved by unanimous vote retaining project in the Draft 2008 RTP.
- **City of Glendale** – December 6, 2007; Chair Cartozian, Downey City Councilmember Guerra and Executive Director met with City Councilmember John Drayman to encourage City joining the Authority.
- **City of Glendale** – December 6, 2007; Chair Cartozian, Downey City Councilmember Guerra and Executive Director met with City Councilmember Dave Weaver to encourage City joining the Authority.
- **City of Los Angeles** – December 10, 2007; Chair Cartozian and Executive Director met with City Councilmember Tom La Bonge to seek support for City joining the Authority.
- **OCTA-L.A. Metro** – December 13, 2007; Executive Director will attend OC/LA Intercounty Transportation Study meeting.
- **Gateway Cities COG** – December 19, 2007; Executive Director will meet with City Managers Steering Committee to address concerns regarding the Authority's November 21, 2006 Proposal/Application to the California Transportation Commission.
- **Zion National Park** – December 23-26, 2007; Executive Director will try to not think about Orangeline High Speed Maglev while on vacation with family.

ATTACHMENTS

1. Treasurer's Reports for October and November 2007

**Orangeline Development Authority
Treasurer's Report
General Fund
From 10/11/07 to 11/14/07**

Beginning Cash Balance (10-11-07)	\$	170,356.16
Cash Receipts		11,548.68
Cash Expenditures		<u>(26,773.50)</u>
Ending Cash Balance (11-14-07)	\$	<u>155,131.34</u>

W. Michael McCormick
Treasurer

**Orangeline Development Authority
Treasurer's Report
General Fund
From 11/15/07 to 12/12/07**

Beginning Cash Balance (11-15-07)	\$	155,131.34
Cash Receipts		19,249.50
Cash Expenditures		<u>(18,159.56)</u>
Ending Cash Balance (12-12-07)	\$	<u>156,221.28</u>



W. Michael McCormick
Treasurer