

# **Metro**

*Los Angeles County Metropolitan Transportation Authority  
One Gateway Plaza  
3rd Floor Board Room  
Los Angeles, CA*



## **Agenda - Final**

**Thursday, September 28, 2017**

**9:00 AM**

**One Gateway Plaza, Los Angeles, CA 90012,  
3rd Floor, Metro Board Room**

### **Board of Directors - Regular Board Meeting**

*Eric Garcetti, Chair  
Sheila Kuehl, Vice Chair  
James Butts, 2nd Vice Chair  
Kathryn Barger  
Mike Bonin  
Jacquelyn Dupont-Walker  
John Fasana  
Robert Garcia  
Janice Hahn  
Paul Krekorian  
Ara Najarian  
Mark Ridley-Thomas  
Hilda Solis  
Carrie Bowen, non-voting member  
Phillip A. Washington, Chief Executive Officer*

*\*A written request to address the Board should be submitted to the Board Secretary in person at the meeting prior to the item being called for discussion. Once discussion on an item begins, requests to speak on that item will no longer be accepted.*

**METROPOLITAN TRANSPORTATION AUTHORITY BOARD RULES**  
(ALSO APPLIES TO BOARD COMMITTEES)

**PUBLIC INPUT**

A member of the public may address the Board on agenda items, before or during the Board or Committee's consideration of the item for one (1) minute per item, or at the discretion of the Chair. A request to address the Board should be submitted in person at the meeting to the Board Secretary. Individuals requesting to speak on more than three (3) agenda items will be allowed to speak up to a maximum of three (3) minutes per meeting. For individuals requiring translation service, time allowed will be doubled.

Notwithstanding the foregoing, and in accordance with the Brown Act, this agenda does not provide an opportunity for members of the public to address the Board on any Consent Calendar agenda item that has already been considered by a Committee, composed exclusively of members of the Board, at a public meeting wherein all interested members of the public were afforded the opportunity to address the Committee on the item, before or during the Committee's consideration of the item, and which has not been substantially changed since the Committee heard the item.

The public may also address the Board on non-agenda items within the subject matter jurisdiction of the Board during the public comment period, which will be held at the beginning and/or end of each meeting. Each person will be allowed to speak for up to three (3) minutes per meeting and may speak no more than once during the Public Comment period. Speakers will be called according to the order in which the speaker request forms are received. Elected officials, not their staff or deputies, may be called out of order and prior to the Board's consideration of the relevant item.

In accordance with State Law (Brown Act), all matters to be acted on by the MTA Board must be posted at least 72 hours prior to the Board meeting. In case of emergency, or when a subject matter arises subsequent to the posting of the agenda, upon making certain findings, the Board may act on an item that is not on the posted agenda.

**CONDUCT IN THE BOARD ROOM** - The following rules pertain to conduct at Metropolitan Transportation Authority meetings:

**REMOVAL FROM THE BOARD ROOM** The Chair shall order removed from the Board Room any person who commits the following acts with respect to any meeting of the MTA Board:

- a. Disorderly behavior toward the Board or any member of the staff thereof, tending to interrupt the due and orderly course of said meeting.
- b. A breach of the peace, boisterous conduct or violent disturbance, tending to interrupt the due and orderly course of said meeting.
- c. Disobedience of any lawful order of the Chair, which shall include an order to be seated or to refrain from addressing the Board; and
- d. Any other unlawful interference with the due and orderly course of said meeting.

**INFORMATION RELATING TO AGENDAS AND ACTIONS OF THE BOARD**

Agendas for the Regular MTA Board meetings are prepared by the Board Secretary and are available

## DISCLOSURE OF CONTRIBUTIONS

The State Political Reform Act (Government Code Section 84308) requires that a party to a proceeding before an agency involving a license, permit, or other entitlement for use, including all contracts (other than competitively bid, labor, or personal employment contracts), shall disclose on the record of the proceeding any contributions in an amount of more than \$250 made within the preceding 12 months by the party, or his or her agent, to any officer of the agency, additionally PUC Code Sec. 130051.20 requires that no member accept a contribution of over ten dollars (\$10) in value or amount from a construction company, engineering firm, consultant, legal firm, or any company, vendor, or business entity that has contracted with the authority in the preceding four years. Persons required to make this disclosure shall do so by filling out a "Disclosure of Contribution" form which is available at the LACMTA Board and Committee Meetings. Failure to comply with this requirement may result in the assessment of civil or criminal penalties.

## ADA REQUIREMENTS

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## LIMITED ENGLISH PROFICIENCY

A Spanish language interpreter is available at all Board Meetings. Interpreters for Committee meetings and all other languages must be requested 72 hours in advance of the meeting by calling (213) 922-4600 or (323) 466-3876.



**323.466.3876 x2**

*Español*

**323.466.3876 x3**

한국어

日本語

中文

русский

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ภาษาไทย

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**NOTE: ACTION MAY BE TAKEN ON ANY ITEM IDENTIFIED ON THE AGENDA**

**CALL TO ORDER****ROLL CALL**

1. APPROVE Consent Calendar Items: 2, 5, 6, 10, 13, 15, 17, 22, 23, 24, 25, 28, 29, 30, 31, 32\*\*, 33\*\*, 34, 37, 38, 39, 44, and 48.

\*\*Requires two-thirds vote

*Consent Calendar items are approved by one motion unless held by a Director for discussion and/or separate action.*

*\*\*Item requires 2/3 vote*

**CONSENT CALENDAR**

2. **SUBJECT: REGULAR BOARD MEETING MINUTES**

[2017-0539](#)

**RECOMMENDATION**

APPROVE Minutes of the Regular Board Meeting held July 27, 2017.

**Attachments:** [ATTACHMENT A - July 27, 2017 Minutes](#)

**AD HOC CONGESTION, HIGHWAY, AND ROADS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (3-0):**

5. **SUBJECT: COOPERATIVE AGREEMENT FOR THE PROJECT APPROVAL/ENVIRONMENTAL DOCUMENT FOR THE I-105 EXPRESS LANES**

[2017-0248](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute a Cooperative Agreement with the California Department of Transportation (Caltrans) to prepare the I-105 ExpressLanes Environmental Document in an amount not to exceed \$2.607 million.

**AD HOC CONGESTION, HIGHWAY, AND ROADS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (3-0):**

6. **SUBJECT: MANAGING CONGESTION ON THE FREEWAY SYSTEM**

[2017-0566](#)

**RECOMMENDATION**

CONSIDER:

- A. RECEIVING AND FILING the update on options to improve and/or expand High Occupancy Vehicle (HOV) Lanes and ExpressLanes; and

- B. AUTHORIZE the CEO to develop a process for the use of interfund borrowing of net toll revenues to support creation of the ExpressLanes network.

**Attachments:** [March Motion Response Attachment A Presentation](#)

**AD HOC CONGESTION, HIGHWAY, AND ROADS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (3-0):**

**10. SUBJECT: INTERSTATE 5 HOV ENHANCEMENTS FUNDING AMENDMENT**

[2017-0507](#)

**RECOMMENDATION**

CONSIDER:

- A. ACKNOWLEDGING completion of construction of the segment of I-5 HOV Enhancements between SR 14 and SR 118 to close this segment of the overall project.
- B. AUTHORIZING the Chief Executive Officer to move the balance of programmed amount up to \$24.3 million from the segment between SR 14 and SR 118 to the remaining segments of I-5 HOV projects between SR 118 and SR 134.
- C. AUTHORIZING retention of the \$2.3 M revenues from the sale of excess land in the segment between SR 118 and SR 134 to remain in the remaining segments of the I-5 HOV Enhancements projects between SR 118 and SR 134 through the completion of the entire project.

**Attachments:** [Caltrans Supporting Letter](#)

**FINANCE, BUDGET AND AUDIT COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**13. SUBJECT: TAP FARE COLLECTION EQUIPMENT INSTALLATION SERVICES**

[2017-0116](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a four-year Contract No. PS40387000 to Robnett Electric, Inc. for the installation of TAP Fare Collection Equipment at regional bus stops and transit centers and other locations on an as-needed, task order basis, for an amount not to exceed \$1,400,000, subject to resolution of protest(s).

- Attachments:**    [Attachment A - Procurement Summary](#)  
                          [Attachment B - DEOD Summary](#)  
                          [Attachment C - 2016-0387 TVM Expansion Program](#)

**FINANCE, BUDGET AND AUDIT COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):****15. SUBJECT: TRANSIT ACCESS PASS (TAP) MOBILE PHONE VALIDATOR**[2017-0512](#)**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute Modification No. 6 to Contract No. PS30203139 with Axiom xCell, Inc. (Axiom) to provide additional functionality enhancements for the use of Mobile Phone Validator (MPV) by fare compliance officers to deduct fares on TAP cards, additional security, and data management improvements for an additional cost of \$567,137, and extend the monthly support services for an additional two years to November 29, 2019, in an amount of \$371,832. This Contract Modification increases the total contract value by \$938,969, from \$1,061,975 to \$2,000,944.

**Attachments:** [Attachment A - Procurement Summary.pdf](#)

[Attachment B - Contract Modification Change Order Log.pdf](#)

[Attachment C - DEOD Summary.pdf](#)

**FINANCE, BUDGET AND AUDIT COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):****17. SUBJECT: METROLINK ANTELOPE VALLEY LINE STUDY BETWEEN BURBANK AND LANCASTER**[2017-0575](#)**RECOMMENDATION**

CONSIDER:

- A. RECEIVING AND FILING an update on the stakeholder outreach, timeline, and funding for the Antelope Valley Line Study between Burbank and Lancaster and
- B. AUTHORIZING the transfer of \$500,000 in underruns from the Metrolink Antelope Valley Line fare discount program to fund the Antelope Valley Line Study.

**Attachments:** [Attachment A - Motion Directors Barger Najarian.pdf](#)

[Attachment B -AVL Study ImplementationTimeline.pdf](#)

**PLANNING AND PROGRAMMING COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

22. **SUBJECT: METRO RIDESHARE/SHARED MOBILITY PROGRAM SUPPORT**

[2017-0535](#)**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award firm fixed price Contract No. PS42183000 to Innovative TDM Solutions, Inc. (ITS), for a three-year base term in the amount of \$1,767,263.93, with two, one-year options, each in the amount of \$596,590.88, for a total value of \$2,960,445.69 for **Metro Rideshare/Shared Mobility Program Support** services in Los Angeles County, subject to resolution of protest(s), if any.

**Attachments:** [Attachment A - Procurement Summary](#)  
[Attachment B - DEOD Summary](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (3-0):**

23. **SUBJECT: P2550 LIGHT RAIL VEHICLE COUPLER OVERHAUL**

[2017-0527](#)**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a 60-month, indefinite delivery/indefinite quantity Contract No. MA26495 to Dellner Incorporated, the lowest responsive and responsible bidder, for the overhaul of P2550 Light Rail Vehicle Coupler assemblies, for a not-to-exceed amount of \$2,497,635 for the three year base period; \$24,600 for the first, one year option; and \$24,970 for the second, one year option; for a combined contract total of \$2,547,205, subject to resolution of protest(s), if any.

**Attachments:** [Attachment A - Procurement Summary](#)  
[Attachment B - DEOD Summary](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (3-0):**

24. **SUBJECT: DIFFERENTIAL ASSEMBLY**

[2017-0543](#)**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a 36-month, indefinite delivery/indefinite quantity Contract no. MA41702000 to America Moving Parts, the lowest responsive and responsible bidder, for Differential Assemblies for a total contract amount of \$1,049,835; subject to resolution of protest(s), if any. The award is for a base year amount of \$343,541, inclusive



of sales tax; option year 1 in the amount of \$343,541, inclusive of sales tax; and option year 2 in the amount of \$362,753, inclusive of sales tax.

**Attachments:** [Attachment A - Procurement Summary](#)  
[Attachment B - DEOD Summary](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (3-0):**

**25. SUBJECT: A650 DC TRACTION MOTOR OVERHAUL** [2017-0545](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a 60-month indefinite quantity/indefinite delivery Contract No. MA3280700 to Walco Electric Company for the overhaul of direct current (DC) traction motors for a not-to-exceed amount of \$1,188,440, subject to resolution of protest(s), if any.

**Attachments:** [Attachment A - Procurement Summary](#)  
[Attachment B - DEOD Summary](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**28. SUBJECT: CALTRANS PARK AND RIDE LOTS** [2016-0758](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute amendments to the I-110 and I-105 Operations & Maintenance (O&M) Agreements to allow Metro to provide enhanced maintenance services for 17 Caltrans park & ride locations.

**Attachments:** [Attachment A - Caltrans Park and Ride Lots](#)  
[Attachment B - O&M Agreement Amendment Terms](#)  
[Attachment C - Budget Impact Edits](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**29. SUBJECT: BUS TIRE LEASING AND MAINTENANCE SERVICES** [2017-0520](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a five-year firm fixed unit rate Contract No. OP83932000-39383 for the lease and maintenance of tires of Metro-operated bus fleet and servicing of non-revenue vehicle tires to The Goodyear Tire & Rubber Company for the period covering October 1, 2017 through September 30, 2022, in an amount not to exceed \$40,908,927, subject to resolution of protest(s), if any.

**Attachments:**     [Attachment A - Procurement Summary](#)  
                                 [Attachment B - DEOD Summary](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**30. SUBJECT:     BUS STOP LIGHTING** [2017-0562](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to negotiate and execute a Memorandum of Understanding (MOU) with the Los Angeles Department of Public Works-Bureau of Street Lighting (BSL) to execute the design and construction of bus stop security lighting under the Metro Enhanced Bus Stop Lighting project totaling \$750,000.

**Attachments:**     [Attachment B - Department of Public Works Board Report.pdf](#)  
                                 [Attachment A - Bus Stop Locations Needing Security Enhancement.pdf](#)

**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**31. SUBJECT:     PARKING ENFORCEMENT SERVICES TRANSITION** [2017-0253](#)

**RECOMMENDATION**

CONSIDER:

- A. AUTHORIZING the transition of parking enforcement services from Metro Transit Security and the Los Angeles Sheriff's Department (LASD) to the Parking Management unit; and
  
- B. AUTHORIZING the Chief Executive Officer to execute a five-year, firm fixed price Contract No. PS37647008 to SP+ Municipal Services, for parking enforcement services at Metro parking facilities serving Metro's transit system in the amount of \$4,599,446, subject to resolution of protest(s), if any.

**Attachments:**     [Attachment A -Procurement Summary](#)  
                                 [Attachment B - DEOD Summary](#)  
                                 [Attachment C - Parking Enforcement Services Presentation](#)

**CONSTRUCTION COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**32. SUBJECT:     DIVISION 20 HRV WHEEL PRESS MACHINE REPLACEMENT** [2017-0568](#)

**RECOMMENDATION**

CONSIDER FINDING that awarding design-build contracts pursuant to Public Utilities Code Section 130242(a) will achieve certain private sector

efficiencies in the integration of the design, project work, and components of the Division 20 Heavy Rail Vehicle (HRV) Wheel Press Machine Replacement Project;

(REQUIRES TWO-THIRDS VOTE)

**CONSTRUCTION COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**33. SUBJECT: CMF BUILDING 5 AIR SCRUBBER PROJECT**

[2017-0176](#)

**RECOMMENDATION**

CONSIDER:

A. FINDING that awarding design-build contracts pursuant to Public Utilities Code Section 130242(a) will achieve private sector efficiencies in the integration of the design, project work, and components related to the construction and installation of an air scrubber system in Metro's Central Maintenance Facility's (CMF) Building 5;

(REQUIRES TWO-THIRDS VOTE)

B. AUTHORIZING the Chief Executive Officer to award the competitively bid design-build contract to the lowest price responsive, and responsible bidder, pursuant to Public Utilities Code Section 130051.9(c).

**CONSTRUCTION COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):**

**34. SUBJECT: METRO BLUE LINE PEDESTRIAN SAFETY  
ENHANCEMENTS AT GRADE CROSSINGS**

[2017-0510](#)

**RECOMMENDATION**

APPROVE:

A. TRANSFERING \$1,250,000 in underruns from Project 204071 ( Metro Blue Line Station Refurbishments) into Project 205104 (Metro Blue Line Pedestrian Safety Enhancements at Grade Crossings Project) thereby adjusting the Life of Project (LOP) budget for Project 205104 from \$30,175,000 to \$31,425,000.

B. INCREASING the Contract Modification Authority (CMA) for Contract C1086 with Icon West Inc. in the amount of \$2,100,000 from \$1,298,000 to \$3,398,000.

**Attachments:** [Attachment A - Procurement Summary.pdf](#)  
[Attachment B - Contract Modification.pdf](#)  
[Attachment C - DEOD Summary.pdf](#)  
[Attachment D - Funding-Expenditure Plan.pdf](#)

**CONSTRUCTION COMMITTEE MADE THE FOLLOWING RECOMMENDATION (5-0):**

- 37. SUBJECT: LEASE FOR INTEGRATED PROJECT MANAGEMENT OFFICE - WESTSIDE PURPLE LINE EXTENSION PROJECT** [2017-0560](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to approve a lease amendment to extend the term of the existing sublease with Maguire Properties - 777 Tower, LLC, to extend the term for sixty-two (62) months from May 1, 2018 to June 30, 2023 for the rental of approximately 41,628 rentable square feet of office space in an office building located at 777 Figueroa Street, Los Angeles, at an estimated rental cost of seven million, one hundred twenty-three thousand, nine hundred ninety-seven dollars (\$7,123,997.00) over the term of the lease.

**Attachments:** [Attachment A - Summary of Class A& B Rental Rates in downtown Los Angeles](#)  
[Attachment B - Summary of Rental Costs in West Los Angeles](#)

**CONSTRUCTION COMMITTEE MADE THE FOLLOWING RECOMMENDATION (5-0):**

- 38. SUBJECT: THIRD PARTY ADMINISTRATION** [2017-0563](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute annual expenditure budget plan for the FY18 Annual Work Plan for the City of Los Angeles.

**Attachments:** [Attachment A - City of LA FY 18 Annual Work Approval.pdf](#)

**EXECUTIVE MANAGEMENT COMMITTEE MADE THE FOLLOWING RECOMMENDATION (5-0):**

- 39. SUBJECT: METRO VIDEO BENCH** [2017-0557](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to:

- A. AWARD four-year, fixed unit rate bench Contract Nos. PS40129001 through PS40129010, with the firms listed in Attachment A, for video production services, for a not-to-exceed amount of \$2,900,000, effective October 1, 2017, through September 30, 2021; subject to resolution of protest(s), if any;

- B. EXECUTE Task Orders, on a rotational basis, under these Contracts for video production services in a total amount not-to-exceed \$2,900,000; and
- C. AUTHORIZE the option to exercise the standard 10% contract authority modification, which in this case would allow an additional \$290,000 for a total contract allowance of up to \$3,190,000.

Attachments:     [Attachment A - Procurement Summary](#)  
                          [Attachment B - DEOD Summary](#)

#### **EXECUTIVE MANAGEMENT COMMITTEE MADE THE FOLLOWING RECOMMENDATION**

**(4-0):**

- 44. SUBJECT: TRANSPORTATION BUSINESS ADVISORY COUNCIL APPOINTMENTS** [2017-0564](#)

**RECOMMENDATION**

CONSIDER:

- A. APPOINTING three (3) new business organizations to the Transportation Business Advisory Council; and
- B. RECEIVING oral update from Transportation Business Advisory Council.

- 48. SUBJECT: STREAMLINING AUDITS FOR SMALL BUSINESSES** [2017-0590](#)

**RECOMMENDATION**

RECEIVE AND FILE report on streamlining audits for small businesses.

Attachments:     [Attachment A - VCM Audit Requirements](#)  
                          [Attachment B - MAS Audit Practices](#)

#### **NON-CONSENT**

- 3. SUBJECT: REPORT BY THE CHAIR** [2017-0660](#)

**RECOMMENDATION**

RECEIVE report by the **Chair**.

- 4. SUBJECT: REPORT BY THE CHIEF EXECUTIVE OFFICER** [2017-0661](#)

**RECOMMENDATION**

RECEIVE report by the **Chief Executive Officer**.

**FINANCE, BUDGET AND AUDIT COMMITTEE MADE THE FOLLOWING RECOMMENDATION (4-0):****14. SUBJECT: PROPOSITION A BONDS**[2017-0352](#)**RECOMMENDATION**

ADOPT a resolution, Attachment A, that:

- A. AUTHORIZES the competitive sale of up to \$550 million of Prop A “New Money Bonds” and up to \$135 million of “Prop A Refunding Bonds” (collectively the “Prop A Bonds”) in one or more series and one or more transactions through June 30, 2018;
- B. APPROVES the forms of Notice of Intention to Sell Bonds, Notice Inviting Bids, Supplemental Trust Agreement, Continuing Disclosure Agreement, Escrow Agreement and Preliminary Official Statement on file with the Board Secretary, all subject to modification as set forth in the resolution; and
- C. AUTHORIZES taking all action necessary to achieve the foregoing, including, without limitation, the further development and execution of bond documentation associated with the issuance of the Prop A Bonds.

**(REQUIRES SEPARATE, SIMPLE MAJORITY BOARD VOTE)****Attachments:** [Attachment A - Authorizing Resolution](#)**FINANCE, BUDGET AND AUDIT COMMITTEE FORWARDED THE FOLLOWING DUE TO ABSENCES AND CONFLICTS:****16. SUBJECT: GROUP INSURANCE PLANS**[2017-0571](#)**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to renew existing group insurance policies covering Non-Contract and AFSCME employees for the one-year period beginning January 1, 2018.

**Attachments:** [Attachment A - Proposed Monthly Premium Rates](#)  
[Attachment B - Proposed Monthly Employee Contributions](#)**19. SUBJECT: INTRODUCTION TO THE LONG RANGE TRANSPORTATION PLAN UPDATE**[2017-0548](#)**RECOMMENDATION**

RECEIVE AND FILE this introductory report about the initiation of the Long Range Transportation Plan Update.



6. Impacts and potential mitigations to the City of Claremont if it becomes the Gold Line terminus with and without a Metrolink Station scenario.

- B. Determine the formal process by which to eliminate a Metrolink station, should that local station city agree;
- C. Report back to the board within 60 days with a final report, findings and recommendations.

**40. SUBJECT: STATE AND FEDERAL TRANSPORTATION FUNDING PROGRAMS**

[2017-0546](#)

**RECOMMENDATION**

RECEIVE AND FILE the state and federal transportation funding program evaluative criteria framework to implement Metro's adopted plans and programs.

**Attachments:** [Attachment A - Federal and State Programs Schedule](#)  
[Attachment B - Opportunities to Implement Measure M Briefing Book](#)  
[Attachment C - Presentation](#)

**EXECUTIVE MANAGEMENT COMMITTEE FORWARDED THE FOLLOWING WITHOUT RECOMMENDATION:**

**40.1 SUBJECT: MOTION BY BUTTS AS AMENDED BY DUPONT-WALKER**

[2017-0658](#)

**STATE AND FEDERAL TRANSPORTATION PROGRAMS**

WE THEREFORE MOVE that the Metro Board amend the "Next Steps" portion of the State and Federal Transportation Funding Programs Receive and File Item Number 40 and request Metro Staff to:

- A. conduct a series of "workshops" for major stakeholders, such as the Policy Advisory Committee and the TAC, outlining the information contained in the funding documents, including specifics on the pending California Transportation Commission (CTC) SB 1 implementation rule making process;
- B. develop "funding targets" for pursuing the discretionary grant funding programs outlined in page 11 of Attachment B;
- C. prepare a series of strategic actions items associated with successfully pursuing and securing State and Federal discretionary funding contained in both SB 1 and the federal FAST Act, e.g. TIGER and INFRA; and
- D. asses the risks in assuming SB 1 funds knowing there is a repeal effort underway.



**EXECUTIVE MANAGEMENT COMMITTEE FORWARDED WITHOUT RECOMMENDATION:**

42. **SUBJECT: MEASURE M PROJECT ACCELERATION/DECELERATION FACTORS AND EVALUATION PROCESS** [2017-0596](#)

**RECOMMENDATION**

RECEIVE AND FILE the Draft Measure M Project Acceleration/Deceleration Factors and Evaluation Process outlined in Attachment A.

**Attachments:** [ATTACHMENT A - Draft Project Acceleration Deceleration Factors and Evaluation Process](#)  
[ATTACHMENT B - Presentation](#)

49. **SUBJECT: MOTION BY GARCIA, HAHN, SOLIS, GARCETTI, AND DUPONT-WALKER** [2017-0657](#)

**HISTORICAL PRESERVATION EFFORTS FOR TRANSIT VEHICLES**

WE THEREFORE MOVE to direct the CEO to develop an expanded policy for the preservation of some portion of the original rail vehicle fleet for purposes that include, but are not limited to: historical preservation and conservation, ceremonial special service (if feasible), adaptive reuse, and emergency services training. We request a report back to the Metro Board of Directors on this policy within 60 days.

FURTHER MOVE to direct Metro staff to develop a plan that is consistent with the revised donation policy for the possible storage, donation, and transfer of rail vehicle number 100 to its namesake - the City of Long Beach - to be utilized by the city in a manner that raises the local visibility of the Metro Blue Line and embraces the region's transit history.

50. **SUBJECT: CLOSED SESSION** [2017-0663](#)

**RECOMMENDATION**

CLOSED SESSION:

- A. Conference with Legal Counsel - Existing Litigation - G.C. 54956.9(d)(1)
1. Trinen Pratt v. LACMTA, LASC Case No. BC628919
  2. Dory Yap v. LACMTA, Government Code Claim No. 3215187413
  3. LACMTA v. Southern California Gas Company, LASC Case No. BC658988
- B. Conference with Real Property Negotiator - G.C. 54956.8
1. Property Description: 6018/6022 Wilshire Boulevard, and 720/716 Orange Grove Drive, Los Angeles CA  
Agency Negotiator: Velma C. Marshall  
Negotiating Party: Wilshire Sieroty

Under Negotiation: Price and Terms

2. Property Description: 6101 Wilshire Boulevard, Los Angeles, CA  
Agency Negotiator: Velma C. Marshall  
Negotiating Party: AU Zone Investments #2  
Under Negotiation: Price and Terms
3. Property Description: 1940 Century Park East, Los Angeles, CA  
Agency Negotiator: Velma C. Marshall  
Negotiating Party: Gillis Family Partnership  
Under Negotiation: Price and Terms
4. Property Description: 1950 Century Park East, Los Angeles, CA  
Agency Negotiator: Velma C. Marshall  
Negotiating Party: Meridian Sports Club LA, LLC dba David Barton  
Gym  
Under Negotiation: Price and Terms

- C. Public Employee Performance Evaluations - G. C. 54957  
Titles: Chief Executive Officer; Board Secretary; General Counsel;  
Inspector General; Ethics Officer

## **END OF NON-CONSENT ITEMS**

Consideration of items not on the posted agenda, including: items to be presented and (if requested) referred to staff; items to be placed on the agenda for action at a future meeting of the Committee or Board; and/or items requiring immediate action because of an emergency situation or where the need to take immediate action came to the attention of the Committee subsequent to the posting of the agenda.

## **COMMENTS FROM THE PUBLIC ON ITEMS OF PUBLIC INTEREST WITHIN COMMITTEE'S SUBJECT MATTER JURISDICTION**

Adjournment



Metro

Los Angeles County  
Metropolitan Transportation  
Authority  
One Gateway Plaza  
3rd Floor Board Room  
Los Angeles, CA

## Board Report

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**File #:** 2017-0539, **File Type:** Minutes

**Agenda Number:** 2.

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**REGULAR BOARD MEETING  
SEPTEMBER 28, 2017**

**SUBJECT: REGULAR BOARD MEETING MINUTES HELD JULY 27, 2017**

**RECOMMENDATION**

APPROVE Minutes of the Regular Board Meeting held July 27, 2017.

# Metro

Los Angeles County Metropolitan Transportation Authority  
One Gateway Plaza  
3rd Floor Board Room



## MINUTES

### Board of Directors - Regular Board Meeting

Thursday, July 27, 2017

9:00 AM

One Gateway Plaza, Los Angeles, CA 90012,  
3rd Floor, Metro Board Room

#### Directors Present:

*Eric Garcetti, Chair*  
*Sheila Kuehl, Vice Chair*  
*Kathryn Barger*  
*Mike Bonin*  
*Jacquelyn Dupont-Walker*  
*John Fasana*  
*Robert Garcia*  
*Janice Hahn*  
*Paul Krekorian*  
*Ara Najarian*  
*Mark Ridley-Thomas*  
*Hilda Solis*  
*Carrie Bowen, non-voting member*

*Phillip A. Washington, Chief Executive Officer*

*\*A written request to address the Board should be submitted to the Board Secretary in person at the meeting prior to the item being called for discussion. Once discussion on an item begins, requests to speak on that item will no longer be accepted.*

RECAP of Proceedings

Regular Board Meeting

July 27, 2017

**CALLED TO ORDER** at 9:13 a.m.

**ROLL CALL**

APPROVED Consent Calendar Items: 2, 8\*\*, 9, 10, 12, 13, 20, 21, 22, 25, 26, 28, 29, 33, 34, 36, 37, 39, 41, 42, 43, 44, 45 and 47.

Consent Calendar items were approved by one motion except item 43 which was held by a Director for discussion and/or separate action.

\*\*Required two-thirds vote of the Full Board

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
Y	Y	Y	Y	Y	A	Y	Y	Y	Y	A	Y	Y

**2 SUBJECT: MINUTES** **2017-0473**

APPROVED ON CONSENT CALENDAR **Minutes of the Regular Board Meeting held June 22, 2017.**

**3 SUBJECT: REPORT OF THE CHAIR** **2017-0517**

RECEIVED report by the **Chair.**

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
P	P	P	P	P	A	P	P	P	P	P	P	P

**4 SUBJECT: REPORT BY THE CHIEF EXECUTIVE OFFICER** **2017-0518**

RECEIVED report by the **Chief Executive Officer.**

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
P	P	P	P	P	A	P	P	P	P	P	P	P

\*\*\*\*\*

PK = P. Krekorian	HS = H. Solis	KB = K. Barger	RG = R. Garcia
JF = J. Fasana	JB = J. Butts	JDW = J. Dupont-Walker	
JH = J. Hahn	EG = E. Garcetti	MRT = M. Ridley-Thomas	
MB = M. Bonin	SK = S. Kuehl	AN = A. Najarian	

LEGEND: Y = YES, N = NO, C = HARD CONFLICT, S = SOFT CONFLICT ABS = ABSTAIN, A = ABSENT, P = PRESENT

RECAP of Proceedings

Regular Board Meeting

July 27, 2017

**6 SUBJECT: SOUTHBOUND INTERSTATE 605 FROM STATE ROUTE 91 TO SOUTH STREET IMPROVEMENTS (ENGINEERING SERVICES CONTRACT AWARD)**

2017-0307

AWARDED AND EXECUTED an 18-month, firm fixed price Contract No. AE38849000 with TranSystems Corporation, in the amount of \$4,452,298 for Architectural and Engineering (A&E) services for the preparation of the Project Report Approval (PR) and the Plans, Specifications and Estimates (PS&E) for Southbound Interstate 605 from State Route 91 to South Street Improvements, pending resolution of protest(s), if any.

PK	JF	JH	MB*	HS	JB	EG	SK	KB	JDW	MRT*	AN*	RG*
A	Y	A	Y	A	A	A	Y	A	Y	Y	Y	Y

\*Selected to vote under Rule of Necessity

**7 SUBJECT: SOUTHBOUND INTERSTATE 605/BEVERLY BLVD. INTERCHANGE IMPROVEMENTS ENGINEERING SERVICES CONTRACT AWARD**

2017-0336

AWARDED AND EXECUTED a 24-month firm fixed price Contract No. AE39064000 with Civil Works Engineers in the amount of \$2,973,023.98 for Architectural and Engineering (A&E) services for the preparation of the Project Report (PR) and the Plans, Specifications and Estimates (PS&E) for Southbound (SB) Interstate 605/Beverly Blvd. Interchange Improvements, pending resolution of protest(s), if any.

PK	JF	JH	MB	HS	JB	EG	SK	KB*	JDW	MRT	AN	RG
A	Y	Y	A	Y	A	C	Y	Y	Y	Y	C	C

\*Selected to vote under Rule of Necessity

**8 SUBJECT: INTERSTATE 5/STATE ROUTE 14 HOV DIRECT CONNECTOR PROJECT - PROJECT CLOSURE AND RELEASE OF UNSPENT FUNDS**

2017-0384

APPROVED ON CONSENT CALENDAR BY TWO-THIRDS VOTE:

- A. ACKNOWLEDGING completion of the I-5/SR-14 HOV Direct Connector Project and AUTHORIZING to close of the project;
  - B. AUTHORIZING the Chief Executive Officer to reprogram \$85.8 million dollars of planned \$90.8 million dollars unspent in original Measure R 20% funds for the I-5/SR-14 HOV Capacity Enhancements Project to other eligible highway operational improvement projects in North County;
- (Continued on next page)

(Item 8 – continued from previous page)

- C. AUTHORIZING retention of \$5 million from the \$90.8 million to remain within the I-5/SR-14 HOV Direct Connector Project for completion of the outstanding workscope with any unspent funds to remain within the North County region, and;
- D. AMENDING FY18 budget for \$2 million dollars to create and fund the I-5 / SR-14 Direct Connector Project to address a remaining utility relocation.

**9 SUBJECT: HIGHWAY OPERATIONAL IMPROVEMENTS IN LAS VIRGENES MALIBU SUBREGION**

**2017-0408**

APPROVED ON CONSENT CALENDAR:

- A. up to \$4.7 million in programming for Measure R Line 32, Highway Operational Improvements in Las Virgenes Malibu Subregion for project number MR311.34 - Long Valley Road/Valley Circle/US-101 Northbound (NB) On-Ramp improvements; and
- B. AUTHORIZING the CEO or his designee to negotiate and execute all necessary agreements for approved project.

**10 SUBJECT: FUNDING FOR PREPARATION OF NOISE BARRIER SCOPE SUMMARY REPORTS (NBSSRs) FOR SOUNDWALLS ON I-210 AND I-405**

**2017-0421**

PROGRAMMED ON CONSENT CALENDAR \$1,500,000 to Caltrans to prepare Noise Barrier Scope Summary Reports (NBSSRs) for three soundwall segments identified as follows: Westbound I-210 from Orcas Ave to Foothill Blvd (Lake View Terrace), Eastbound I-210 from Yarnell St to Roxford St (Sylmar) and Northbound I-405 north of Devonshire St to the I-405/SR-118 connector crossing (North Hills).

**11 SUBJECT: PROPOSITION A COMMERCIAL PAPER PROGRAM**

**2017-0416**

APPROVED:

- A. AUTHORIZING the Chief Executive Officer to award the direct-pay letter of credit ("LOC") to be provided by Citibank, N.A. ("Citi") for a commitment amount of \$150 million for a three-year term for the Proposition A Commercial Paper program at an estimated cost of \$4.313 million and enter into a reimbursement agreement and related documents associated with such LOC.

(Continued on next page)

(Item 11 – continued from previous page)

- B. If unable to reach agreement with the recommended bank described above, authorize the Chief Executive Officer to finalize negotiations with each successively ranked bank for an LOC having a three-year term and the estimated costs shown in Attachment A.
- C. ADOPTING a resolution with respect to the Proposition A Commercial Paper program that approves the selection of Citi or such other banks selected by the Chief Executive Officer for the Proposition A commercial paper program, and the form of the reimbursement agreement, fee agreement and reimbursement note in substantially similar form with those on file with the Board Secretary and that makes certain benefits findings in compliance with the Government Code, Attachment B.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
A	Y	Y	Y	Y	A	Y	Y	Y	Y	A	Y	Y

**12 SUBJECT: LEASE AGREEMENT WITH THE CITY OF LOS ANGELES DEPARTMENT OF AIRPORTS BOARD OF COMMISSIONERS FOR PUBLIC TRANSIT USE OF LAX TERMINAL 27**

2017-0430

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer to execute a seven (7)-year lease agreement (“Lease Agreement”) with The City of Los Angeles Board of Airport Commissioners (“City”), having jurisdiction over Los Angeles World Airports (“LAWA”), allowing Metro to continue leasing 2.0177 acres of land and improvements located at Los Angeles International Airport (“LAX”) Terminal 27, 6111 W. 96th Street, Los Angeles at a rental amount of \$7,770 per month for a total lease value of \$714,448 over the (7)-year lease term including an estimated 3.29% CPI adjustment assessed annually.

**13 SUBJECT: LEASE OF RETAIL SPACE TO BIKE AND PARK SANTA MONICA, LLC**

2017-0412

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer (CEO) to execute a five-year exclusive lease agreement and a five-year extension option with Bike and Park Santa Monica, LLC (Bike and Park) for the Kiosk S-4 space location at Union Station in the amount of \$1,970.72 monthly base rent plus an annual increase of three percent, common area maintenance (CAM) fees, and a percentage rent of ten percent of gross sales above the base rent, for a total income in excess of \$500,000 over the 10-year lease. Lease will start on the earlier of 60 days from completion of the Metro Bike Hub currently under construction or the day the Bike and Park actually commences conducting business.



**20 SUBJECT: FUNDING AWARD RECOMMENDATION FOR  
FEDERAL TRANSIT ADMINISTRATION (FTA)  
SECTION 5310, SECTION 5316 AND SECTION 5317  
GRANT PROGRAM FUNDS**

**2017-0321**

APPROVED ON CONSENT CALENDAR:

- A. APPROVING the recommended federal Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities Program funding awards totaling up to \$7,374,066 for Traditional Capital Projects and up to \$1,818,271 for Other Capital and Operating Projects, as shown in Attachments A and B, respectively;
- B. APPROVING the recommended federal Section 5316 Job Access and Reverse Commute (JARC) Program funding awards totaling up to \$6,278,036 as shown in Attachment C;
- C. APPROVING the recommended federal Section 5317 New Freedom funding awards totaling up to \$3,254,352, as shown in Attachment D;
- D. AMENDING the FY 2018 Budget to add \$2,953,505 for the recommended Section 5310 funded projects and \$3,000,000 for the recommended Section 5316 JARC Program, once the Federal Transit Administration (FTA) awards the grant funds;
- E. AUTHORIZING the Chief Executive Officer (CEO) or his designee to negotiate and execute pass-through agreements with agencies as sub-recipients approved for funding by FTA;
- F. DELEGATING to the CEO or his designee the authority to administratively approve minor changes to the scope of work of previously-approved Section 5310, Section 5316 and Section 5317 funding awards;
- G. CERTIFYING that the Section 5310, Section 5316 and Section 5317 funds are fairly and equitably allocated to eligible sub-recipients and, where feasible, projects are coordinated with transportation services assisted by other federal agencies; and
- H. CERTIFYING that all projects recommended for Section 5310, Section 5316 and Section 5317 funding are included in the locally-developed 2016-2019 Coordinated Public Transit-Human Services Transportation Plan for Los Angeles County ("Coordinated Plan") that was developed and approved through a process that included participation by seniors and individuals with disabilities, as well as by representatives of public, private, and nonprofit transportation and human service providers and other members of the public.

**21 SUBJECT: EXPO/SEPULVEDA STATION PARKING**

**2017-0425**

AUTHORIZED ON CONSENT CALENDAR the implementation of a monthly parking program to non-transit riders at the Expo/Sepulveda Station.

**22 SUBJECT: TAYLOR YARD BRIDGE CONSTRUCTION FUNDING AGREEMENT**

**2017-0344**

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer (CEO) to negotiate and execute a Construction Funding Agreement with the City of Los Angeles for the Taylor Yard Bridge with a not-to-exceed amount of \$21,700,000.

**25 SUBJECT: ENVIRONMENTAL WASTE HANDLING AND ENVIRONMENTALLY RELATED CONSTRUCTION SERVICES**

**2017-0298**

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer to negotiate and execute:

- A. a five-year indefinite quantity/indefinite delivery cost plus fixed fee Contract No. PS20655 to TRC Solutions, Inc., for Environmental Waste Handling and Environmentally Related Construction Services on Task Orders, for a base term of three (3) years, plus two one-year options, in an amount not to exceed \$42,274,495 (Base Contract: \$35,100,495; Option Year 1: \$5,037,000 and Option Year 2: \$2,137,000), subject to the resolution of any timely protest; and
- B. all individual Task Orders and changes within the Board approved contract value.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
						C					C	C

**26 SUBJECT: ALTERNATIVE FINANCING MECHANISM FOR RENEWABLE ENERGY AND ROOF REPLACEMENT**

**2017-0427**

APPROVED ON CONSENT CALENDAR:

- A. REAFFIRMING the use of a Power Purchase Agreement (PPA) to implement a design-build project at Divisions 9, 11, 14 (Expo Yard), and 22 (see Funding and Operating Sustainability-Related Infrastructure report, attached as Attachment B) including the design, construction and installation of new roofs for Divisions 11 and 22 to be paid for through a PPA; and
- B. FINDING that use of the design-build contracting delivery approach pursuant to Public Utilities Code Section 130242, et. seq. will achieve certain private sector efficiencies in the integration of the design and construction by providing for the award of a design-build contract to the lowest responsive and responsible bidder for the installation of new roofs at Divisions 11 and 22 and installation of solar photovoltaic ("PV") systems at Divisions 9, 11, 14, and 22, which will be solicited through either an Invitation for Bid (IFB) or Request for Proposal (RFP) procurement method.

**28 SUBJECT: SHOP TOWELS**

**2017-0441**

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer to award a 24-month, indefinite delivery/indefinite quantity Contract no. MA38768002 to JWL Supplies, the lowest responsive and responsible bidder, for shop towels for a total contract amount of \$1,158,984; subject to resolution of protest(s), if any. The award is for a base year amount of \$579,492, inclusive of sales tax, and a one-year option amount of \$579,492, inclusive of sales tax.

**29 SUBJECT: MEMBERSHIP ON METRO SERVICE COUNCILS**

**2017-0273**

APPROVED ON CONSENT CALENDAR nominees for membership on Metro's Service Councils.

**32 SUBJECT: METRO BLUE LINE SHORT AND LONG TERM IMPROVEMENTS**

**2017-0407**

RECEIVED AND FILED response to Motion 37 (February 2017) on Blue Line Improvements.

<b>PK</b>	<b>JF</b>	<b>JH</b>	<b>MB</b>	<b>HS</b>	<b>JB</b>	<b>EG</b>	<b>SK</b>	<b>KB</b>	<b>JDW</b>	<b>MRT</b>	<b>AN</b>	<b>RG</b>
A	Y	Y	Y	Y	A	Y	Y	Y	Y	A	Y	Y

**33 SUBJECT: STAFFING REQUEST FOR CRENSHAW LINE**

**2017-0404**

APPROVED ON CONSENT CALENDAR:

A. AUTHORIZING the Chief Executive Officer to amend the FY18 Budget to add 59 positions, as shown below:

1. Add 8 (eight) non-contract positions to manage and plan for integrated testing, system readiness drills, asset inspection and acceptance, turnover coordination, opening a new Rail Maintenance Facility and pre-revenue service testing of the Crenshaw Line rail project.
2. Add 51 contract positions to support training and certification, asset inspection and acceptance, turnover coordination, integrated testing, system readiness drills, the opening of a Rail Maintenance Facility, pre-revenue service testing and the opening of the Crenshaw Line to the public.

B. RECEIVING AND FILING staff analysis of a comprehensive rail expansion staffing plan to add up to a total of 130 positions in FY19 and FY20. The staffing plan assumes a time-phased, milestone-based hiring construct using the best available current scope of work estimates. These FTE requirements will be brought forward for board consideration during the respective FY19 and FY20 budget development cycles.

RECAP of Proceedings

Regular Board Meeting

July 27, 2017

**34 SUBJECT: UNLEADED GASOLINE**

**2017-0417**

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer to award a 60 month, Indefinite Delivery/Indefinite Quantity Contract No. FY34649 for unleaded gasoline to Pinnacle Petroleum, Inc., the lowest responsive and responsible bidder, for a two year base, inclusive of sales tax, for a not-to-exceed amount of \$3,886,980, and three one-year options for a not-to-exceed amount of \$5,830,470, for a total not-to-exceed contract amount of \$9,717,450, subject to resolution of protest(s), if any.

**36 SUBJECT: FEDERAL LEGISLATION**

**2017-0475**

ADOPTED ON CONSENT CALENDAR staff recommended positions:

**HOUSE RESOLUTION BILL 3001 (LOWENTHAL) - Economy In Motion:**  
The National Multimodal And Sustainable Freight Infrastructure Act **SUPPORT**

**37 SUBJECT: STATE LEGISLATION**

**2017-0483**

ADOPTED ON CONSENT CALENDAR staff recommended positions:

**B. AB 1069 (Low) - Local Government: Taxicab Transportation Services**  
**OPPOSE**

**39 SUBJECT: MEASURE M INDEPENDENT TAXPAYER OVERSIGHT  
COMMITTEE STIPEND**

**2017-0465**

APPROVED ON CONSENT CALENDAR stipend of \$100 per meeting per committee member for the Measure M Independent Taxpayer Oversight Committee, as required by the Ordinance.

**41 SUBJECT: BUS SYSTEM SPEED AND ON-TIME PERFORMANCE**

**2017-0484**

APPROVED ON CONSENT CALENDAR:

A. RECEIVING AND FILING status report on Bus System Speed and On-Time Performance.

B. AUTHORIZING the Chief Executive Officer to Develop a Plan to improve speed and on-time performance on key corridors of the Metro transit system, including:

- Identify the top ten key transit corridors that will benefit the most from speed and on-time performance improvements; and
- For each corridor, identify the congestion hot spots, develop a series of traffic signal, transit priority, and operational solutions, and evaluate the costs and benefits of solutions.

**42 SUBJECT: SIXTY ZERO EMISSION 40' TRANSIT BUS CONTRACT**

**2017-0304**

APPROVED ON CONSENT CALENDAR:

- A. AUTHORIZING the Chief Executive Officer (CEO) to award a firm fixed-price contract, Contract No. OP28367-002, Group C, to BYD Coach & Bus, LLC (BYD) for the manufacture and delivery of sixty 40' zero emission (ZE) transit buses, in the amount of \$44,967,874 for the base contract, including spare parts, charging equipment, taxes and delivery; exclusive of any contract option buses, subject to resolution of any properly submitted protest.
- B. AUTHORIZING the CEO to award an additional not-to-exceed amount of \$2,806,849 for Optional Vehicle Features, and Training Aids for a total combined contract amount not-to-exceed \$47,774,723.
- C. ESTABLISHING a life-of-project budget of \$65,900,000 for the purchase of sixty 40' zero emission buses, charging equipment, installation costs, infrastructure upgrades, and contingency under Capital Project no. 201077.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
						C		C				C

**43 SUBJECT: THIRTY-FIVE 60' ARTICULATED ZERO EMISSION TRANSIT BUS CONTRACT**

**2017-0303**

APPROVED AS AMENDED UNDER RECONSIDERATION:

- A. AUTHORIZING the Chief Executive Officer to award a firm fixed-price contract, Contract OP28367-001, Part D, to New Flyer of America for the manufacture and delivery of thirty-five 60' zero emission transit buses, in the amount of \$51,211,033 for the base contract, including charging equipment, taxes and delivery; exclusive of any contract option buses, subject to resolution of any properly submitted protest.
- B. AUTHORIZING the CEO to award an additional not-to-exceed amount of \$8,839,064 for Optional Vehicle Features, Spare Parts, and Training Aids for a total combined contract amount not-to-exceed \$60,050,097.
- C. ESTABLISHING a life-of-project budget of \$72,101,419 for the purchase of thirty five zero emission buses, charging equipment, installation costs, infrastructure upgrades, and contingency under CP 201073.

(Continued on next page)

**RECAP of Proceedings**

Regular Board Meeting

July 27, 2017

(Item 43 – continued from previous page)

- D. FINDING that the award to New Flyer of America is made to the Proposer that provides the agency with the best value and is most advantageous to Metro. The recommended price addresses all contract requirements and represents the best overall value when all RFP evaluation factor are considered.
- E. RECEIVING AND FILING the presentation on the Strategic Planning for Metro's Transition to 100% Zero Emission Bus Fleet by 2030 (Attachment C).

**BONIN AMENDMENT:** Award is conditioned upon prior agreement by both parties on a local hire provision consistent with, but not limited to, the language of the Letter of Intent provided by New Flyer to the Board during the meeting.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
Y	Y	N	Y	N	A	Y	Y	C	Y	Y	N	C

**FAILED:** Najarian motion to award contract to BYD.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
N	N	Y	N	Y	A	C	N	C	N	N	Y	C

**44 SUBJECT: SIXTY FIVE 60' ARTICULATED CNG TRANSIT BUS CONTRACT**

2017-0466

APPROVED ON CONSENT CALENDAR:

- A. AUTHORIZING the Chief Executive Officer to negotiate and award a firm fixed-price Contract no. OP28367-003, Group B, to New Flyer of America (St. Cloud, MN), for the manufacture and delivery of sixty five 60' CNG transit buses, in a not to exceed amount of \$64,428,454, for the base contract, inclusive of taxes and delivery, exclusive of contract options.
- B. AUTHORIZING the Chief Executive Officer to negotiate and award an additional not to exceed amount of \$3,260,156 for spare parts, optional vehicle features, and training aids for a total combined contract amount not to exceed of \$67,688,610.
- C. ESTABLISHING a life-of-project budget of \$72,200,000, for the sixty five 60' CNG buses under Capital Project no. 201076.

**45 SUBJECT: NEAR ZERO NATURAL GAS FUELED ENGINES**

**2017-0399**

AUTHORIZED ON CONSENT CALENDAR the Chief Executive Officer to award a three year, indefinite delivery/indefinite quantity Contract No. MA39865000 for Near Zero Emission Natural Gas Fueled Heavy Duty Engines to Cummins Pacific, LLC for a not-to-exceed amount of \$8,160,523, inclusive of sales tax, for the base year; a not-to-exceed amount of \$11,296,774, inclusive of sales tax, for the first one year option; and a not-to-exceed amount of \$7,064,518, inclusive of sales tax, for the second one year option, for a total Contract amount of \$26,521,815.

**47 SUBJECT: MOTION BY DIRECTORS BARGER AND NAJARIAN**

**2017-0505**

APPROVED ON CONSENT CALENDAR:

WE THEREFORE MOVE that the Metro Board:

AUTHORIZE a study of the Metrolink Antelope Valley Line (AVL) between Burbank and Lancaster that determines a range of frequency of service to maximize regional accessibility throughout the day; assesses the status of existing tracks, culverts, tunnels, crossings and other infrastructure which limits operational flexibility & service reliability; recommends needed infrastructure & capital improvements (in level of priority) to support the range of frequency of service, service reliability, safety, and on-time performance, including latest technologies in rail propulsion, controls and rail stock; estimates the costs associated with the aforementioned improvements; and provides a cost-benefit analysis with prioritization of said improvements that could be used to help guide Metro, Metrolink and the North County Subregion in a direction to best achieve the above stated goals, while ensuring compatibility with future planning processes;

DIRECT staff to coordinate with Metrolink and local North County stakeholders on this study and to incorporate any previous or ongoing efforts such as the Antelope Valley Infrastructure Improvements Strategic Plan, the NCMITS, the Los Angeles-Burbank-Glendale Corridor Feasibility Study and Metrolink efforts to address state of good repair, so as to avoid being duplicative;

ACKNOWLEDGE that execution of this study shall not hinder any efforts currently underway by Metro or Metrolink to deliver capital improvements or address state of good repair on the AVL; and

DIRECT the CEO to report back to the board in September with an update on stakeholder outreach, identification of potential funding sources for the study, along with a timeline for study implementation.

**RECAP of Proceedings**

Regular Board Meeting

July 27, 2017

**48 SUBJECT: COLLECTIVE BARGAINING AGREEMENTS**

2017-0522

AUTHORIZED the Chief Executive Officer to:

- A. EXECUTE a successor collective bargaining agreement with the International Brotherhood of Teamsters Union (Teamsters), effective July 1, 2017;
- B. EXECUTE a successor collective bargaining agreement with the American Federation of state, County and Municipal Employees Union (AFSCME), effective July 1, 2017;
- C. EXECUTE a successor collective bargaining agreement with the Transportation Communications Union (TCU), effective July 1, 2017;
- D. EXECUTE a successor collective bargaining agreement with the Amalgamated Transit Union (ATU) Local 1277, effective July 1, 2017, subject to Union ratification;
- E. EXECUTE a successor collective bargaining agreement with the Sheet, Metal, Air, Rail and Transportation Union (SMART), effective July 1, 2017, subject to Union ratification;
- F. ESTABLISH the merit pool increase for non-contract employees at 3.5% for FY18; and
- G. AMEND the FY18 budget in the amount of \$36,435,476 for the implementation of the wage and benefit changes for the approval of the final collective bargaining agreements and \$7,391,598 for the increase in the merit pool for non-contract employees.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
Y	Y	Y	C	Y	A	Y	Y	Y	Y	Y	Y	C



**49 SUBJECT: CRENSHAW/LAX TRANSIT CORRIDOR PROJECT**

**2017-0479**

APPROVED BY TWO-THIRDS VOTE:

- A. HOLDING a public hearing on the proposed Resolution of Necessity; and
- B. ADOPTING a Resolution of Necessity authorizing the commencement of an eminent domain action to acquire various interests in the property located at 6700 Crenshaw Blvd., Los Angeles. Metro must proceed with a condemnation action to clear various title issues and acquire the necessary property interests required for the Crenshaw/LAX Transit Corridor Project. The properties sought to be condemned are a 162 square foot permanent roadway easement (Metro Parcel CR-2901) and a 50 square foot temporary construction easement (Metro Parcel CR-2901-1) in a portion of 6700 Crenshaw Blvd., Los Angeles, California (APN 4006-025-032) (hereinafter "Property"). The Property is owned by Noel Dias and Mike Davidyan.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
Y	Y	Y	Y	Y	A	Y	Y	Y	Y	Y	Y	Y

**50 SUBJECT: MOTION BY BONIN, GARCETTI, NAJARIAN, HAHN AND SOLIS**

**2017-0524**

APPROVED AS AMENDED BY SOLIS, KUEHL AND BARGER WITH A FRIENDLY AMENDMENT BY FASANA:

WE THEREFORE MOVE that the Board:

- A. ENDORSE the Strategic Plan for Metro’s Transition to Zero Emission Buses;
- B. DIRECT the CEO to create a zero emission bus infrastructure working group comprised of Metro staff, federal and state regulators and local utility companies to track market availability and to cultivate ongoing collaboration among stakeholders. The working group will monitor market rates for emerging zero emission bus technology to support Metro’s 2030 transition plan:
  1. Working group to report to the Board annually with the latest technology innovations to support the cost/benefit analysis of fleet conversion
  2. MTA to host an industry forum to solicit innovative solutions to delivering the 2030 plan;

(Continued on next page)

(Item 50 – continued from previous page)

- C. AMEND the Metro federal legislative plan to advocate for local jobs as a critical factor in the evaluation criteria of MTA procurements; and
- D. DEVELOP an equity threshold consistent with Title VI regulations for priority deployment of electric buses in underserved communities.

FURTHER MOVE that the Board direct staff to:

A. as part of establishing a working group:

- 1. EXPAND the invitation to regional air quality regulators (e.g. South Coast Air Quality Management District), the American Public Transportation Association and California Transit;
- 2. EXAMINE and TRACK vehicle technology and performance, energy production and pricing, infrastructure needs and life-cycle analysis and creative funding opportunities;

B. COORDINATE with the County of Los Angeles to explore opportunities to develop a countywide incentive structure to promote and attract more companies to manufacture, assemble and produce zero-emission transit vehicles and related technologies and infrastructure in Los Angeles County;

C. widely PROMOTE and ENCOURAGE municipal transit agencies/operators to participate in the established process by which to co-procure (“piggyback procurement” provisions) zero-emission transit vehicles;

D. ENSURE that MTA maintains the flexibility to explore the best available technologies that contributes to zero-emissions and/or net-negative emissions in the Los Angeles County public transit sector.

**FRIENDLY AMENDMENT BY FASANA that staff report back to the board with a timeline and any commitments by parties before we undertake our next bus purchase and answers to the following questions:**

- A. Will electric buses and their batteries deliver the guaranteed range and service?
- B. Can municipal and electric utilities timely invest in the grid in order to power electric buses?
- C. Which strategies will maximize Metro's ability to receive cap and trade credits?

(Continued on next page)

(Item 50 – continued from previous page)

- D. How and when can charging infrastructure be deployed at our bus divisions? More importantly, how will such infrastructure be paid for?
- E. Why is Metro's role critical for the adoption of low NOX engines in the trucking industry? What assurances do we have that this will take place when Metro has operated cleaner engines since the 1990s without adoption of these technologies by the trucking industry?
- F. What are the resiliency impacts to our service if electricity or natural gas service is disrupted? What is our back-up plan?
- G. Metro can intervene in regulatory proceedings at the California Public Utilities Commission for investor owned utilities regarding transportation electrification and equivalent natural gas proceedings as appropriate. Metro needs to assess the current regulatory schedule for such proceedings, develop advocacy position, and indicate that our adoption of electrification may be affected if electric transportation infrastructure is funded by shareholders, recovered through rates, and implemented on a timely basis.
- H. Conversely, how will Metro undertake the capital investments directly? Foothill Transit has intervened in the active proceeding. Antelope Valley and other providers are engaged. Metro needs to be more actively engaged and needs to report back to our Board on what is at stake. In SCE's service area, demand charges make the operating costs of electric buses more costly than natural gas vehicles. Are we working to influence changes to the rate schedules?
- I. Can RNG be adopted without direct Metro involvement by substituting RNG for natural gas purchased out of state? We should participate in any state framework that could create linkages between Metro's adoption of RNG and RNG implementation by the trucking industry.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
A	Y	Y	Y	Y	A	Y	Y	Y	Y	A	Y	Y

**51 SUBJECT: COUNTYWIDE CALL FOR PROJECTS  
RECERTIFICATION AND DEOBLIGATION**

2017-0289

APPROVED:

- A. RECERTIFYING \$133.2 million in existing Fiscal Year (FY) 2017-18 commitments from previously-approved Countywide Calls for Projects (Call) and AUTHORIZING the expenditure of funds to meet these commitments as shown in Attachment A;
- B. DEOBLIGATING \$18.8 million of previously approved Call funding, as shown in Attachment B, and REPROGRAMMING these dollars to the same modal category from which they came in the 2015 Call;
- C. PROGRAMMING:
  - 1. funds made available from the 2013, 2014 and 2015 Deobligation to the three previously-approved County of Los Angeles Signal Call projects; and
  - 2. funds released from City of Los Angeles per the November 2007 Board direction on the Proposition 1B funding to the three previously-approved Signal Call projects;
- D. AUTHORIZING the CEO to:
  - 1. negotiate and execute all necessary agreements for approved projects; and
  - 2. amend the FY 2017-18 budget, as necessary, to include the 2017 Countywide Call Recertification and Extension funding in the Regional Programs' budget;
- E. APPROVING changes to the scope of work for:
  - 1. City of Los Angeles - Boyle Heights Chavez Avenue Streetscape/Pedestrian Improvement (#F3643);
  - 2. City of Long Beach - Daisy Corridor and 6th Street Bike Boulevard (#F3518)
  - 3. City of South Gate - Firestone Boulevard Capacity Improvements (#F3124);
  - 4. City of West Hollywood - Melrose Avenue Complete Street Project (#F9601);
- F. REALLOCATING funds originally programmed to the City of Glendale Train Station 1st/Last Mile Regional Improvements Project (#F9624) to the Glendale CNG Fueling and Maintenance Facility Project (#F3432); and
- G. RECEIVING AND FILING:
  - 1. time extensions for the 55 projects shown in Attachment D; and
  - 2. reprogram for the 24 projects shown in Attachment E.

(Continued on next page)

(Item 51 – continued from previous page)

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
A	Y	Y	Y	Y	A	Y	Y	Y	Y	A	Y	Y

**51.1 SUBJECT: MOTION BY GARCETTI, NAJARIAN AND BONIN**

**2017-0523**

APPROVED:

WE THEREFORE MOVE that the Board direct the CEO to:

- A. MAINTAIN funding for the Glendale Train Station First-Last Mile Regional Improvements project;
- B. PROGRAM funding from the cancelled City of Los Angeles project to fill the shortfall in the City of Glendale Compressed Natural Gas Fueling and Maintenance Facility Project, which is estimated to be \$2.3 million;
- C. PROGRAM any remaining funding from the cancelled City of Los Angeles project to the Taylor Yard Bride design funding agreement; and
- D. REPORT to the Planning & Programming Committee in October on the status of MTA's First-Last Mile program.

PK	JF	JH	MB	HS	JB	EG	SK	KB	JDW	MRT	AN	RG
A	Y	Y	Y	Y	A	Y	Y	Y	Y	A	Y	Y

**52 SUBJECT: CLOSED SESSION**

**2017-0521**

- A. Conference with Legal Counsel - Existing Litigation - G.C. 54956.9(d)(1):  
Arts District Crossing Owner, LLC v. LACMTA, LASC Case No. BC 169254

NO REPORT.

- B. Conference with Labor Negotiator - G.C. 54957.6:  
Agency Designated Representative: Joanne Peterson or designee  
Employee Organizations: SMART, ATU, TCU, AFSCME, and Teamsters

NO REPORT.

(Continued on next page)

RECAP of Proceedings

Regular Board Meeting

July 27, 2017

(Item 52 – continued from previous page)

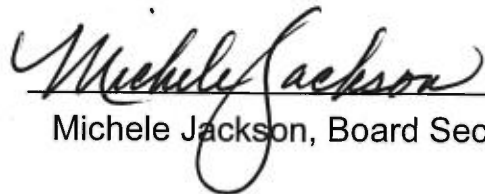
C. Public Employee Performance Evaluations - G.C. 54957:

Titles: Chief Executive Officer; Board Secretary; General Counsel;  
Inspector General; Ethics Officer

NO REPORT.

ADJOURNED at 2:49 p.m.

Prepared by: Collette Langston  
Board Specialist

A handwritten signature in cursive script that reads "Michele Jackson". The signature is written in black ink and is positioned above a horizontal line.

Michele Jackson, Board Secretary



## Board Report

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**File #:** 2017-0566, **File Type:** Motion / Motion Response

**Agenda Number:** 6.

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### AD HOC CONGESTION, HIGHWAY AND ROADS COMMITTEE SEPTEMBER 20, 2017

**SUBJECT: MANAGING CONGESTION ON THE FREEWAY SYSTEM**

**ACTION: APPROVE RECOMMENDATIONS**

#### **RECOMMENDATION**

CONSIDER:

- A. RECEIVING AND FILING the update on options to improve and/or expand High Occupancy Vehicle (HOV) Lanes and ExpressLanes; and
- B. AUTHORIZE the CEO to develop a process for the use of interfund borrowing of net toll revenues to support creation of the ExpressLanes network.

#### **ISSUE**

At its March 2017 meeting, the Board approved a Motion by Chair Fasana and Directors Dupont-Walker, Hahn and Solis as amended by Director Bowen requesting the CEO to explore options to better manage congestion on the freeway system by improving the HOV Lanes and ExpressLanes (Attachment A). The Board requested a report back during the September 2017 Board cycle.

#### **BACKGROUND**

The March 2017 Motion directed the CEO to explore options to improve existing HOV lanes in Los Angeles County, including conducting a Performance Impact Study (PIS) to determine the potential for raising the minimum occupancy from two to three people and to coordinate with CHP to evaluate any safety and compliance impacts.

For the ExpressLanes, the Motion directed the CEO to explore options to accelerate the Tier 1 and Tier 2 projects in the ExpressLanes Strategic Plan, coordinate with Orange County on a region-wide approach to delivering ExpressLanes, determine a process to charge a toll to Clean Air Vehicles (CAVs), identify a solution to deter those customers traveling as a Single Occupant Vehicle (SOV) who avoid paying the toll by setting the transponder to HOV, recommend options to use toll revenue from existing facilities to advance the development of the Tier 1 and Tier 2 projects in the Strategic Plan, identify congestion management strategies available to reduce congestion on general purpose lanes, and coordinate with Caltrans on operational improvements on the I-105.

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Also, the Motion directed the CEO to explore Transportation Demand Management (TDM) strategies, mode shift incentives, dynamic work hours and additional carpooling benefits and incentives to decrease congestion on LA County freeways. Finally, the motion requested recommending options to use existing toll revenues to advance studies associated with these efforts.

## DISCUSSION

A working group was established between Metro staff and Caltrans staff to respond to the Motion. Our status update is as follows:

### HOV Lane Improvements

- A. HOV Performance Impact Study- Caltrans has begun a Performance Impact Study (PIS) to assess the impacts of increasing the minimum HOV occupancy requirements in Los Angeles County from two-person (2+) to three-person (3+). Completion of the PIS is expected by August 2018. The main elements of the PIS are as follows:
- Manual occupancy traffic counts on HOV and GP Lanes for all HOV corridors in Los Angeles County (Fall 2016 and Spring 2017 counts) - *COMPLETED*.
  - PeMS data collection (Volumes, Speed, and Delay) for 3 of the top degraded HOV corridors I-105, I-210, I-405. *Analysis to be completed September 2017*.
  - Delay and Level of Service (LOS) analysis for HOV and GP lanes for I-105, I-210 and I-405. *GP Lanes COMPLETED; HOV lanes to be completed October 2017*.
  - Throughput analysis for HOV 2+ occupancy on I-105, I-210 and I-405. *To be completed October 2017*.
  - Literature review of HOV facilities that have increased requirements from 2+ to 3+ on existing HOV lanes, and the resulting impact. *To be completed September 2017*.
  - Microsimulation modeling of two of the most degraded corridors, potentially I-105 and I-405 to evaluate factors relevant to increasing the HOV occupancy requirement from 2 to 3+. *Expected completion May 2018*.
- B. CHP Coordination - As part of the PIS process, coordination meetings between Caltrans and CHP will occur starting in September 2017.
- C. Active Traffic Management and ITS - Congestion Management strategies on the GP and HOV lanes focus on managing the recurrent traffic congestion that occurs during the peak periods, including ITS applications such as Dynamic Corridor Ramp Metering (DCRM), Adaptive Traffic Control Systems (ATCS), Adaptive Traffic Management (ATM) and Integrated Corridor Management (ICM) strategies. ATM and ATCS have been identified for study on the I-105 HOV to ExpressLanes conversion project. In addition, ATM solutions are being studied in the South Bay and Arroyo Seco. Caltrans has also reorganized its Division of Traffic Operations to



better position resources to allow for more effective and responsive regional collaboration leading to implementation of innovative solutions.

### ExpressLanes Improvements

- A. Acceleration of Projects - To advance the construction of Tier 1 and Tier 2 projects in the ExpressLanes Strategic Plan, staff is exploring:
- a. Delivery methods that will shorten project schedules such as:
    - i. Procuring contractors to complete all remaining Project Study Reports (PSRs) with Caltrans oversight;
    - ii. Procuring Program Manager contracts to complete the necessary Planning work (Environmental approvals, Traffic and Revenue Studies, Concept of Operations, 30% Design) required before the project can be fully designed and constructed; and,
    - iii. Construct using Design-Build, rather than Design, Bid, Build.
  - b. Focus on a System Network approach such as:
    - i. Submitting a PSR to the California Transportation Commission (CTC) to obtain tolling authority for all Tier 1 projects as a network. The network concept can enable use of net toll revenues from ExpressLanes in one corridor to finance the construction of ExpressLanes in another corridor enhancing the agency's ability to accelerate implementation of ExpressLanes. (There would be a corresponding payback provision as well). This would be predicated upon obtaining tolling authority at the network level from the CTC which staff is pursuing at the present time.
    - ii. Leverage the Unsolicited Proposal Process. An unsolicited proposal was submitted to OEI recommending financing strategies that would enable acceleration of ExpressLanes projects consistent with the network approach. OEI is working with its financial advisors and congestion reduction staff to determine the viability of the proposal.
  - c. Secure Discretionary Grants. Staff will also be actively pursuing other available financial opportunities to build out the ExpressLanes network including TIFIA loans and state and federal grants such as, INFRA and SB 1, respectively.
- B. Use of Net Toll Revenues from I-10 and I-110 - The recent results of an analysis of the net toll revenues revealed that only \$1.4 million (3%) of the more than \$47 million of grants awarded have been spent over the last three years. To address the slow grant expenditures, staff is working with all of the grantees. In the meantime, staff is not proceeding with another grant round this fiscal year. Instead, staff recommends the Board permit interfund borrowing where net toll revenues generated on the I-10 and I-110 ExpressLanes are advanced as a loan to support the financing of the planning and construction of additional ExpressLanes identified in the Strategic Plan. This process is consistent with Metro's policy regarding interfund borrowing and would require terms that outline the payback provisions. Since inception of the ExpressLanes, a Comprehensive Annual Financial Report (CAFR) is prepared for the I-110 and I-10. The CAFRE would track the funds borrowed on an ongoing basis to ensure repayment per the details of the loan. It should also be noted that the desire to expand the

Express Lanes is frequently identified by current ExpressLanes customers as a preferred improvement.

- C. Clean Air Vehicles (CAVs) - AB 1721 and California Vehicle Code sections 5205.5 and 21655.9 allow tolling agencies to charge a discounted toll to CAVs. With assistance from the Department of Motor Vehicles (DMV), ExpressLanes staff is currently developing a process to charge a toll to CAVs. This process is expected to be implemented in the next six months. When all details have been finalized, staff will return to the Board to seek authorization to implement this policy.
- D. Occupancy Detection - To deter customers from using the ExpressLanes without paying the appropriate toll, staff is working with the current ExpressLanes contractor to implement a solution for automated vehicle occupancy detection. This solution is in 30% design. Once staff has negotiated the price, we will seek board approval for implementation. Implementation is expected in June 2018.

In addition, delineation/channelizers (tall pylons) will be installed at select locations between the ExpressLanes and the general purpose (GP) lanes to improve safety by deterring motorists from illegally crossing the double solid white lines. Channelizers will be installed on the I-110 by November 2017 with I-10 to follow in early 2018. In collaboration with CHP, staff is in the process of deploying new enforcement lights that will display a "1", "2" or "3" to indicate the transponder switch setting. The new system will be visible from the front and back of each toll gantry making it easier for CHP to enforce the ExpressLanes. Installation of the enforcement lights is slated for the end of FY 18.

- E. Coordination with Orange County - Staff has held an initial meeting with Caltrans District 12 to ensure there is communication between LA and Orange Counties with respect to the implementation of ExpressLanes, and staff will continue to coordinate with Orange County to ensure there is regional consistency among our programs.
- F. I-105 Operational Issues - During the Environmental phase of the I-105 ExpressLanes Project, Caltrans and Metro will consider solutions on the GP lanes such as ITS and ATM strategies and the potential for use of Auxiliary /Transition lanes that provide viable options with the ExpressLanes to yield the largest benefit for the entire corridor. Pricing of the GP lanes, will require federal, and state approval including potential legislation.

### TDM Strategies

- A. TDM Strategies - Programs currently exist within Metro that provide assistance to employers in promoting, implementing and managing efforts aimed at reducing single occupancy vehicle (SOV) trips to and from worksites. These programs are mandatory for employers of 250 employees or more, but are also available to interested employers of any size as well as to individual commuters. Metro also supports employers under local ordinances, such as the City of Santa Monica, Burbank, Glendale and Pasadena who have a much lower compliance threshold; these thresholds vary, but it can be as low as 25 employees. Some of the

associated benefits/programs that Metro actively promotes and/or offers are as follows: Commuter Benefits, flex/tiered/compressed work schedule, transit and vanpool subsidies, Guaranteed Ride Home, Metro Rewards, Go Metro to Work Free (new hires), marketing workshops, Best in Class recognition awards, California Rideshare/Shared Mobility Week, promotional shared mobility newsletter, rideshare/shared mobility fairs and other meetings and events organized by employers and Transportation Management Associations/Organizations.

- B. Commuter Benefits - Under IRS Section 132(f) employers can provide a voluntary benefit to their employees which reduces their monthly commuting costs for transit, vanpooling, bicycling and work-related parking costs. Staff is currently exploring the potential for implementing an ordinance that would require employers to offer this pre-tax benefit to their employees. To explore this opportunity, a Commuter Benefits Ordinance Working Group (CBOGW) has been established consisting of members from Regional Rideshare, Metro Commute Services, Mayor Garcetti's Office, LADOT, and the City of Los Angeles Planning Department, with the Association for Commuter Transportation (ACT) serving in an advisory role. The CBOGW recommends that Metro implement a Countywide Ordinance requiring employers with 50 or more employees to implement both the Commuter Tax Benefit, which allows employees to set aside up to \$255 per month pretax to spend on transit or vanpool expenses for commuting to work, and Parking Cash Out, a California law which requires employers who pay to lease unbundled parking spaces for employees to provide the equivalent amount to employees who choose to opt out of parking and utilize alternate forms of transportation such as carpool, vanpool, and transit. The South Coast Air Quality Management District (SCAQMD) supports this effort as it will help employers comply with SCAQMD Rule 2202. The 2018 State Legislative Program will include a recommendation for the Board to support legislation that would expand authority for Metro or other entities to establish Commuter Benefit Programs. The 2018 State Legislative Program will also include a recommendation for the Board to explore legislative remedies to establish or expand Los Angeles County's existing Commuter Benefit Programs.

## **FINANCIAL IMPACT**

### Impact to Budget

There will no impact to the FY 18 budget as a result of this report. Implementation of solutions listed for ExpressLanes and other areas will be brought to the Board for approval when needed and will reflect the impact to the budget, if any, at that time.

## **ALTERNATIVES CONSIDERED**

No other alternatives were considered.

## **NEXT STEPS**

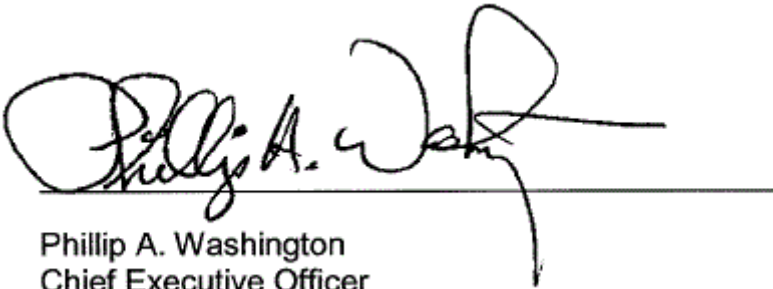
As solutions and programs are finalized staff will be presenting them to the Board for approval, as appropriate.

**ATTACHMENTS**

Attachment A - March 2017 Motion by: Chair Fasana, Directors Dupont-Walker, Hahn and Solis as amended by Bowen.

Prepared by: Kathy McCune, DEO, (213) 418-3138  
Shahrazad Amiri, Executive Officer, (213) 922-3061  
Martin Buford, Manager, Transp. Planning, (213) 922-2601  
Dolores Roybal-Saltarelli, Senior Director, (213) 922-3024  
Devon Deming, Director, (213) 922-7957

Reviewed by: Stephanie Wiggins, Deputy Chief Executive Officer (213) 922-1023



Phillip A. Washington  
Chief Executive Officer

## Metro

Los Angeles County  
Metropolitan Transportation  
Authority  
One Gateway Plaza  
3rd Floor Board Room  
Los Angeles, CA



Metro

## Board Report

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File #: 2017-0211, Version: 1

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**REGULAR BOARD MEETING  
MARCH 23, 2017**

**Motion by:**

**Chair Fasana, Directors Dupont-Walker, Hahn and Solis  
As Amended by Bowen**

March 23, 2017

**Relating to Item 5, File ID 2017-0047; Annual Program Evaluation**

To maintain quality of life throughout Los Angeles County, MTA should aggressively manage congestion and incentivize carpooling on the LA County freeway system.

On an average day, highways in the Los Angeles Caltrans district carry 100 million vehicle miles traveled.

With recent population growth and economic recovery, freeways have become more congested. Efforts to increase freeway capacity, such as freeway widenings, can only be so effective in light of these recent trends. Every time new capacity is opened up, it is rapidly consumed by individuals who previously traveled by other routes, at other times, or by other transportation modes.

Caltrans District 7 is responsible for 1,113 miles of highway. To manage congestion and reduce single-occupant trips on these highways, District 7 operates 442 miles of High-Occupancy Vehicle (HOV) lanes on the 5, 10, 14, 57, 60, 91, 105, 110, 118, 134, 170, 210, 405, and 605 freeways.

Of the total 442 miles of High-Occupancy Vehicle (HOV) lanes in District 7, 316 miles were defined in 2015 by federal criteria as *degraded*.

By federal definition, an HOV lane is degraded if the average traffic speed during the morning or evening weekday peak commute hour is less than 45 miles per hour more than 10 percent of the time in any 180-day period, or for more than two weekdays per month.

To reverse this degradation, MTA needs to look at all available options for managing congestion on the freeway system.

The I-10 and I-110 express lanes program was a great example on how we can manage congestion and improve reliability, but we need to do more to expand and improve upon the Express Lanes program.

**Motion by Fasana and Dupont-Walker** that the Board direct the CEO:

- A. Explore options to improve existing High-Occupancy Vehicle lanes in Los Angeles County, including:
1. Conduct a Performance Impact Study to explore raising the minimum occupancy requirement, where justified, from two-person to three-person for HOV lanes in LA County, in particular on the HOV corridors that are considered degraded;
  2. Coordinate with Caltrans and the California Highway Patrol (CHP) to evaluate any safety and compliance impacts from raising the minimum occupancy requirement;
  3. TDM strategies; mode shift incentives; dynamic work hours; Active Traffic Management and ITS
- B. Explore options to expand and improve ExpressLanes, including but not limited to the following:
1. Develop an acceleration strategy for constructing first- and second-tier projects outlined in the MTA Countywide ExpressLanes Strategic Plan;
  2. Collaborate between Los Angeles and Orange Counties on a region-wide approach to delivering ExpressLanes projects;
  3. Coordinate with Caltrans on an I-105 ExpressLanes advance improvement project to update and improve lane configuration to discourage car weaving on I-105 between I-405 and I-605;
  4. Report back on congestion demand management strategies on degraded general purpose lanes in Los Angeles County, including but not limited to pricing;
  5. Report back on a process and implementation plan to ensure exempt vehicles pay their fair share of ExpressLanes costs;
  6. Report back on status of program that will identify and deter scofflaws in the ExpressLanes, including individuals who set the transponder to HOV while driving alone;
  7. Recommend options to use toll revenue on existing facilities to advance the above studies;
- C. Explore additional carpooling benefits and incentives for Los Angeles County, including but not limited to a program similar to the Bay Area Commuter Benefits Program administered by the Metropolitan Transportation Commission and the Bay Area Air Quality Management District; and
- D. Report back on all the above during the September 2017 Board cycle.

###





Item #6

# Managing Congestion on the Freeway System

Ad Hoc Congestion, Highway and Roads Committee  
September 20, 2017



Metro



# Motion



At their March meeting, the Board requested that:

- Staff explore options to better manage congestion on the freeway system by improving the HOV Lanes and ExpressLanes, and;
- Provide a status update of efforts at the September 2017 meeting



# HOV Lane Improvements



- A working group comprised of Metro and Caltrans staff was established to address this issue
- HOV Performance Impact Study (PIS)
  - Traffic counts: completed in Spring 2017
  - Additional data collection and analysis: Fall 2017
  - Micro-simulation modeling: May 2018
  - Final Report: Summer 2018
  - Safety and compliance impacts are being assessed in PIS process
- Caltrans and CHP coordination meetings to start September 2017
- Active Traffic Management (ATM) and Intelligent Transportation System (ITS)
  - e.g. Adaptive Traffic Control Systems, Integrated Corridor Management



# ExpressLanes Improvements



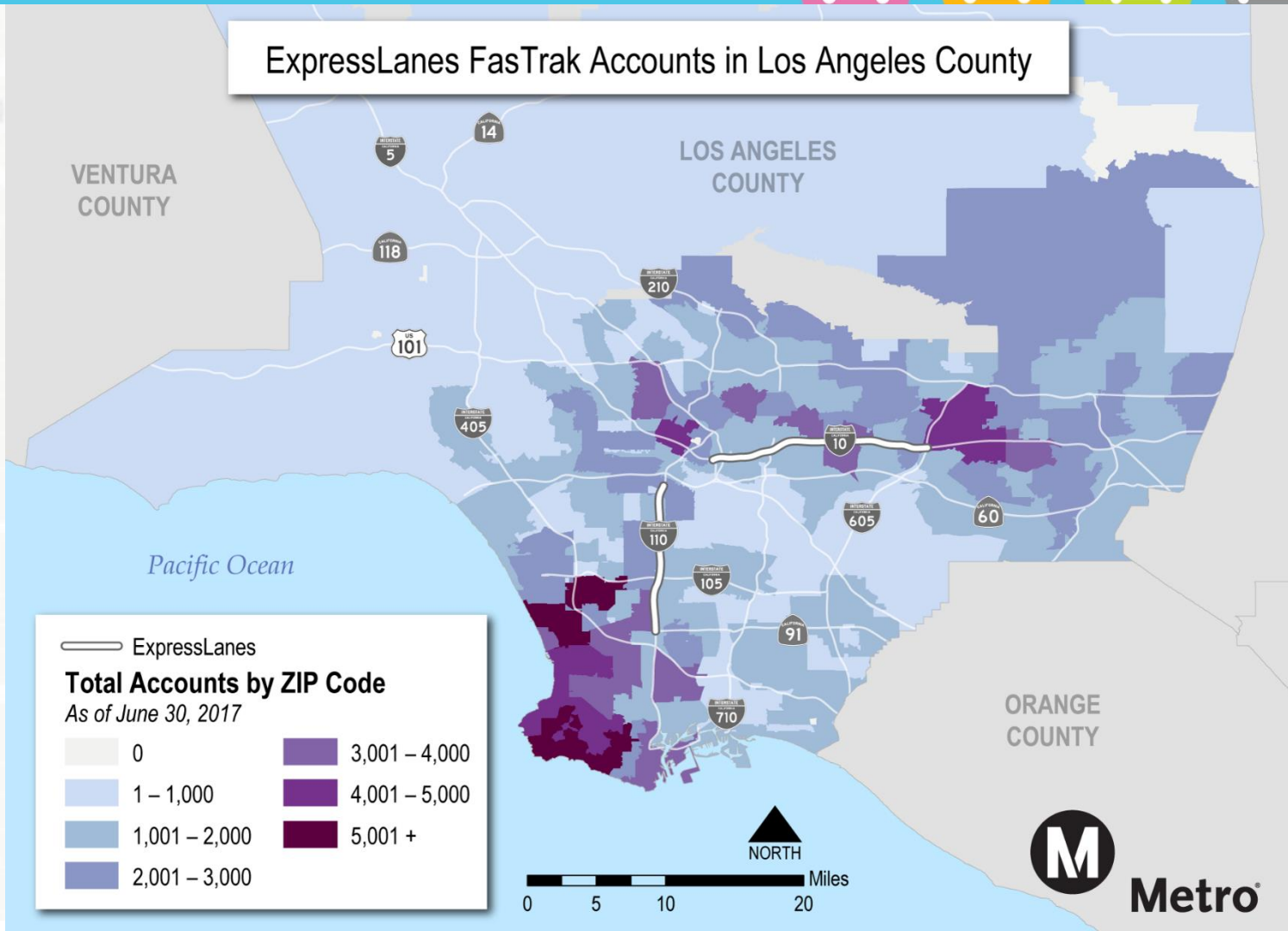
- Acceleration of Projects
  - Streamlining project delivery
  - System network approach in seeking CTC tolling authority
  - Secure discretionary grants
  - Inter-fund borrowing
  - Leveraging the unsolicited proposal (UP) process
- Ongoing coordination with Orange County
- I-105 operational improvements
- Charging Clean Air Vehicles (CAVs): Early 2018
- Occupancy detection: Summer 2018



# ExpressLanes Market Penetration



ExpressLanes FasTrak Accounts in Los Angeles County



# ExpressLanes Financing



- A prior survey indicates a vast majority (75%) of ExpressLanes customers would like to see expansion to other freeways in LA County
- Would provide mobility benefits through improvement of freeway operations and enhanced transit service in these corridors
- Analysis of Net Toll Revenue Grant Expenditures:
  - \$47 million in grants (Rounds 1 and 2)
  - 3% expended (\$1.4 million) in the past 3 years
- Since ExpressLanes have few outside funding sources, net revenues from existing and future ExpressLanes could be utilized to develop the network
  - Net revenues could be borrowed through a process of inter-fund borrowing
  - Since each ExpressLanes project has its own enterprise account, the amount of net revenue that is borrowed can be tracked



# Transportation Demand Management



- TDM Strategies

- Metro provides employers assistance with programs aimed at reducing single occupancy vehicle (SOV) trips to and from worksites (commuter benefits, transit and vanpool subsidies, Metro Rewards, etc.)

- Commuter Benefits

- IRS Section 132(f) employers can provide a voluntary benefit to their employees which reduces their monthly commuting costs
- Commuter Benefits Ordinance Working Group (CBOGW) has been established
- The 2018 State Legislative Program will include a recommendation for the Board to support legislation that would expand authority for Metro or other entities to establish Commuter Benefit Programs





## Board Report

File #: 2017-0507, File Type: Contract

Agenda Number: 10.

### AD-HOC CONGESTION, HIGHWAY AND ROADS COMMITTEE SEPTEMBER 20, 2017

**SUBJECT: INTERSTATE 5 HOV ENHANCEMENTS FUNDING AMENDMENT**

**ACTION: APPROVE RECOMMENDATIONS**

#### **RECOMMENDATION**

CONSIDER:

- A. ACKNOWLEDGING completion of construction of the segment of I-5 HOV Enhancements between SR 14 and SR 118 to close this segment of the overall project.
- B. AUTHORIZING the Chief Executive Officer to move the balance of programmed amount up to \$24.3 million from the segment between SR 14 and SR 118 to the remaining segments of I-5 HOV projects between SR 118 and SR 134.
- C. AUTHORIZING retention of the \$2.3 M revenues from the sale of excess land in the segment between SR 118 and SR 134 to remain in the remaining segments of the I-5 HOV Enhancements projects between SR 118 and SR 134 through the completion of the entire project.

#### **ISSUE**

In November 2011, construction of the segment of the I-5 HOV Enhancements projects between SR 14 and SR 118 was completed and this segment was opened to traffic. Caltrans ultimately completed all remaining activities of this segment in July 2017 and is ready to close this segment. Metro wishes to move the remaining balance of up to \$24.3 million from this segment to other segments of this project still in construction between SR 118 and SR 134.

Staff also recommends retainage of \$2.3 million revenue from the excess land sale in the segment between SR 118 and SR 170 (now completed) to remain in the project to support completion of all segments.

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## **DISCUSSION**

I-5 HOV Enhancements included five construction segments between SR 14 and SR 134 and six segments from Orange County Line to I-605. The I-5 HOV Enhancements were designed and are administrated by the State of California Department of Transportation (Caltrans) under various funding agreements with Metro.

Construction of the segment between SR 14 and SR 118 was completed in November 2011. The segment between 118 and 170 was completed on July 25, 2016 and the segment between SR 170 and Buena Vista was completed in December 2015. Segments between Buena Vista and Magnolia are still in construction.

In June 2016, Caltrans informed Metro of \$2.3 million from an excess land sale in the corridor. Staff recommends retainage of those revenues in the I-5 north project corridor until completion of all segments.

In July 2017, Metro and Caltrans agreed to close out the segment between SR-14 and SR 118. (see Attachment A) Upon closure of this segment, Metro will move the balance of the programmed amount of up to \$24.3 million to the remaining segments of the project. Completion of construction of the entire corridor is anticipated in 2021.

## **DETERMINATION OF SAFETY IMPACT**

There are no impacts to safety of the users of the highways by approving this action.

## **FINANCIAL IMPACT**

With approval of recommendation B, the balance of \$24.3 million in the I-5 HOV Enhancements between SR 14 and SR 118 will be reprogrammed to the I-5 HOV Enhancements between SR 118 and SR 134. These funds will be retained under Project 410001, Task 008355.

With approval of recommendation C, the programmed funds for the I-5 HOV Enhancement between SR 118 and SR 134 will be amended to include the \$2.3 million retained under Project 410001, Task 008355.

### **Impact to Budget**

The recommendations identified in B and C will not increase the project budgets for the current Fiscal Year 2018. Adjustments to the FY 18 budget will transfer funds from Highway Subsidies Project 41001, Task 002198 to the same Project 41001, under Task 008355 using the Highway Subsidies Cost Center 0442 and Subsidies to Others Account 54001.

Since this is a multi-year project, the Project Manager, the Cost Center Manager and the Senior Executive Officer, Program Management - Highway Program will be responsible for budgeting costs in future years for Metro's share within the updated project budget.



The source of funds for recommendation B is Prop C 25% (\$20.40M), CMAQ (\$3.75M) and RSTP (\$0.15M) Funds, which are not eligible for bus or rail operations. No other funds were considered.

**ALTERNATIVES CONSIDERED**

The Board may choose not to approve staff recommendations stated herein. This option is not recommended as the retainage of the funds described herein in the project will support completion of the remaining segments of the I-5 HOV Enhancements north of SR 134.

**NEXT STEPS**

Upon Board approval of the staff recommendation, amendments to the funding agreements with Caltrans will be executed.

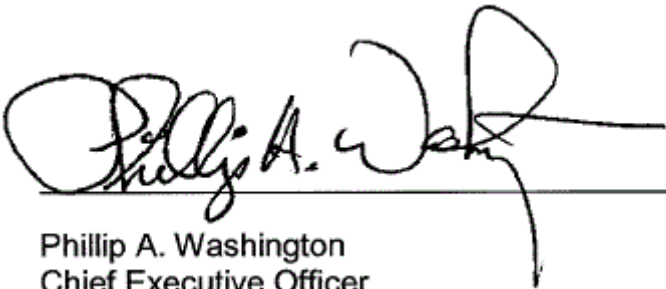
..Attachment

**ATTACHMENT**

Attachment A: Caltrans Supporting Letter

Prepared by: Maher Subeh, Director Engineering (213) 922-4744  
Wil Ridder, Executive Officer, Strategic Financial Planning and Programming (213) 922-2887  
Abdollah Ansari, Senior Executive Officer, Highway Program (213) 922-4781  
Bryan Pennington, Deputy Chief Program Management Officer, Program Management (213) 922-7449

Reviewed by: Richard F. Clarke, Chief Program Management Officer, (213) 922-7557



Phillip A. Washington  
Chief Executive Officer

## DEPARTMENT OF TRANSPORTATION

## DISTRICT 7

100 S. MAIN STREET, SUITE 100  
LOS ANGELES, CA 90012  
PHONE (213) 897-0362  
FAX (213) 897-0360  
TTY 711  
www.dot.ca.gov



*Serious Drought.  
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a California Way of Life.*

August 22, 2017

Mr. Abdollah Ansari  
Senior Executive Officer, Highway Program  
Metropolitan Transportation Authority  
One Gateway Plaza  
Los Angeles, CA 90012

Dear Mr. Ansari:

It has been a great partnership working together to improve mobility and the liveability for the residents of Los Angeles County with the widening of the Interstate 5 (I-5) North and South corridors, and many other projects. In the I-5 North corridor, from State Route 134 (SR-134) to State Route 14 (SR-14), there are five project segments. Three segments have completed construction and opened to traffic, two segments are still under construction.

Caltrans is ready to close out the project from State Route 118 (SR-118) to SR-14. The project has a balance of \$24,264,762. In addition, there is \$2.3 million from excess land sale in the segment from SR-170 to SR-118 that belongs to LACMTA. Caltrans agrees with Metro to transfer the balance of \$24,264,762 from the segment between SR-118 and SR-14 to the I-5 North Corridor (SR-118 to SR-134) that are still under construction, and retain the excess land sale revenue in the I-5 North corridor. These additional funds will be needed to complete and close out the I-5 North Corridor, between SR-134 and SR-118.

Thank you for working together to deliver the I-5 North and South corridors improvements to the communities and the traveling public. We look forward to continue our great partnership to deliver more transportation improvements for Los Angeles County.

If you have any questions regarding this matter, please contact Greg Farr, Principal Engineer of Project and Program Management, at (213) 897-0208.

Sincerely,

A handwritten signature in blue ink that reads "Robert So".

Robert So  
Deputy District Director

Cc: William Ridder – Executive Officer, Metro  
Greg Farr – Principal Engineer, Caltrans



## Board Report

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**File #:** 2017-0116, **File Type:** Contract

**Agenda Number:** 13.

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### FINANCE, BUDGET AND AUDIT COMMITTEE SEPTEMBER 20, 2017

**SUBJECT: TAP FARE COLLECTION EQUIPMENT INSTALLATION SERVICES**

**ACTION: AWARD CONTRACT**

#### **RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a four-year Contract No. PS40387000 to Robnett Electric, Inc. for the installation of TAP Fare Collection Equipment at regional bus stops and transit centers and other locations on an as-needed, task order basis, for an amount not to exceed \$1,400,000, subject to resolution of protest(s).

#### **ISSUE**

To support the TVM Expansion Program for Municipal Transit Centers and bus stops, staff initiated procurement through the Small Business Set-Aside Program to retain a contractor that could install and support TVMs at a reduced cost than using the Universal Fare System (UFS) base contract with Cubic.

#### **DISCUSSION**

At the October 2016 Board meeting, Directors Butts, Knabe, Najarian, and Dupont-Walker introduced a Motion (Attachment C) directing staff to expand the TVM Expansion Program to include municipal transit centers and bus stops.

Expanding the TVM system to enable greater and more convenient access to the region's transit patrons will further encourage the use of TAP cards.

This Contract with Robnett Electric, Inc. for fare equipment installation services will include the following:

Installation of TAP Vending Machines at Municipal Operator Locations

Eleven TVMs will be installed at nine locations. Staff and Municipal Operators have worked together to develop the installation plan illustrated in Table 1. The installation plan is tentative pending continued assessment of site conditions and finalization of agency agreements including permits with property owners. Installations, including necessary infrastructure work and support work, are scheduled to occur in FY18 with a budget not to exceed \$1.4 million.

**Table 1 - Phased TVM Installation Plan**

Agency	Location	No. of TVM's	Implementation Date <sup>1</sup>
Santa Monica Big Blue Bus	Rimpau Terminal	1	Oct 2017
	LAX City Bus Terminal	1	Oct 2017
Burbank Bus	Downtown Burbank Metrolink Station	1	Oct 2017
Santa Clarita Transit	McBean Regional Transit Center	1	Nov 2017
Long Beach Transit	Transit and Visitor Information Center	2	Nov 2017
Culver Citybus	Culver City Transit Center - Westfield Culver City Mall	1	Dec 2017
Norwalk Transit	Cerritos Mall Bus Stop	1	Jan 2018
Torrance Transit	Torrance Transit Park and Ride Regional Terminal	2	Jan 2018
Beach Cities Transit	Redondo Beach Transit Center	1	Feb 2018
Total		11	Oct 2017 to Feb 2018

<sup>1</sup> Subject to change pending Municipal Operator readiness

### **DETERMINATION OF SAFETY IMPACT**

The approval of this contract award will not have an impact on the safety of Metro's patrons or employees.

### **FINANCIAL IMPACT**

Funding of \$1.4 million for the installation of the TVMs and associated infrastructure work is included in the approved FY2018 budget for cost center 3020, TAP, under project 210148 "Muni TVM Installations." TVM annual operational costs, including maintenance and revenue servicing, will be the responsibility of the Municipal Operators and will not impact Metro's budget. By utilizing a contractor separate from the UFS base contract, staff estimates a savings of approximately \$360,000 to install TVMs for the Municipal Operators.

Impact to Budget

There is no unplanned budget impact as funding for fare collection equipment installation services has been included in the FY2018 adopted budget. The funding source is Proposition C 40%. These funds are eligible for Metro, regional bus and rail capital, and operations.

**ALTERNATIVES CONSIDERED**

The Board may choose not to award the Contract for fare collection equipment installation services. This is not recommended as it would contradict the TVM Expansion Program adopted by the Board in April 2016. Additionally, minor projects requiring TAP fare collection equipment to be installed, removed, or relocated would require using the UFS Base Contract at a greater cost.

**NEXT STEPS**

Upon approval by the Board, staff will execute Contract No. PS40387000 with Robnett Electric, Inc. for the installation, removal and relocation of TAP fare collection equipment.

**ATTACHMENTS**

Attachment A - Procurement Summary

Attachment B - DEOD Summary

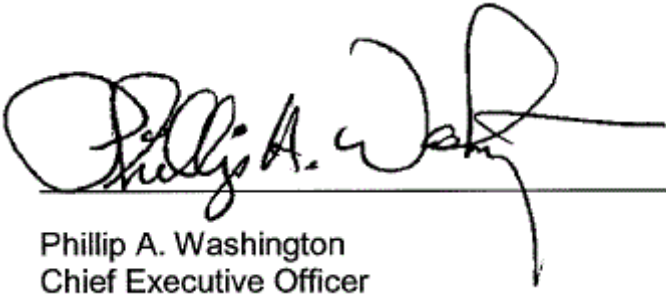
Attachment C - Motion by Directors Butts, Knabe, Najarian, and Dupont-Walker to Amend Item 6 (2016-0387), "TVM Expansion Program"

Prepared by: Mauro Arteaga, Senior Director, TAP, (213) 922-2953

David Sutton, Executive Officer, TAP, (213) 922-5633

Reviewed by: Nalini Ahuja, Chief Financial Officer, (213) 922-3088

Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

TAP FARE COLLECTION EQUIPMENT INSTALLATION SERVICES/  
PS40387000

1.	<b>Contract Number:</b> PS40387000	
2.	<b>Recommended Vendor:</b> Robnett Electric, Inc.	
3.	<b>Type of Procurement (check one):</b> <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	A. <b>Issued:</b> 4/26/2017	
	B. <b>Advertised/Publicized:</b> 4/26/2017	
	C. <b>Pre-Proposal Conference:</b> 5/12/2017	
	D. <b>Proposals Due:</b> 5/30/2017	
	E. <b>Pre-Qualification Completed:</b> 8/17/17	
	F. <b>Conflict of Interest Form Submitted to Ethics:</b> 8/14/17	
	G. <b>Protest Period End Date:</b> 9/25/2017	
5.	<b>Solicitations Picked up/Downloaded:</b> 12	<b>Bids/Proposals Received:</b> 2
6.	<b>Contract Administrator:</b> Ana Rodriguez	<b>Telephone Number:</b> (213) 922-1076
7.	<b>Project Manager:</b> Gregory Wasz	<b>Telephone Number:</b> (213) 922-3829

**A. Procurement Background**

This Board Action is to authorize the award of Contract No. PS40387000, issued to support Metro in the as-needed installation and modifications to TAP Fare Collection equipment at various locations throughout Los Angeles County. Board approval of contract awards are subject to resolution of any properly submitted protest.

Request for Proposals (RFP) No. PS40387 was issued under the Small Business Set-Aside Program in accordance with Metro's Acquisition Policy.

Work under this Contract will be authorized through the issuance of separate Firm Fixed Price task orders. Each task order will contain a specific statement of work for the required services.

Two amendments were issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on April 28, 2017, changed the Pre-Proposal Conference date;
- Amendment No. 2, issued on May 25, 2017, extended the RFP due date to May 30, 2017.

A Pre-Proposal Conference was held on May 12, 2017, and was attended by one firm. A total of 12 firms downloaded the RFP and were included on the plan holders list. Two proposals were received on the due date of May 30, 2017 from the firms listed below in alphabetical order:

1. Global Installation and Maintenance, Inc.
2. Robnett Electric, Inc.

## **B. Evaluation of Proposals**

A Proposal Evaluation Team (PET) consisting of staff from Metro's TAP, Revenue Collection and Systems Engineering departments was convened and conducted a comprehensive technical evaluation of the proposals received.

The proposals were evaluated based on the following evaluation criteria and weights:

- |  |            |
|--|------------|
| • Degree of the Prime's Skills and Experience                                | 30 percent |
| • Experience and Capabilities of the Subcontractors on the Contractor's Team | 20 percent |
| • Effectiveness of Management Plan   | 10 percent |
| • Understanding of Work and Appropriateness of Approach for Implementation   | 20 percent |
| • Cost Proposal  | 20 percent |

The evaluation criteria are appropriate and are consistent with criteria developed for other, similar professional services procurements. Several factors were considered when developing these weights, giving the greatest importance to the Degree of the Prime Contractor's Skills and Experience.

The Diversity and Economic Opportunity Department (DEOD) reviewed the firms that submitted proposals in order to confirm their Metro Small Business Enterprise (SBE) certification status. Both proposers were deemed eligible Metro SBE certified firms.

From May 31, 2017 through June 7, 2017, the PET conducted its independent evaluation of the proposals received. The final scoring determined Robnett Electric, Inc. to be the highest rated proposer.

### **Qualifications Summary of Firms within the Competitive Range:**

#### **Robnett Electric, Inc. (Robnett)**

Robnett, based out of Los Angeles, California, proposed an experienced team including a project manager, foreman and other participating subcontractors that have worked with Metro over the past decade. The Robnett team is familiar with Metro's fare equipment having worked with the Universal Fare System (UFS) since its initial implementation in 2003. Aside from establishing their degree of



experience, Robnett’s proposal also clearly addressed the approach and steps that will be taken upon issuance of a Task Order with a defined scope. Overall, their experience and approach were determined to best meet Metro’s requirements for this project.

**Global Installation and Maintenance, Inc. (Global)**

Global provides design, construction, and maintenance services of electrical, low voltage and fiber optic systems. Established in 2006, Global has provided its services to businesses such as MV Transportation, Veolia Transit and the Orange County Transportation Authority. While Global’s proposal conveyed their experience doing fiber optic, electrical, and communication systems work, it did not adequately address the firm’s, or any subcontractors’, experience in the installation of fare equipment. Global’s proposal also did not satisfactorily explain its proposed approach on how it will perform the work.

The following is a summary of the PET’s evaluation scores:

1	Firm	Average Score	Factor Weight	Weighted Average Score	Rank
2	<b>Robnett Electric, Inc.</b>				
3	Degree of the Prime's Skills and Experience	90.00	30.00%	27.00	
4	Experience and Capabilities of the Subcontractors on the Contractor's Team	90.83	20.00%	18.17	
5	Effectiveness of Management Plan	82.50	10.00%	8.25	
6	Understanding of Work and Appropriateness of Approach for Implementation Price	93.40	20.00%	18.68	
7	Cost Proposal	87.34	20.00%	17.47	
8	<b>Total</b>		<b>100.00%</b>	<b>89.57</b>	<b>1</b>
9	<b>Global Installation and Maintenance, Inc.</b>				
10	Degree of the Prime's Skills and Experience	62.50	30.00%	18.75	
11	Experience and Capabilities of the Subcontractors on the Contractor's Team	0.00	20.00%	0.00	
12	Effectiveness of Management Plan	74.17	10.00%	7.42	
13	Understanding of Work and Appropriateness of Approach for Implementation Price	54.53	20.00%	10.91	
14	Cost Proposal	100.00	20.00%	20.00	
15	<b>Total</b>		<b>100.00%</b>	<b>57.08</b>	<b>2</b>

### **C. Cost Analysis**

The fully burdened negotiated rate structure for the labor classifications required under this Contract have been determined to be fair and reasonable based upon an independent cost estimate, cost analysis, technical analysis, fact finding, and negotiations.

Work will be performed through the issuance of separate task orders. Proposals submitted for each task order will be subject to cost analysis and negotiations to determine that they are consistent with the terms of the contract and are fair and reasonable.

### **D. Background on Recommended Contractor**

The recommended firm, Robnett, was established in 1965 and has been in business for 52 years. Over the past 14 years, they have supported Metro and other municipal operators in the installation and maintenance of fare collection equipment at various stations throughout Los Angeles County. The proposed project manager has over 15 years of experience working on similar projects and has been the project manager for Robnett on all UFS related work since the implementation of Metro's UFS system. Furthermore, Robnett has retained the same staff, subcontractors, and vendors who are all familiar with Metro's fare equipment, installation practices, and safety requirements.

## DEOD SUMMARY

## TAP FARE COLLECTION EQUIPMENT INSTALLATION SERVICES / PS40387000

**A. Small Business Participation**

Effective June 2, 2014, per Metro's Board-approved policy, competitive acquisitions with three or more Small Business Enterprise (SBE) certified firms within the specified North American Industry Classification System (NAICS) as identified for the project scope shall constitute a Small Business Set-Aside procurement. Accordingly, the contract administrator advanced the solicitation, including posting the solicitation on Metro's website, advertising, and notifying certified small businesses as identified by NAICS code(s) that this solicitation was open to **SBE Certified Small Businesses Only**.

Robnett Electric, Inc., an SBE Prime is performing 30% of the work with its own workforce. Work throughout this project shall be issued on a task order basis as needed. The prime listed two (2) major firms, Maxim Crane and Penhall Company as non-SBE subcontractors on this project.

**SMALL BUSINESS PRIME (SET-ASIDE)**

	<b>SBE Contractor</b>	<b>% Committed</b>
1.	Robnett Electric (Prime)	30%
	<b>Total Commitment</b>	<b>30%</b>

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to Contract.

**C. Prevailing Wage Applicability**

Prevailing Wage requirements are applicable to this project. DEOD will monitor contractors' compliance with the State of California Department of Industrial Relations (DIR), California Labor Code, and, if federally funded, the U S Department of Labor (DOL) Davis Bacon and Related Acts (DBRA). Trades that may be covered include: surveying, potholing, field, soils and materials testing, building construction inspection, construction management and other support trades.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.

Metro

Los Angeles County  
Metropolitan Transportation  
Authority  
One Gateway Plaza  
3rd Floor Board Room  
Los Angeles, CA



## Board Report

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 File #:2016-0387, File Type:Informational Report

Agenda Number:

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 REGULAR BOARD MEETING  
APRIL 28, 2016

Motion by:

DIRECTORS BUTTS, KNABE, NAJARIAN AND DUPONT-WALKER

TO AMEND ITEM 6

## TVM EXPANSION PROGRAM

As we adjust to the opening of two new LRT extensions and the bus and rail coordination issues, there is a need that goes beyond this specific purchase and placement of these 54 TVM's at key Metro stations: that of placing TVMs at key Municipal Operator locations to facilitate further expansion and utilization of the TAP Card system.

The opening of these two new extensions puts ever increasing pressure on the availability, distribution and usage of the TAP card payment system. Expanding the TAP TVM system to enable the Municipal Operators' ridership greater and convenient access will further ensure the success of the expanding Metro rail system. We cannot overlook nor put off into the distant future the needs of the Municipal Operators or the contribution they are making to bring riders to the Metro rail lines.

We believe that this Board should instruct Staff to come back in six months with an implementation plan to install TVMS on key regional transit centers and bus stops at Metro and Municipal Operator locations where Metro provides a significant percentage of the bus service, e.g. the Pico-Rimpau and LAX Transit Center, and that it be prioritized in phases based on readiness for installation, and funding availability for the purchase, installation, operation and maintenance and security.

Previously CMAQ was used as the funding source for the UFS and this should be examined as an appropriate use of funding as this relates to the opening of the Foothill and Expo extensions, respectively. CMAQ funds have historically been used for Municipal Operator needs and should be continued to be available to fund Metro/Municipal Operator-related projects.

**WE THEREFORE MOVE** that this Board instruct the CEO and Metro staff to return to this Board in six (6) months with a plan designed to select and prioritize the expansion of TVM machines to the sites described above based on a ridership and TAP card usage threshold to warrant selection and

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**File #:**2016-0387, **File Type:**Informational Report

**Agenda Number:**

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placement of TVM machines.

The Plan should then recommend options for funding, especially CMAQ; including a phased implementation, respective roles and responsibilities of Municipal Operators and Metro, and funding for purchase, installation, operation and maintenance, and security for the selected TVM sites.



## Board Report

File #: 2017-0512, File Type: Contract

Agenda Number: 15.

### FINANCE, BUDGET AND AUDIT COMMITTEE

SEPTEMBER 20, 2017

**SUBJECT: TRANSIT ACCESS PASS (TAP) MOBILE PHONE VALIDATOR**  
**ACTION: APPROVE CONTRACT MODIFICATION**

#### **RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute Modification No. 6 to Contract No. PS30203139 with Axiom xCell, Inc. (Axiom) to provide additional functionality enhancements for the use of Mobile Phone Validator (MPV) by fare compliance officers to deduct fares on TAP cards, additional security, and data management improvements for an additional cost of \$567,137, and extend the monthly support services for an additional two years to November 29, 2019, in an amount of \$371,832. This Contract Modification increases the total contract value by \$938,969, from \$1,061,975 to \$2,000,944.

#### **ISSUE**

The current contract with Axiom that provides monthly service and technical support for the MPV application will expire on November 29, 2017. Currently, the MPV application installed on fare compliance officers' mobile phones allows them to electronically query TAP cards to determine if riders are in compliance with Metro's fare policy but it will not deduct fares from cards that have not been tapped when boarding the bus or before boarding the train. However, this enhancement will allow fare compliance officers the ability to activate passes or deduct fares from TAP cards that have not been tapped before boarding.

#### **DISCUSSION**

The MPVs allow fare enforcement officers to perform the core duties of their assignment and have been used to check fare compliance over 15 million times from the launch of the application in March 2015 through January 2017. Modification No. 5, awarded on November 10, 2015, improved the MPV application by providing backup systems, improved security, and limited interoperability with third party applications (e.g., Bike Share and Parking Enforcement). Over the past year, TAP has worked

closely with Transit Court in conjunction with fare compliance to design increased functionality of the MPV in the areas of security, integration and the ability to deduct value or activate passes. The ability of the MPV to deduct fare or activate passes could result in an increase in revenue by approximately \$300,000 per year based upon fare compliance checks of TAP cards that were not validated for Metro boardings. New enhancements will include:

- Automatic inspector login at rail stations and onboard buses.
- Pinpoint incidents and fare checks at intersections with buses disembarking simultaneously.
- Transmit system-wide security messages to fare compliance officers.
- Integration with eCitation Mobile application.
- Activate passes or deduct fare from TAP cards.
- Integrate MPV data with the TAP Central Data Computer System.

### **DETERMINATION OF SAFETY IMPACT**

The ability to use the MPV for system wide broadcasts will add an additional method for transmitting important messages to fare compliance officers. The addition of searchable location history to pinpoint incident locations will provide enhanced security.

### **FINANCIAL IMPACT**

Cost of the enhancements is \$567,137 and extension of support services through November 29, 2019 is \$371,832. This Modification would increase the total contract value by \$938,969, from \$1,061,975 to \$2,000,944.

The \$567,137 required for FY18 is included in the TAP Operations cost center budget under project 210149 TAP API Phase 3 project. Since this is a multi-year project, the project manager and executive officer of TAP are responsible for budgeting in future years.

#### Impact to Budget

The funding sources for this project are Prop C 40% and fare revenues. These sources are eligible for operating and capital improvements for both bus and rail.

### **ALTERNATIVES CONSIDERED**

The Board could choose not to fund any of the enhancements to the MPV application nor continue the maintenance program. Extending the maintenance contract with Axiom through November 29,

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2019, is critical to continued support of the program. Although the current system is functioning as designed, the additional enhancements will provide substantial improvements to the MPV system and will also allow fare enforcement staff the ability to collect fare.

### **NEXT STEPS**

Upon Board approval, staff will execute Modification No. 6 with Axiom under Contract No. PS30203139 to extend the period of performance and proceed with implementing new enhanced features.

### **ATTACHMENTS**

Attachment A - Procurement Summary  
Attachment B - Contract Modification/Change Order Log  
Attachment C - DEOD Summary

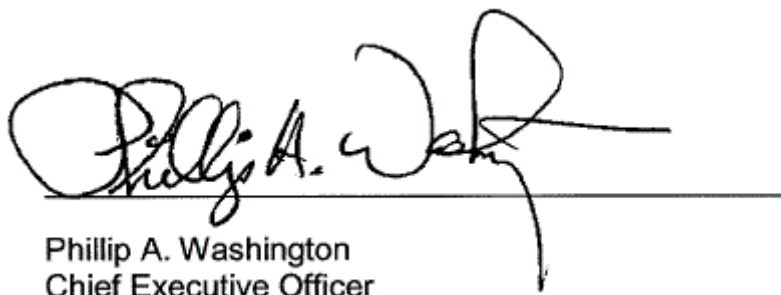
Prepared by: Cary Stevens, Deputy Executive Officer, TAP (213) 922-2401

Reviewed by:  
David Sutton, Executive Officer, TAP (213) 922-5633

Alex Wiggins, Chief Systems Security and Law Enforcement Officer, (213) 922-4433

Nalini Ahuja, Chief Financial Officer, Office of Management and Budget, (213) 922-3088

Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



Phillip A. Washington  
Chief Executive Officer



## PROCUREMENT SUMMARY

## TRANSIT ACCESS PASS (TAP) MOBILE PHONE VALIDATOR/PS30203139

1.	<b>Contract Number:</b> PS30203139		
2.	<b>Contractor:</b> Axiom xCell, Inc.		
3.	<b>Mod. Work Description:</b> Add features to improve security and capabilities; Extend contract for two years, until November 29, 2019		
4.	<b>Contract Work Description:</b> Mobile Phone Validator (MPV) for fare enforcement electronic query of TAP cards		
5.	<b>The following data is current as of:</b> August 18, 2017		
6.	<b>Contract Completion Status</b>		<b>Financial Status</b>
	<b>Contract Awarded:</b>	February 1, 2014	<b>Contract Award Amount:</b> \$348,018.00
	<b>Notice to Proceed (NTP):</b>	February 1, 2014	<b>Total of Modifications Approved:</b> \$713,957.20
	<b>Original Complete Date:</b>	July 28, 2015	<b>Pending Modifications (including this action):</b> \$938,969.00
	<b>Current Est. Complete Date:</b>	November 29, 2019	<b>Current Contract Value (with this action):</b> \$2,000,944.20
7.	<b>Contract Administrator:</b> Anush Beglaryan		<b>Telephone Number:</b> (213) 418-3047
8.	<b>Project Manager:</b> Cary Stevens		<b>Telephone Number:</b> (213) 922-2401

**A. Procurement Background**

This Board Action is to approve Contract Modification No. 6 to add new features and functionalities that improve security and capabilities to the Mobile Phone Validator (MPV). In addition, the maintenance services for the application will be extended through November 29, 2019. The enhancements will allow fare compliance officers the ability to activate passes or deduct fares from TAP cards. MPVs have been used to check fare compliance over 15 million times from the launch of the application in March 2015 through January 2017. Axiom xCell, Inc. is the only company that can modify the existing application to include these enhancements due to the sensitive encryption system and programming that is unique to the TAP system.

This Contract Modification will be processed in accordance with Metro's Acquisition Policy and the contract type is a firm fixed price.

On February 2, 2014, Contract No. PS30203139 was awarded to Axiom xCell, Inc. to develop, test, and provide support for a software application for a handheld fare inspection device.

Attachment B shows five modifications are issued to date and one modification to be executed.

**B. Cost/Price Analysis**

The recommended price has been determined to be fair and reasonable based upon price analysis, technical evaluation, independent cost estimate, and negotiations.

<b>Proposal Amount</b>	<b>Metro ICE</b>	<b>Negotiated Amount</b>
\$1,050,320.00	\$1,156,855.00	\$938,969.00

## CONTRACT MODIFICATION/CHANGE ORDER LOG

## TRANSIT ACCESS PASS (TAP) MOBILE PHONE VALIDATOR/PS30203139

<b>Mod. No.</b>	<b>Description</b>	<b>Status</b>	<b>Date</b>	<b>Amount</b>
1	Additional application coding	Approved	8/11/14	\$20,774.41
2	Administrative change	Approved	11/03/15	\$0
3	Add key features and application coding	Approved	2/18/15	\$79,182.79
4	Extend contract term	Approved	9/8/15	\$0
5	Add enhancements and extend contract term	Approved	11/10/2015	\$614,000
	<b>Approved Modification Total:</b>	-	-	\$713,957.20
6	Additional enhancements and extend contract term	Pending Board Approval	9/28/17	\$938,969.00
	<b>Original Contract Value:</b>			<b>\$348,018.00</b>
	<b>Total Modified Contract Value:</b>			<b>\$2,000,944.20</b>

DEOD SUMMARY

TRANSIT ACCESS PASS (TAP) MOBILE PHONE VALIDATOR/PS30203139

**A. Small Business Participation**

Axiom xCell, Inc. made a 100% SBE commitment. Axiom xCell, Inc. is currently meeting their SBE commitment with an SBE participation of 100%.

<b>Small Business Commitment</b>	<b>100% SBE</b>	<b>Small Business Participation</b>	<b>100% SBE</b>
----------------------------------	-----------------	-------------------------------------	-----------------

	<b>SBE Firm</b>	<b>% Committed</b>	<b>Current Participation<sup>1</sup></b>
1.	Axiom xCell (SBE Prime)	100%	100%
	<b>Total</b>	<b>100%</b>	<b>100%</b>

<sup>1</sup>Current Participation = Total Actual amount Paid-to-Date to SBE firms ÷ Total Actual Amount Paid-to-date to Prime.

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this Modification.

**C. Prevailing Wage Applicability**

Prevailing wage is not applicable to this Modification.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Modification.



**Board Report**

**File #:** 2017-0575, **File Type:** Motion / Motion Response

**Agenda Number:** 17.

**FINANCE, BUDGET AND AUDIT COMMITTEE  
SEPTEMBER 20, 2017**

**SUBJECT: METROLINK ANTELOPE VALLEY LINE STUDY BETWEEN BURBANK AND LANCASTER**

**ACTION: APPROVE RECOMMENDATIONS**

**RECOMMENDATION**

CONSIDER:

- A. RECEIVING AND FILING an update on the stakeholder outreach, timeline, and funding for the Antelope Valley Line Study between Burbank and Lancaster and
- B. AUTHORIZING the transfer of \$500,000 in underruns from the Metrolink Antelope Valley Line fare discount program to fund the Antelope Valley Line Study.

**ISSUE**

At the July 19, 2017 Board meeting, Motion #47 by Directors Barger and Najarian authorized a study of the Metrolink Antelope Valley Line between Burbank and Lancaster and requested a report back at its September meeting on related stakeholder outreach, identification of potential funding sources, and a timeline for the study's implementation (Attachment A).

**BACKGROUND**

The Metrolink Antelope Valley Line (AVL) Study between Burbank and Lancaster will identify existing constraints between Antelope Valley and Burbank Junction to improve train mobility and Regional Rail service of the entire line while accommodating for planned future growth.

The AVL has the third highest ridership in Metrolink's commuter rail system. Currently, up to 42 trains operate on this AVL segment per day (30 Metrolink trains and 12 Union Pacific Railroad trains) on approximately 66% single mainline track.

The study is expected to directly link previous transit studies and strategic plans in the area as a baseline in order to expand on existing conditions and provide a series of recommendations on a priority basis without being duplicative of earlier efforts.

### Other Studies

#### Metrolink Antelope Valley Line Infrastructure Improvement Strategic Plan (March 2012)

The goals of this study were to: (1) identify infrastructure improvements which add operational flexibility and reliability with consequent improved service, and (2) identify safety improvements for pedestrian and vehicular traffic across the corridor. It also considered opportunities to build for future capacity needs, and to accommodate expanded/future service in the corridor for freight and other passenger operators, including high-speed train service. The new study will be focused on the latest motion language on the need to identify infrastructure upgrades, increased speed and enhanced service opportunities along the Metrolink Antelope Valley Line using current information.

#### North County Multi-modal Integrated Transportation Study (NCMITS) (2013)

This study was set out to achieve two goals: (1) Examine the ground access to the airport to facilitate Palmdale's Part 139 Certification to assist the development of the Palmdale Airport Master Plan; and (2) Examine the Metrolink service in general, and provide input to a separate study to examine the feasibility of consolidating and relocating the Lancaster's Metrolink Station into a regional station to serve the general Antelope Valley area and hence the impact on the Metrolink service. The new study will include opportunities to enhance Metrolink service but will not include a task for first/ last mile improvements and connectivity at each Metrolink station within the Antelope Valley.

#### Burbank-Glendale-Los Angeles Corridor Study (In-progress)

This study will evaluate additional stations in the City of Los Angeles and Burbank and expansion of services from Union Station to Burbank. Results from this study will prepare an inventory of current, planned and funded transit projects for the corridor. All data gathered with the potential to improve service to the Antelope Valley will be shared between projects.

## **DISCUSSION**

### Meeting with the Stakeholders

Since the Board meeting in July, staff has met with representatives from the Cities of Santa Clarita, Palmdale, Lancaster, Los Angeles, County of Los Angeles Public Works and Antelope Valley Transit Authority to discuss required elements for the study scope of work, study timeline and potential funding sources for this study. Each representative had an opportunity to discuss local infrastructure and additional needs along the transit system. Based on this discussion, there seems to be general agreement of the need for this study. On August 23, 2017 staff met with the North County Transportation Coalition to discuss elements of the scope of work, proposed implementation timeline and potential funding sources of the study.

## **DETERMINATION OF SAFETY IMPACT**

This study will not have an impact on safety standards for Metro. Any design concepts, recommended actions, or project priorities will be developed in coordination with Metrolink and in accordance with Metrolink standards. No safety impacts are expected.

## **FINANCIAL IMPACT**

The \$500,000 required in FY18 for this study is included in the adopted budget through the transfer of cost underruns in the Metrolink fare subsidy program for the Antelope Valley Line.

### **Impact to Budget**

After analysis of the current Metro operating contribution to Metrolink, staff believes there is capacity within current and previously appropriated funding so as not to require new additional resources within FY18. Funding will be provided through a combination of anticipated FY18 under-runs and surplus revenues approved from previous periods. The final combination of funding will be determined as part of Metro's annual year-end reconciliation of our contribution to Metrolink.

Fund designated for this study are not eligible for Metro bus and rail operations and are designated for commuter rail activities in Los Angeles County.

## **ALTERNATIVES CONSIDERED**

The Board can elect not to use the funds from the Antelope Valley Line fare subsidy program as a funding source for the Study. This alternative is not recommended as transfer of these funds still benefits the corridor.

## **NEXT STEPS**

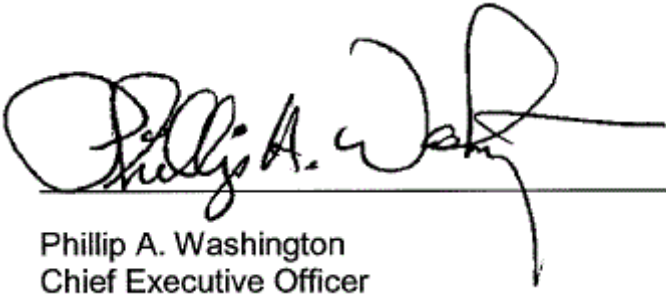
Upon Board authorization, staff will prepare a scope of work and engage a consultant by December 2017 to prepare the study. The study will take approximately 12 months to complete. Refer to Attachment B for the Study Implementation Timeline.

## **ATTACHMENTS**

Attachment A - July 2017 Board Motion  
Attachment B - Study implementation Timeline

Prepared by: Brian Balderrama, Senior Director, Regional Rail, (213) 418-3177  
Jeanet Owens, Senior Executive Officer, Regional Rail, (213) 418-3189

Reviewed by: Richard Clarke, Chief Program Management Officer, (213) 922-7557



Phillip A. Washington  
Chief Executive Officer





## Board Report

File #:2017-0505, File Type:Motion / Motion  
Response

Agenda Number:47

**REVISED**  
**PLANNING AND PROGRAMMING COMMITTEE**  
**JULY 19, 2017**

**Motion by:**

**DIRECTORS BARGER & NAJARIAN**

**Study of Metrolink Antelope Valley Line**

The Antelope Valley Line (AVL) plays a critical role in connecting North Los Angeles County, Union Station and cities in between, carrying the third highest ridership in Metrolink's commuter rail system, reducing the equivalent of one lane of traffic from major freeways during peak commute hours, and removing approximately 1,000,000 weekday automobile trips per year. the highest percentage of transit dependent riders.

Currently, due to numerous constraints, a trip from the Antelope Valley to Union Station can take over two hours, with speeds averaging just 35 miles per hour from end-to-end. There are also gaps in service throughout the day which may further discourages ridership.

Through previous board actions, progress has been made to address some of the AVL service issues such as the Metrolink *Antelope Valley Line Infrastructure Improvement Strategic Plan* dated March 2012, the North County Multimodal Integrated Transportation Study (NCMITS) dated 2013, and the new *Los Angeles-Burbank-Glendale Corridor Feasibility Study*; but to-date, a comprehensive study has yet to take place to analyze constraints on the northern segment of the AVL.

As Metro embarks on updating its Long Range Transportation Plan, To be compatible with future planning efforts and to best prepare for as new funding sources that will become available to the North County Subregion in the coming years, it is important that stakeholder agencies understand the most cost-effective solutions to break down the constraints that continue to hold back the AVL from maximizing its service potential.

**SUBJECT: MOTION BY DIRECTORS BARGER AND NAJARIAN**

**RECOMMENDATION**

WE THEREFORE MOVE that the Metro Board:

AUTHORIZE a study of the Metrolink Antelope Valley Line (AVL) between Burbank and Lancaster

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that determines a range of frequency of service to maximize regional accessibility throughout the day; assesses the status of existing tracks, culverts, tunnels, crossings and other infrastructure which limits operational flexibility & service reliability; recommends needed infrastructure & capital improvements (in level of priority) to support the range of frequency of service, service reliability, safety, and on-time performance, including latest technologies in rail propulsion, controls and rail stock; estimates the costs associated with the aforementioned improvements; and provides a cost-benefit analysis with prioritization of said improvements that ~~can~~ could be used to help guide both Metro, and Metrolink agencies and the North County Subregion in a direction to best achieve the above stated goals, while ensuring compatibility with future planning processes;

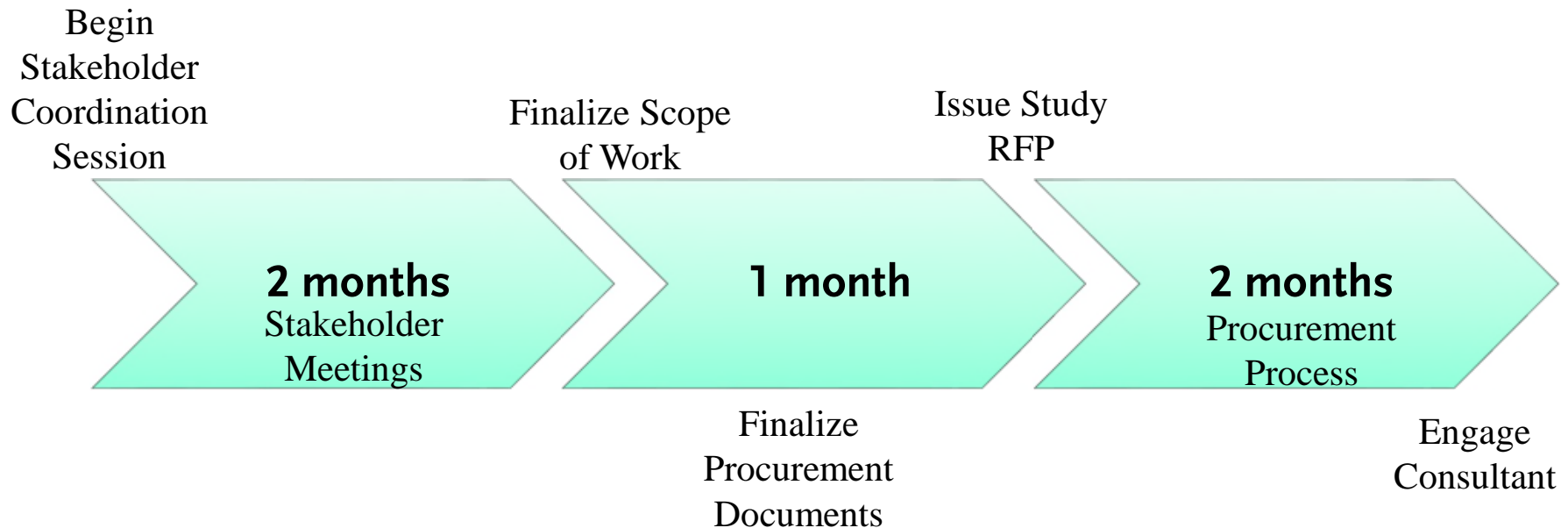
DIRECT staff to coordinate with Metrolink and local North County stakeholders on this study and to incorporate any previous or ongoing efforts such as the *Antelope Valley Infrastructure Improvements Strategic Plan*, the *NCMITS*, the *Los Angeles-Burbank-Glendale Corridor Feasibility Study* and Metrolink efforts to address state of good repair, so as to avoid being duplicative;

ACKNOWLEDGE that execution of this study shall not hinder any efforts currently underway by Metro or Metrolink to deliver capital improvements or address state of good repair on the AVL; and

DIRECT the CEO to report back to the board in September with an update on stakeholder outreach, identification of potential funding sources for the study, along with a timeline for study implementation.

# North County Transit Corridor Planning Study

## Study Implementation Timeline



**Board Report**

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**File #:** 2017-0535, **File Type:** Contract**Agenda Number:** 22.

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**PLANNING AND PROGRAMMING COMMITTEE  
SEPTEMBER 20, 2017****SUBJECT: METRO RIDESHARE/SHARED MOBILITY PROGRAM SUPPORT****ACTION: APPROVE RECOMMENDATION****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award firm fixed price Contract No. PS42183000 to Innovative TDM Solutions, Inc. (ITS), for a three-year base term in the amount of \$1,767,263.93, with two, one-year options, each in the amount of \$596,590.88, for a total value of \$2,960,445.69 for **Metro Rideshare/Shared Mobility Program Support** services in Los Angeles County, subject to resolution of protest(s), if any.

**ISSUE**

Since the 1980's, Metro has provided funding and ridesharing/shared mobility assistance through a variety of approaches to Los Angeles County employers and commuters. In 2014, Metro's Shared Mobility and Implementation department entered into a TRI-Regional County Transportation Commissions (CTC) Partnership with the Orange County Transportation Authority (OCTA) and Ventura County Transportation Commission (VCTC). The main focus of this collaborative effort is to provide systematic tri-regional ridesharing/shared mobility assistance to drive-alone commuters and to employer Employee Transportation Coordinators (ETC) as a way to meet air quality regulations and/or implement congestion management strategies by offering, promoting and encouraging their employees to participate in a variety of green trip options, such as transit, carpooling, vanpooling, biking and walking.

In addition, Metro's Shared Mobility and Implementation team oversees auxiliary related programs, such as ETC follow-up compliance training classes, personalized South Coast Air Quality Management District (SCAQMD) Rule 2202 Employee Commute Reduction Program (ECRP) assistance and Trip Reduction Plan (TRP) support, which includes SiSense training (data management and reporting), Average Vehicle Ridership (AVR) surveying and reporting, and the production and distribution of customized RideGuides.

We also encourage and promote Commuter Benefits, flex/tiered work schedules, employer-based transit and vanpool subsidies, incentive/rewards programs, Guaranteed Ride Home (GRH), Metro Rewards and a Go Metro to Work Free for One Week program for new hires.

Also, within our scope of operation, we conduct semi-annual Rideshare/Shared Mobility certification workshops, facilitate regional awards/recognition ceremonies (California Rideshare Week/ETC Diamond Awards), produce the ridesharing/shared mobility "On The Go" newsletter(s), foster regional publicity through the support of "on-air" traffic reporters, assist with outreach activities and work collaboratively with Transportation Management Associations/Organizations (TMA/Os) and the SCAQMD.

Any and all of these services are available to both Rule 2202-regulated employers and employers under local city compliance ordinances. Non-regulated employers and general public commuters may also use our services. The Rideshare/Shared Mobility Program is also part of the Metro's Long Range Transportation Plan to assist the region in reducing traffic congestion and improving air quality.

## **DISCUSSION**

Managing congestion-reduction strategies and air quality compliance regulations is complex and requires a solid knowledge base and strong industry specific relationships. Metro relies on a highly-trained and dedicated contractor to assist with and provide our required broad range of services. The current contract for this service and support function is set to expire October 1, 2017. This new Contract will allow Metro's Shared Mobility and Implementation unit the ability to continue to provide our exceptional rideshare/shared mobility services to Los Angeles County Employer ETCs, non-regulated employers and to individual non-represented commuters.

The recommended contractor will be responsible for several primary tasks and deliverables. While the statement of work (SOW) outlines the responsibilities in comprehensive detail, the following summarizes the related duties: RidePro-RP35 and SiSense Program Software and database maintenance, ECRP; process AVR transportation survey and reporting; TRP support and RideGuide processing and distribution; respond to in/outbound calls, emails and online inquires; incentive program eligibility and fulfillment; personalized support to commuters; one-on-one training and support to employer ETCs and TMA/Os; organize and provide assistance at county rideshare/shared mobility events; and support overall program growth initiatives, as well as conduct monthly ETC briefings training.

The recommended contractor is trained in RidePro-RP35 and SiSense and will oversee the Los Angeles County portion of the regional database, which will ensure a standardized rideshare/shared mobility operating system with OCTA and VCTC. This customized proprietary software product provided by Trapeze Software Group (TripSpark), Inc. is under a separate contract. All CTC partners have participated in the design and build-out of the TRI-Regional ridesharing/share mobility database and reporting system.

## **DETERMINATION OF SAFETY IMPACT**

The Board action will not have a negative impact on the safety of Metro's patrons or employees. One can maintain that with fewer single occupancy vehicles on the roadways, the safer the commute is for everyone travelling throughout the region via transit, carpooling, vanpooling, biking and walking. The

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Metro Rideshare/Shared Mobility Program has demonstrated effectiveness in reducing the number of cars on the road during the peak commute period, which contributes to public safety. Currently, Metro provides support to over 230,000 commuters and over 700 (and growing) Los Angeles worksites regulated by SCAQMD Rule 2202 and local Transportation Demand Management city ordinances.

### **FINANCIAL IMPACT**

The FY18 budget includes \$1.2 million for professional services in Cost Center 4540, Shared Mobility and Implementation, Project 405547, Rideshare Services. The project manager will be accountable for managing costs during the term of this contract. Since this is a multi-year contract, the cost center manager and the Chief Planning Officer will be responsible for budgeting the cost in future years.

#### **Impact to Budget**

The source of funds for this action is Proposition C 25% Streets and Highway, which is not eligible to fund bus and rail operating and capital expenditures.

### **ALTERNATIVES CONSIDERED**

The Board can choose not to authorize the CEO to award this Contract. Staff does not recommend this option because services will lapse and Metro will no longer be able to provide support to 700+ worksites regulated by SCAQMD's Rule 2202 and/or local city ordinances in Los Angeles County and ride matching services to 230,000 commuters. Incentive programs would terminate and countywide support of rideshare services would end. Critical support programs that employer ETCs are dependent on, such as the ECRP and TRP, which include annual surveying and AVR reporting, would also cease and cause undue hardship on regulated employers throughout the Los Angeles region. Employers not submitting their ECRP TRP on an annual basis and on time may be subject to a fine imposed by the SCAQMD.

Moreover, Metro is the holder of a license agreement with Trapeze Software Group, Inc. for the use of RidePro in partnership with the OCTA and VCTC, and without the continuation of this work, Metro would not have the capability to immediately provide staff resources to continue using RidePro and would lose the financial investment in this database. The impact to the regional partners would be significant, since Los Angeles County participants are 72% of the database and the maintenance of this database information would lapse.

### **NEXT STEPS**

Upon Board approval, staff will execute Contract No. PS42183000 with Innovative TDM Solutions for Metro Rideshare/Shared Mobility Program Support services.


**ATTACHMENTS**

Attachment A - Procurement Summary

Attachment B - DEOD Summary

Prepared by: Martin Buford, Regional Shared Mobility Manager (213) 922-2601  
Dolores Roybal-Saltarelli, Sr. Director, Shared Mobility (213) 922-3024  
Cal Hollis, Sr. Executive Officer, Countywide Planning (213) 922-7319

Reviewed by: Therese W. McMillan, Chief Planning Officer, (213) 922-7077  
Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

**METRO RIDESHARE/SHARED MOBILITY PROGRAM SUPPORT  
PS42183000**

1.	<b>Contract Number:</b> PS42183000	
2.	<b>Recommended Vendor:</b> Innovative TDM Solutions	
3.	<b>Type of Procurement (check one):</b> <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	<b>A. Issued:</b> June 1, 2017	
	<b>B. Advertised/Publicized:</b> June 1, 2017	
	<b>C. Pre-Proposal Conference:</b> June 15, 2017	
	<b>D. Proposals Due:</b> July 3, 2017	
	<b>E. Pre-Qualification Completed:</b> August 24, 2017	
	<b>F. Conflict of Interest Form Submitted to Ethics:</b> August 7, 2017	
	<b>G. Protest Period End Date:</b> September 19, 2017	
5.	<b>Solicitations Picked up/Downloaded:</b> 75	<b>Bids/Proposals Received:</b> 2
6.	<b>Contract Administrator:</b> Gina Romo	<b>Telephone Number:</b> (213) 922-7558
7.	<b>Project Manager:</b> Martin Buford	<b>Telephone Number:</b> (213) 922-2601

**A. Procurement Background**

This Board Action is to approve Contract No. PS42183000 issued in support of the rideshare/shared mobility program which assists Los Angeles County based Transportation Management Association and Organization and Employee Transportation Coordinators, of participating employers, to manage and comply with the South Coast Air Quality Management District (SCAQMD) Rule 2202, On-Road Mitigation Options. Board approval of contract awards are subject to resolution of any properly submitted protest.

The Request for Proposal (RFP) was issued in accordance with Metro's Acquisition Policy and the contract type is a firm fixed price. The RFP was issued with a Small Business Enterprise (SBE) goal of 12 percent and a Disabled Veteran Business Enterprise (DVBE) goal of 3 percent.

One amendment was issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on June 23, 2017, clarified ridematching activities and disbursement of information to schools were not required and were removed from the Statement of Work and further clarified the requirement to provide personalized bilingual (English/Spanish) customer services assistance Monday through Friday by telephone, email or online and was added to the Statement of Work.



A total of 75 firms downloaded the RFP and were included in the planholder's list. A total of two proposals were received on July 3, 2017.

A pre-proposal conference was held on June 15, 2017, and was attended by 11 participants representing 10 firms. There were 37 questions asked and responses were released prior to the proposal due date.

## **B. Evaluation of Proposals**

A Proposal Evaluation Team (PET) consisting of staff from Metro Countywide Planning Department and Ventura County Transportation Demand Management was convened and conducted a comprehensive technical evaluation of the proposals received.

The proposals were evaluated based on the following evaluation criteria and weights:

- Transportation Demand Management (TDM) Rideshare/ Shared Mobility Related Qualifications 30 percent
- Experience, Staffing and Project Coordination 25 percent
- Work Plan 25 percent
- Price 20 percent

The evaluation criteria are appropriate and consistent with criteria developed for other, similar TDM services. Several factors were considered when developing these weights, giving the greatest importance to TDM Rideshare/Shared Mobility Related Qualifications.

Both proposals received were determined to be within the competitive range. The two firms are listed below in alphabetical order:

1. Innovative TDM Solutions
2. Steer Davies Gleave

The PET members independently evaluated and scored the technical proposals from July 7, 2017 through July 14, 2017. Based on the proposals, the PET unanimously agreed that interviews were not necessary due to the regulatory and administrative requirements of this program and the clearly defined proposals showing each firm's area of expertise and specific skillsets.

## **Qualifications Summary of Firms within the Competitive Range:**

### **Innovative TDM Solutions**

Innovative TDM Solutions (ITS), formerly known as Inland Transportation Services, is a small Transportation Demand Management (TDM) firm. ITS has staff who are bilingual, SCAQMD certified Employee Transportation Coordinators (ETCs), and assisted in the creation of the Average Vehicle Ridership software program utilized by over 700 employers in Los Angeles, Orange and Ventura Counties. ITS has been successfully providing Metro with rideshare/shared mobility program support for the past 12 years. ITS has staff members assigned full time to the project running surveys, providing training to ETCs, assisting employers with rideshare/shared mobility programs, providing outreach and education, and growing the program through additional participating employers and rideshare/shared mobility users. The Van Stratten Group, the SBE subcontractor, will be the on-site trainer and provide outreach. Bayfish Creative Management, the DVBE subcontractor, will conduct marketing presentations, create new employer output reports analyzing data in a visual context, assist with growing social media and digital marketing strategies.

### **Steer Davies Gleave**

Steer Davies Gleave (SDG) is focused on the planning and development of transportation programs to reduce single occupant trips and mileage through the use of sustainable alternatives. SDG developed the Transit Master Plan for Sacramento's Regional Transit District and has recently completed the Orange County Complete Streets Initiative. SDG has been managing the Glendale TDM program and has worked closely with the Go Verdugo program consisting of Transportation Management Associations in Glendale, Burbank and Pasadena. SDG is working with the City of Santa Monica on a Transportation Management Organization and to promote Metro's Expo Line extension into Santa Monica. SDG's background in developing TDMs and new program ideologies does not specifically address Metro's need or the requirements of the RFP. Metro's program is well established and has the sustaining power of over 700 employer clients. Metro needs a firm to manage the administrative and regulatory requirements of the program. SDG did not demonstrate adequate experience managing a rideshare program the size and breadth of Metro's.

Following is a summary of the PET evaluation scores:

1	Firm	Average Score	Factor Weight	Weighted Average Score	Rank
2	<b>Innovative TDM Solutions</b>				
3	TDM Rideshare/Shared Mobility Qualifications	87.00	30.00%	26.10	
4	Experience, Staffing and Project Coordination	65.00	25.00%	16.25	
5	Work Plan	67.50	25.00%	16.88	
6	Price	100.00	20.00%	20.00	
7	<b>Total</b>		<b>100.00%</b>	<b>79.23</b>	<b>1</b>
8	<b>Steer Davies Gleave</b>				
9	TDM Rideshare/Shared Mobility Qualifications	66.00	30.00%	19.80	
10	Experience, Staffing and Project Coordination	55.00	25.00%	13.75	
11	Work Plan	52.50	25.00%	13.13	
12	Price	75.00	20.00%	15.00	
13	<b>Total</b>		<b>100.00%</b>	<b>61.68</b>	<b>2</b>

### C. Price Analysis

The recommended price has been determined to be fair and reasonable based upon adequate price competition, an independent cost estimate (ICE), price analysis, technical analysis, fact finding, and negotiations. Metro successfully negotiated a cost savings of \$277,501 primarily due to reductions in the overhead rate and profit.

	Proposer Name	Proposal Amount	Metro ICE	Negotiated Amount
1.	Innovative TDM Solutions	\$3,237,947.08	<b>3,442,497.89</b>	<b>\$2,960,445.69</b>
2.	Steer Davies Gleave	\$4,333,348.28	<b>3,442,497.89</b>	

### D. Background on Recommended Contractor

The recommended firm, Innovative TDM Solutions (ITS), located in Riverside, CA has been in business for 28 years in the field of Transportation Demand Management and is a leader in TDM. ITS, formerly known as Inland Transportation Services, is the incumbent contractor for the Metro Rideshare/Shared Mobility

Program Support and has provided Metro with these services for the past 12 years. The proposed team is comprised of staff from ITS and two subcontractors, one is SBE certified and the other is DVBE certified. Cumulatively, the team has over 100 years of experience in TDM. The President and founder of ITS has served as the Project Manager for Metro's rideshare program since 2005 and has received 17 local, regional, and national industry awards. The proposed on-site supervisor has 23 years of experience in the TDM industry, including 12 consecutive years working with the Metro Rideshare Program Support project. SBE subcontractor, The Van Stratten Group, has over 37 years of experience in TDM. Bayfish Creative Management, the DVBE subcontractor, has 19 years of experience providing marketing related support.

ITS is the incumbent provider for these services, and their services have been satisfactory.

## DEOD SUMMARY

**METRO RIDESHARE/SHARED MOBILITY PROGRAM SUPPORT  
PS42183000**

**A. Small Business Participation**

The Diversity and Economic Opportunity Department (DEOD) established a 15% goal, inclusive of a 12% Small Business Enterprise (SBE) and 3% Disabled Veteran Business Enterprise (DVBE) goal for this solicitation. Innovative TDM Solutions exceeded the goal by making a 13.21% SBE and 3.65% DVBE commitment.

<b>Small Business Goal</b>	<b>12% SBE 3% DVBE</b>	<b>Small Business Commitment</b>	<b>13.21% SBE 3.65% DVBE</b>
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<b>SBE Subcontractors</b>		<b>% Committed</b>
1.	The Van Stratten Group, Inc.	13.21%
<b>Total Commitment</b>		<b>13.21%</b>

<b>DVBE Subcontractors</b>		<b>% Committed</b>
1.	Bayfish Creative Management	3.65%
<b>Total Commitment</b>		<b>3.65%</b>

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this Contract.

**C. Prevailing Wage Applicability**

Prevailing wage is not applicable to this Contract.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.

**Board Report**

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**File #:** 2017-0527, **File Type:** Contract**Agenda Number:** 23.

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**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT: P2550 LIGHT RAIL VEHICLE COUPLER OVERHAUL  
ACTION: AWARD PROFESSIONAL SERVICES CONTRACT****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a 60-month, indefinite delivery/indefinite quantity Contract No. MA26495 to Dellner Incorporated, the lowest responsive and responsible bidder, for the overhaul of P2550 Light Rail Vehicle Coupler assemblies, for a not-to-exceed amount of \$2,497,635 for the three year base period; \$24,600 for the first, one year option; and \$24,970 for the second, one year option; for a combined contract total of \$2,547,205, subject to resolution of protest(s), if any.

**ISSUE**

In June 2017, the Board of Directors approved the implementation of a P2550 Component Overhaul Program. This procurement is for the professional services to complete the overhaul of 107 couplers for the P2550 fleet as recommended by the Original Equipment Manufacturer (OEM) established guidelines. Execution of the overhaul will ensure that the 50 rail car fleet remains in a constant State of Good Repair (SGR) while safeguarding passenger safety, vehicle performance and equipment longevity.

**DISCUSSION**

The Ansaldo Breda P2550 Light Rail Vehicle (LRV) fleet is in its eighth year of operation. In order to ensure continued safety and reliability the coupler assembly requires overhaul at the eight year or 600,000 mileage intervals as defined by the Original Equipment Manufacturer (OEM). The coupler assembly consists of electrical, mechanical, and pneumatic components that wear out in time. The coupler is an integral system that provides the mechanical connection and electrical communications between vehicles (consist), and, therefore, it is critical to maintain the coupler systems in a constant state of good repair.

The P2550 Component Overhaul Program consists of a total of nine procurements for the overhaul of the major vehicle systems inclusive of propulsion, pantograph, battery, doors, couplers, high voltage and auxiliary power, friction brakes and truck systems. The power axle assembly contract was approved in June 2017 and staff is currently requesting the approval of the coupler assembly contract.

Rail Fleet Services (RFS) Engineering developed an equipment overhaul specification for the coupler

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assembly based upon the OEM recommendations and with RFS maintenance experience. The contractor will perform overhaul services in accordance defined schedule and with technical specifications requirements.

### **DETERMINATION OF SAFETY IMPACT**

Safety is of the utmost importance to Metro and, therefore, it is imperative to maintain the P2550 fleet. The coupler assembly overhaul services in support of the complete P2550 overhaul program will ensure that the fleet is overhauled in accordance with regulatory standards, according to the defined schedule and technical specifications requirements, and within Metro's internal standards, policies and procedures.

### **FINANCIAL IMPACT**

The approved Life-of-Project (LOP) for the P2550 Fleet Component Overhaul Program under capital project number 214001 is for the amount of \$35,007,546.

Funding of \$450,967 for this Contract is included in the FY18 budget in cost center 3944, Rail Fleet Services Maintenance, under project number 214001, line item 50441, Parts - Revenue Vehicle.

Since this is a multi-year Contract, the cost center manager, project manager and Sr. Executive Officer, Rail Fleet Services will ensure that the balance of funds is budgeted in future fiscal years.

#### **Impact to Budget**

The planned source of funds for this project comes from local funding source TDA Article 4 which is eligible for Bus and Rail Operating or Capital Projects.

### **ALTERNATIVES CONSIDERED**

Deferral of this program is not recommended as the coupler assembly is a safety critical device that if not properly maintained could result in catastrophic events upon accidental decoupling, loss of braking and propulsion signaling between vehicles due to worn mechanical components, electrical contact pins and/or defective wiring, all of which impact vehicle safety and reliability. Should the coupler overhaul be deferred there would be a high risk to passenger safety, negative impact to vehicle availability and reliability and therefore, it is not recommended.

### **NEXT STEPS**

Overhaul of the P2550 Light Rail Vehicle Coupler assemblies will continue in accordance with Rail Fleet Services' scheduled requirements. If approved, the project is scheduled to commence in December 2017.

### **ATTACHMENTS**

Attachment A - Procurement Summary  
Attachment B - DEOD Summary

Prepared by: Bob Spadafora, Sr. Executive Officer, Rail Fleet Services

(213) 922-3144

Richard M. Lozano, Sr. Director, Rail Vehicle Maintenance,

(310) 816-6944

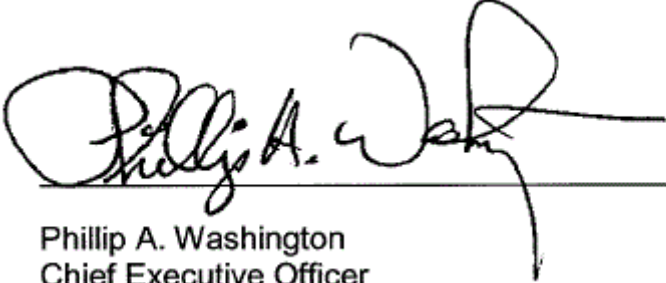
Russell Homan, Director, Rail Fleet Services, (626) 478-7831

Reviewed by:

James T. Gallagher, Chief Operations Officer, (213) 418-3108

Debra Avila, Chief Vendor/Contract Management Officer,

(213) 418-3051



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Phillip A. Washington  
Chief Executive Officer



## PROCUREMENT SUMMARY

## P2550 LIGHT RAIL VEHICLE COUPLER OVERHAUL / MA26495

1.	<b>Contract Number:</b> MA26495	
2.	<b>Recommended Vendor:</b> Dellner, Inc.	
3.	<b>Type of Procurement (check one):</b> <input checked="" type="checkbox"/> IFB <input type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	<b>A. Issued:</b> November 7, 2016	
	<b>B. Advertised/Publicized:</b> November 8, 2016	
	<b>C. Pre-Bid Conference:</b> January 10, 2017	
	<b>D. Bids Due:</b> February 28, 2017	
	<b>E. Pre-Qualification Completed:</b> February 28, 2017	
	<b>F. Conflict of Interest Form Submitted to Ethics:</b> March 14, 2017	
	<b>G. Protest Period End Date:</b> September 15, 2017	
5.	<b>Solicitations Picked up/Downloaded:</b> 9	<b>Bids Received:</b> 1
6.	<b>Contract Administrator:</b> Juelene Close	<b>Telephone Number:</b> 213-922-1066
7.	<b>Project Manager:</b> Russell Homan	<b>Telephone Number:</b> 626-471-7831

**A. Procurement Background**

This Board Action is to approve Contract No. MA26495 issued in support of Metro's P2550 Gold Line Vehicles to procure complete overhaul services of the Light Rail Vehicle coupler assemblies. The coupler connects the rail vehicles mechanically and electrically. Board approval of contract award is subject to resolution of any properly submitted protest.

The IFB was issued in accordance with Metro's Acquisition Policy and the contract type is a not-to exceed Indefinite Delivery, Indefinite Quantity (IDIQ).

Six amendments were issued during the solicitation phase of this IFB: MA26495

- Amendment No. 1, issued on November 15, 2016, revised critical IFB dates;
- Amendment No. 2, issued on November 22, 2016, clarified Workplace Drug and Alcohol Testing Programs and changed the bid due date;
- Amendment No. 3, issued on December 5, 2016, extended the bid due date;
- Amendment No. 4, issued on December 27, 2016, revised critical IFB dates;
- Amendment No. 5, issued on January 17, 2017, revised Technical Specification;
- Amendment No. 6, issued on February 10, 2017, revised Technical Specification.

Nine potential bidders downloaded the solicitation. A Pre-Bid Conference and site visit to view/inspect a coupler assembly was held on January 10, 2017. Two firms

attended the conference and job walk. One bid was received on February 28, 2017. The six month delay in presenting this item to the Board was driven by staff's re-evaluation and confirmation of the project requirements.

**B. Evaluation of Bids**

This procurement was conducted in accordance and complies with LACMTA's Acquisition Policy for a competitive sealed bid. The single bidder, Dellner Inc., was deemed a responsive responsible bidder, qualified to perform the overhaul services.

Metro conducted a market survey to determine the reasons for only receiving one bid. Several potential bidders indicated there was not adequate time to respond with a formal price bid even though Metro extended the bid due date on multiple occasions via formal Amendments to the IFB. Another potential bidder indicated that other business obligations and the time available to bid were factors in deciding not to make an offer.

None of the firms interviewed expressed any concerns regarding restrictions in Metro's specification or statement of work requirements. Based on the number of firms that received the bid, attended the Pre-Bid Conference and indicated an interest in the project, Metro determined that there was an adequate environment for competition and the single bidder, Dellner Inc. reasonably believed that other firms would likely participate in the solicitation.

**C. Price/Cost Analysis**

Based on an adequate environment of price competition, confirmed by market survey, the price of the single bid is considered fair and reasonable. Additionally, the price bid compares favorably to Metro's Estimating Department's Independent Cost Estimate (ICE). The bid price is 23.6% lower than the ICE.

<b>Bidder Name</b>	<b>Bid Amount</b>	<b>Metro ICE</b>
Dellner, Inc.	\$2,443,880.00	\$3,195,150.00

**D. Background on Recommended Contractor**

Dellner, Inc., located in Charlotte, NC, has been in business for 38 years. Dellner Inc. offers full train connection systems including couplers, gangways, hatches, and dampers. Dellner, Inc. offers after sales services based on modernizations, overhauls, repairs, technical support and training as well as maintenance services. Dellner, Inc. recently completed overhaul coupler services for the Port Authority of Allegheny County and has also provided overhaul services on Metro's Red Line P2550 coupler assemblies in the past. Dellner, Inc. has performed satisfactorily for Metro.

DEOD SUMMARY

P2550 LIGHT RAIL VEHICLE COUPLER OVERHAUL / MA26495

**A. Small Business Participation**

The Diversity and Economic Opportunity Department (DEOD) established a 2% Small Business Enterprise (SBE) goal for this solicitation. Meeting the goal was neither a condition of award nor an issue of responsiveness. Dellner, Inc. did not make an SBE commitment.

Effective January 1, 2017, through Assembly Bill 2690, Metro was authorized to establish SBE/DVBE goals, as a condition of award, on non-federally funded IFBs; however, this procurement was advertised prior to the effective date of the new change. IFBs advertised after January 1, 2017, require bidders to meet or exceed SBE/DVBE goals to be eligible for award.

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this Contract.

**C. Prevailing Wage Applicability**

Prevailing wage is not applicable to this Contract.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.



## File Summary

File Number	Title	Current Status
2017-0527	<p><b>Contract</b></p> <p>AUTHORIZE the Chief Executive Officer to award a 60-month, indefinite delivery/indefinite quantity Contract No. MA26495 to Dellner Incorporated, the lowest responsive and responsible bidder, for the overhaul of P2550 Light Rail Vehicle Coupler assemblies, for a not-to-exceed amount of \$2,497,635 for the three year base period; \$24,600 for the first, one year option; and \$24,970 for the second, one year option; for a combined contract total of \$2,547,205, subject to resolution of protest(s), if any.</p> <p><b>Introduced:</b> 7/28/2017</p> <p><b>Meeting Date:</b> 9/21/2017</p> <p><b>Department:</b> Operations (Department)</p> <p><b>Drafter:</b> nazaryn@metro.net</p>	<p><b>Passed</b></p> <p><b>Controlling Body:</b> System Safety, Security and Operations Committee</p> <p><b>Sponsor(s):</b> Operations (Department)</p>

**Board Report**

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**File #:** 2017-0543, **File Type:** Contract**Agenda Number:** 24.

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**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT:** DIFFERENTIAL ASSEMBLY**ACTION:** AWARD CONTRACT**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a 36-month, indefinite delivery/indefinite quantity Contract no. MA41702000 to America Moving Parts, the lowest responsive and responsible bidder, for Differential Assemblies for a total contract amount of \$1,049,835; subject to resolution of protest (s), if any. The award is for a base year amount of \$343,541, inclusive of sales tax; option year 1 in the amount of \$343,541, inclusive of sales tax; and option year 2 in the amount of \$362,753, inclusive of sales tax.

**ISSUE**

The Bus Maintenance Midlife program targets buses at the mid-point of the bus life and includes major mechanical systems replacements and interior and exterior refurbishment. During the Midlife, the existing differential assembly will be replaced with a new assembly during the bus overhaul. Bus operating divisions also replace differential assemblies as needed on buses. This procurement is required to ensure differential assemblies are available for buses to continue revenue service without delays.

**DISCUSSION**

The bus differentials are a part of the rear axle assembly that contains a set of gears that take the rotation of the driveshaft from the engine through the transmission and applies a ratio from one rotation to over five to one to the axles and tires for driving the bus in either forward or reverse.

The contract to be awarded is a "requirements type" agreement in which we commit to order up to the specified quantity for a specific duration of time, but there is no obligation or commitment for Metro to order the maximum quantity of differential assemblies. The bid quantities are estimates only, with deliveries to be ordered and released as required.

**DETERMINATION OF SAFETY IMPACT**

Award of contract will ensure that all operating divisions have adequate inventory to maintain the bus fleet and equipment according to Metro Maintenance standards.

## **FINANCIAL IMPACT**

The funding of \$200,398 for these products is included in the FY18 budget under multiple bus operating cost centers in project 306002 Operations Maintenance under line 50441, Parts - Revenue Vehicle and in Central Maintenance cost center 3366, under project 203036 Bus Midlife Project and line item 50441, Parts - Revenue Vehicle.

Since this is a multi-year contract, the cost center manager and Chief Operations Officer will be accountable for budgeting the cost in future fiscal years including any option exercised.

## **Impact to Budget**

The source of funds for this procurement will come from Federal formula funds, State MSRC, Proposition C 40%, and Enterprise Operating Funds including fares. These sources are eligible for Bus Operating or Capital projects. Use of these funding sources maximizes established funding provisions and guidelines.

## **ALTERNATIVES CONSIDERED**

The alternative is not to award the contract and procure the differentials on an as-needed basis, using the traditional "min/max" replenishment system method. This strategy is not recommended since it does not provide for a commitment from the supplier to ensure the availability, timely delivery, continued supply and a guaranteed fixed price for the parts.

## **NEXT STEPS**

Metro's requirements for differential assemblies will be fulfilled under the provisions of the contract.

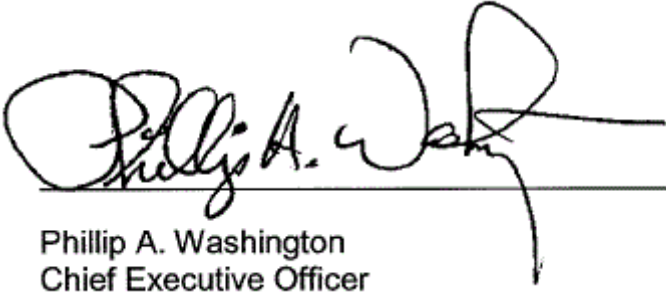
## **ATTACHMENTS**

Attachment A - Procurement Summary

Attachment B - DEOD Summary

Prepared by: Nathan Jones, Director of Contract Administration, (213) 922-6101  
Amy Romero, Senior Director Central Maintenance, (213) 922 - 5709

Reviewed by: James T. Gallagher, Chief Operations Officer, (213) 418-3108  
Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

## DIFFERENTIAL ASSEMBLY / MA41702000

1.	<b>Contract Number:</b> MA41702000	
2.	<b>Recommended Vendor:</b> American Moving Parts, 4408 Worth Street, Los Angeles, CA 90063	
3.	<b>Type of Procurement (check one):</b> <input checked="" type="checkbox"/> IFB <input type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	A. Issued: 6/22/17	
	B. Advertised/Publicized: 6/22/17	
	C. Pre-Bid Conference: N/A	
	D. Bids Due: 7/25/17	
	E. Pre-Qualification Completed: 8/10/17	
	F. Conflict of Interest Form Submitted to Ethics: 8/02/17	
	G. Protest Period End Date: 9/19/17	
5.	<b>Solicitations Picked up/Downloaded:</b> 12	<b>Bids Received:</b> 6
6.	<b>Contract Administrator:</b> Tanya Allen	<b>Telephone Number:</b> 213/922-1018
7.	<b>Project Manager:</b> Alex DiNuzzo	<b>Telephone Number:</b> 213/922-5860

**A. Procurement Background**

This Board Action is to approve Contract No. MA41702000 issued in support of differential assembly 4.89 ratio. Board approval of contract awards are subject to resolution of any properly submitted protest.

IFB No. MA41702 was issued in accordance with Metro's Acquisition Policy and the contract type is a fixed unit price indefinite delivery, indefinite quantity.

No amendments were issued. A total of six bids were received on July 25, 2017.

**B. Evaluation of Bids**

This procurement was conducted in accordance, and complies with LACMTA's Acquisition Policy for a competitive sealed bid. The six bids received are listed below in alphabetical order:

1. American Moving Parts
2. Axletech LLC
3. Gillig LLC
4. Muncie Reclamation & Supply
5. Neopart Transit LLC
6. The Aftermarket Parts (New Flyer)



All companies were determined to be in full compliance with the bid and technical requirements. Axletech LLC bid an approved equal.

**C. Price Analysis**

The recommended bid price from American Moving Parts has been determined to be fair and reasonable based upon adequate price competition and the selection of the lowest responsive and responsible bidder.

<b>Bidder Name</b>	<b>Bid Amount</b>	<b>Metro ICE</b>
American Moving Parts	\$1,049,835	\$1,211,400
Neopart Transit, LLC	\$1,108,573	
Gillig, LLC	\$1,109,903	
Muncie Reclamation & Supply	\$1,180,373	
The Aftermarket Parts (New Flyer)	\$1,185,241	
Axletech, LLC	\$1,538,712	

**D. Background on Recommended Contractor**

The recommended firm, American Moving Parts (AMP), located in Los Angeles, CA has been in business for 14 year, and is a leader in brake parts. AMP has provided differentials and various related products to other agencies including City of Los Angeles, Metro St. Louis, Santa Monica Big Blue Bus, Orange County Transportation Authority (OCTA), and Omni Transportation Authority, San Bernardino. In the past, AMP has provided satisfactory products and services to Metro.

DEOD SUMMARY

DIFFERENTIAL ASSEMBLY / MA41702000

**A. Small Business Participation**

The Diversity & Economic Opportunity Department (DEOD) did not recommend a Race Conscious Disadvantaged Business Enterprise (DBE) goal for this procurement due to lack of subcontracting opportunities. The Differential ASM 4.89 Ratio 71000 Series Axle is an Original Equipment Manufacturer (OEM) part, which is shipped directly to Metro. American Moving Parts, LLC did not make a DBE Commitment.

**B. Living/Prevailing Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this Contract.

**C. Prevailing Wage Applicability**

Prevailing wages are not applicable to this Contract.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.

**Board Report**

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**File #:** 2017-0545, **File Type:** Contract**Agenda Number:** 25.

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**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT:** A650 DC TRACTION MOTOR OVERHAUL**ACTION:** APPROVE CONTRACT AWARD**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a 60-month indefinite quantity/indefinite delivery Contract No. MA3280700 to Walco Electric Company for the overhaul of direct current (DC) traction motors for a not-to-exceed amount of \$1,188,440, subject to resolution of protest(s), if any.

**ISSUE**

This procurement is for the overhaul of 120 DC traction motors as recommended by the Original Equipment Manufacturer (OEM) established guidelines. Accomplishing overhaul activities will ensure the 30 car DC traction motor fleet remains in a constant State of Good Repair (SGR) and that our fleet is assessed based on condition in an effort to proactively increase passenger safety, vehicle availability and performance.

**DISCUSSION**

The A650 car DC traction Heavy Rail Vehicle Fleet is in its 25<sup>th</sup> year of revenue operations with over 800,000 miles of service per vehicle. To ensure a continued level of vehicle performance and in accordance with the OEM recommended guidelines, the traction motor overhaul is required at the 250,000 mile interval. This is a new Contract to replace the existing overhaul contract currently in use that expires on December 12, 2017.

The DC traction motor is a primary component of the vehicle propulsion system that electrically propels the vehicle and if not properly maintained, is subject to failures with negative impact to vehicle performance, reliability and passenger safety.

DC traction motors include electrical and mechanical components that wear out requiring both routine maintenance and overhaul for sustained reliability and equipment longevity. Moreover, these components require specialized tooling, fixtures, and training that is beyond in-house Metro staff capabilities. The contractor will perform overhaul services in accordance with the OEM Maintenance Manuals and Metro engineering technical specifications. The production schedule includes a maximum of four traction motors per month.

**DETERMINATION OF SAFETY IMPACT**

Safety of our passengers and employees is of the utmost importance to Metro and, therefore, it is imperative to maintain the A650 fleet to the highest standards. The contract award for DC traction motor overhaul services will ensure that the motors are overhauled in accordance with regulatory standards, according to the defined schedule and within Metro's internal maintenance standards, policies and procedures.

### **FINANCIAL IMPACT**

Funding in the amount of \$118,844 for this procurement is included in the FY18 budget in cost center 3942, Rail Fleet Services Maintenance, under project number 300044, line item 50441, Parts - Revenue Vehicle. Since this is a multi-year Contract, the cost center manager, project manager and Sr. Executive Officer, Rail Fleet Services will ensure that the balance of funds is budgeted in future fiscal years.

### **Impact to Budget**

The FY18 funding for this Contract will come from the Enterprise Fund. These funds are eligible to be used for rail operations and capital projects. No other sources of funds were considered for this project because these are the designated funds available for rail operations. This procurement is part of the on-going maintenance costs of the rail fleet services program.

### **ALTERNATIVES CONSIDERED**

The alternative to defer A650 DC traction motor overhaul work is not recommended as doing so could increase the agency's exposure to risk and internal motor components could be subject to increased mechanical failures which would have a negative impact on safety, service and vehicle reliability. Deferral of A650 DC traction motor overhaul work can also result in bearing failures and damage to electrical components (e.g. commutator, windings, and electrical shuts) which could lead to short circuiting and electrical fires within tunnel operations.

### **NEXT STEPS**

Overhaul of the DC traction motors will continue in accordance with OEM and Metro's preventive and equipment overhaul requirements. If approved, the contractor is scheduled to commence DC traction motor overhaul services in December 2017.

### **ATTACHMENTS**

Attachment A - Procurement Summary

Attachment B - DEOD Summary

Prepared by: Bob Spadafora, Sr. Executive Officer, Rail Fleet Services  
(213) 922-3144  
Richard M. Lozano, Sr. Director, Rail Vehicle Maintenance,  
(310) 816-6944  
Fred Kan, Director, Rail Fleet Services, (213) 922-3304

Reviewed by: James T. Gallagher, Chief Operations Officer, (213) 418-3108  
Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

## A650 DC TRACTION MOTOR OVERHAUL / MA3280700

1.	<b>Contract Number:</b> MA3280700	
2.	<b>Recommended Vendor:</b> Walco Electric Company	
3.	<b>Type of Procurement (check one):</b> <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	<b>A. Issued:</b> 4/27/17	
	<b>B. Advertised/Publicized:</b> 5/1/17; 5/5/17,5/15/17	
	<b>C. Pre-Proposal Conference:</b> 5/9/17	
	<b>D. Proposals Due:</b> 6/5/17	
	<b>E. Pre-Qualification Completed:</b> 8/21/17	
	<b>F. Conflict of Interest Form Submitted to Ethics:</b> 7/19/17	
	<b>G. Protest Period End Date:</b> 9/15/17	
5.	<b>Solicitations Picked up/Downloaded:</b> 12	<b>Proposals Received:</b> 5
6.	<b>Contract Administrator:</b> Jean Davis	<b>Telephone Number:</b> 213/922-1041
7.	<b>Project Manager:</b> Fred Kan	<b>Telephone Number:</b> 213/922-3304

**A. Procurement Background**

This Board Action is to approve Contract No. MA3280700 in support of Metro's A650 Red Line Heavy Rail Vehicle (HRV) to procure services required for the complete overhaul and repair of the DC traction motors. Board approval of contract awards are subject to resolution of any properly submitted protest.

The Request for Proposals (RFP) was issued in accordance with Metro's Acquisition Policy and the contract type is an Indefinite Delivery, Indefinite Quantity (IDIQ).

Two amendments were issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on May 15, 2017, revised the critical dates, established the Pre-Proposal Conference date, and extended the proposal due date;
- Amendment No. 2, issued on May 24, 2017, revised the specifications and proposal price form and extend the proposal due date.

A Pre-Proposal Conference was held on May 9, 2017, and was attended by nine participants and represented by two firms. A total of five proposals were received on May 9, 2017.

## **B. Evaluation of Proposals**

This procurement was conducted in accordance and complies with LACMTA's Acquisition Policy for a Technically Acceptable Lowest Price (TALP) competitive RFP procurement process. All proposers were deemed technically acceptable to perform the DC Traction Motor overhaul services. The five proposals received are listed in alphabetical order below:

	<b>Proposer Name</b>	<b>Proposal Amount</b>
1.	Dahl-Beck Electric Company	\$1,468,760.00
2.	RAM Industrial Services, LLC	\$1,519,981.00
3.	Sherwood Electro Motion Inc.	\$1,395,424.00
4.	Swiger Coil Systems, Inc.	\$1,605,040.00
5.	Walco Electric Company	\$1,188,440.00

Metro evaluated each proposal to determine technical compliance and acceptability on a pass/fail basis. All five firms met the technical acceptability requirements and the award recommendation is made to the lowest price technically acceptable firm. Walco Electric Company, the lowest price proposer, was found to be in full compliance with the RFP and technical requirements.

## **C. Price Analysis**

This procurement was a TALP. Walco Electric offered the lowest total price proposal. The recommended total proposal price from Walco Electric has been determined to be fair and reasonable based upon adequate price competition, in accordance with TALP RFP requirements.

<b>Proposer Name</b>	<b>Proposal Amount</b>	<b>Metro ICE</b>
Walco Electric Company	\$1,188,440.00	\$2,400,000.00

## **D. Background on Recommended Contractor**

The recommended firm, Walco Electric Company, has been in business since 1937 and has specialized in transit and commuter rail business since 1995. Walco's Rail Transportation Group specializes in rebuilding, rewinding and remanufacturing of AC and DC traction motors, generators and auxiliary equipment. The firm's current customer base includes New York City Transit, Long Island Transit Authority, Metro North, SEPTA, WMATA, and MBTA. Walco also currently has a contract with Southern California Regional Rail Authority (SCRRA) Metrolink.

DEOD SUMMARY

A650 DC TRACTION MOTOR OVERHAUL / MA3280700

**A. Small Business Participation**

The Diversity and Economic Opportunity Department (DEOD) did not establish a Small Business Enterprise (SBE) / Disabled Veteran Business Enterprise (DVBE) goal for this solicitation based on the lack of subcontracting opportunities. Walco Electric Company did not make an SBE/DVBE commitment.

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy (LW/SCWRP) is not applicable to this Contract.

**C. Prevailing Wage Applicability**

Prevailing wages are not applicable to this Contract.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.



**Board Report**

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**File #:** 2016-0758, **File Type:** Project**Agenda Number:** 28.

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**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT: CALTRANS PARK AND RIDE LOTS****AMEND I-105 AND I-110 OPERATIONS & MAINTENANCE AGREEMENTS****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute amendments to the I-110 and I-105 Operations & Maintenance (O&M) Agreements to allow Metro to provide enhanced maintenance services for 17 Caltrans park & ride locations.

**ISSUE**

Metro currently provides limited maintenance services for 41 Caltrans park & ride locations (53 lots, as some locations have multiple lots), maps and lists of which are included in Attachment A. (Caltrans owns and therefore is responsible for maintenance, but Metro, in the absence of adequate maintenance by Caltrans, obtained the right in 2012 to perform trash hauling, power sweeping, and graffiti removal for these lots through an Encroachment Permit with Caltrans.) A 42<sup>nd</sup> park & ride location at El Monte Transit Center is maintained through a Joint Use Agreement where Metro has full maintenance responsibilities and obligations.

During the past several years, there has been Board direction (January 2014, Item 73) and staff analysis in pursuit of acquisition of these lots from Caltrans. Changes in staff, restrictive state and federal policies, and legal obstacles prevented previous efforts from being completed. Environmental contamination discovered at some locations and associated liabilities have raised questions about the pursuit of ownership. Additionally, lots which include freeway infrastructure are not eligible for transfer.

While staff is continuing to pursue relinquishment at the highest priority lots (assuming the absence of serious environmental contamination or adequate indemnification), many of the desired outcomes of ownership can be obtained through the additional control and flexibility provided in amended O&M Agreements. Therefore, staff has negotiated those amendments while the selective relinquishment discussions are pursued.

**DISCUSSION*****Current Encroachment Permit Limited Maintenance Services***

Metro currently performs limited maintenance services of trash hauling, power sweeping and graffiti abatement throughout the 41 Caltrans park & ride locations, through an encroachment permit. The

annual cost for the limited maintenance services is approximately \$1,000,000 (approximately \$500,000 for the 17 park & ride locations adjacent to Metro facilities and \$500,000 for the remaining 24 park & ride outlying locations).

#### *Amended O&M Agreements*

Metro operates and maintains the Green and Silver Lines through O&M Agreements with Caltrans that apply to the I-105 and I-110 Freeways respectively. Provisions in those agreements currently do not allow Metro to maintain the 17 park & ride locations (27 lots) associated with them in a manner consistent with Metro-owned lots. Staff has negotiated amendments to the O&M Agreements so that Metro can begin providing a fuller spectrum of maintenance services at the 17 locations that directly serve the Metro transit system and are used primarily by Metro patrons. The terms of those amendments are detailed in Attachment B. If the authority to execute the amendments is approved by the Board, resources will be secured through the mid-year budget process and Metro will begin providing enhanced maintenance services, starting January 1, 2018, described below.

#### *Maintenance Services*

Enhanced maintenance services will ensure that the park & ride lots are a safe, clean, and efficient amenity for Metro patrons. Upon approval of additional staffing and funding to support the enhanced O&M Agreements, the enhanced services will be performed through a combination of contracted services and Metro in-house personnel. Services will include pavement repairs, striping, fencing repair, landscape and irrigation maintenance, tree trimming services, lighting replacement and maintenance, and signage replacement and maintenance. This will be in addition to the power sweeping, graffiti abatement, and trash removal already provided.

#### *Increased Security*

The amended O&M Agreements will also allow Metro to provide security services to patrol certain lots to provide a safer environment for patrons. Security will be implemented at the five locations with the highest capacity and use: Norwalk, Aviation, Lakewood, Harbor Gateway, and El Monte. Law enforcement will continue to be the responsibility of Caltrans and the California Highway Patrol.

#### *Construction Improvements*

To the extent that certain minor deferred maintenance improvements are necessary and allowed under the O&M amendments, Metro will perform those improvements as soon as possible. For capital improvements that require an additional encroachment permit from Caltrans, Metro will apply for encroachment permits and perform the improvements, subject to obtaining budget authority.

#### *Outlying Lots*

For the remaining 24 park & ride locations that are not providing parking related to Metro transit facilities, Metro would continue to perform limited maintenance services through the existing encroachment permit with Caltrans, subject to further review. Caltrans remains responsible for the wider range of maintenance needs, although historically Caltrans has not had the budget to fully maintain these properties. Parking Management secured FY18 funding for refurbishment projects at Aviation, Lakewood, Manchester, Slauson, and Long Beach locations. Upgrades at all five lots include: re-stripping, re-paving, landscaping, ADA compliance updates, signage, lighting and installation of longitudinal gutters. This encroachment permit for this work is in progress with Caltrans.

### *Parking Management*

Through a separate encroachment permit with Caltrans, Metro will be able to implement its parking management system and obtain revenue from parking on high demand Caltrans lots to offset a portion of the increased maintenance costs. The parking management system will initially be installed at Norwalk, Aviation/LAX, Lakewood, and El Monte lots beginning this fall. Staff estimates that Metro will see an estimated \$1,200,000 in parking revenues annually, net of collection costs, which would offset a portion of the increased operations and maintenance costs.

### *Update on Acquisition of Selected Park and Ride Lots*

Staff is continuing to pursue ownership of five Caltrans locations (6 lots): Aviation/LAX, Norwalk, Lakewood (2), Harbor Gateway, and El Monte. In order to simplify the acquisition process, staff is pursuing a relinquishment process, which will make the transfer of property rights faster, more efficient and without cost to Metro other than processing costs. Relinquishment involves the transfer of property rights from Caltrans to a local city or agency, usually at no cost to the local agency. If the relinquishment process is used, all of the federal and state restrictions would remain on the properties, but the lots could be acquired without Metro paying Caltrans for the property, and without involving a time-consuming appraisal and approval process. Once an agreement is reached with Caltrans, the relinquishment agreement will be brought to the Board for consideration before submittal to the California Transportation Commission for its consideration. It is hoped this effort will be completed this calendar year. Should a change in use be pursued in the future, FHWA and Caltrans regulations related to surplus properties would be followed, and, if a private use, a fee paid for the lots.

## **DETERMINATION OF SAFETY IMPACT**

The transfer of O&M responsibilities to Metro and addition of staff and funding to improve lot conditions and appearance will have a positive impact on safety and service delivery.

## **FINANCIAL IMPACT**

Previous Board action (January 2014, Item 73) directed staff to pursue acquisition of all 42 locations and authorized 33 FTEs and \$12,000,000 to improve existing conditions, timed to coincide with the actual transfer of the lots. That staff and budget was never added because the lots were not transferred. The amended O&M agreements result in a similar maintenance obligation.

Through the FY18 budget process, six (6) FTEs were added to the Facilities Maintenance budget for enhanced maintenance of the lots. Parking Management also secured \$1,750,000 for deferred maintenance upgrades in the FY18 budget.

A chart showing the estimated financial impact is included as Attachment C and summarized herein. All necessary FY18 implementation costs will be considered during the mid-year budget process. The FY18 estimate is \$2,991,000. A breakdown of estimated FY18 costs and annual costs is shown below:

### *FY18 Deferred Maintenance and Capital Costs*

- Deferred maintenance improvements and equipment purchases will have a FY18 impact of

\$1,000,000.

- Purchase of non-revenue vehicles to support operation and maintenance will have a FY18 impact of \$291,000. A total of 5 non-revenue vehicles will be purchased including: 1 lighting bucket truck, 2 utility trucks and 2 pick-up trucks. Upon approval, staff will establish an out-of-cycle capital project request for the procurement of these non-revenue vehicles.

#### *Annual costs*

- Upgrading from limited maintenance to full maintenance services at the 17 Metro-adjacent locations will require an additional \$2,400,000 annually. (1,200,000 for the second half of FY18).
- Contract security costs will total \$1,000,000 annually for five locations (and \$500,000 for the second half of FY18).
- Parking Management estimates \$1,200,000 in annual parking revenue at the four locations where the parking management program will be implemented (and \$600,000 for the second half of FY18).

#### *Total FY18 Budget Request*

The impact on the FY18 budget will be \$2,991,000, before consideration of \$600,000 in parking revenues (and \$2,391,000 after revenue collection) as follows:

- Operations staff will identify \$2,491,000 to begin procurement of necessary services, purchase 5 non-revenue vehicles, and appropriate modifications for contracted services, which would be budgeted in Cost Center 3367 - Facilities Property Maintenance, Account 50308, Service Contract Maintenance, under various projects.
- Security requires \$500,000 in Cost Center 2610

Funding for deferred maintenance, security, and operations and maintenance for additional years will be requested in subsequent budgets for Operations and Security, but is expected to cost \$3,400,000 annually, plus inflation (\$2,200,000 after \$1,200,000 in parking revenue). Since this is a multiyear project, the cost center manager, project manager, and Chief Operations Officer will ensure that costs are budgeted in future fiscal years.

#### Impact to Budget

Funding for this project will come from federal, state, and local sources including sales taxes and fares that are eligible for bus and rail capital and operating projects. They will maximize fund use given funding allocation provisions.

#### **ALTERNATIVES CONSIDERED**

The Board could choose to take no action and continue to provide minimal maintenance at the Metro-adjacent Caltrans lots. This alternative is not recommended because the current conditions on the lots are unacceptable for Metro patrons' safety and convenience, and the current conditions of several lots are creating blighting impacts in the communities. The lots are perceived to be part of the Metro system. In addition, the no-action alternative would not be in accordance with previous

Board direction.

The Board could direct that Metro staff proceed as proposed but discontinue the maintenance of the outlying lots that are not adjacent to Metro at a budget savings of approximately \$500,000 annually. The current encroachment permit that allows this maintenance could be allowed to expire in 2018.

### **NEXT STEPS**

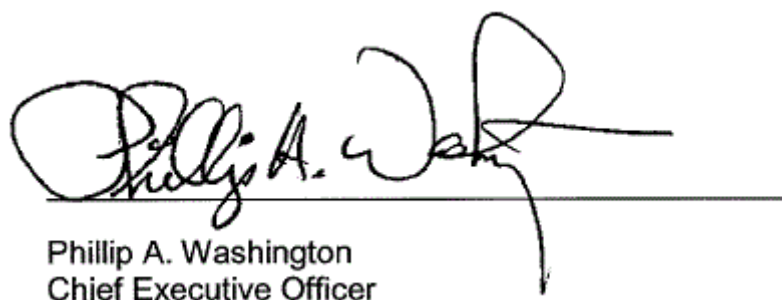
Upon Board approval, Metro will execute the amendments to the O&M Agreements, hire the necessary staff to maintain and improve the lots, and procure the necessary equipment and services required. Metro will continue to negotiate a Relinquishment Agreement or other agreement with Caltrans for transfer of ownership of the Norwalk, El Monte, Aviation, Harbor Gateway, and Lakewood park & ride lots and will bring to the Board later this year.

### **ATTACHMENTS**

Attachment A - Caltrans Park & Ride Lots  
Attachment B - O&M Agreement Amendment Terms  
Attachment C - Budget Impacts

Prepared by: Brady Branstetter, DEO, Facilities Maintenance, (213) 922-6767  
Marie Sullivan, Principal Transportation Planner, (213) 922-5667  
Cal Hollis, SEO, Countywide Planning & Development, (213) 922-7319

Reviewed by: Therese W. McMillan, Chief Planning Officer, (213) 922-7077  
Jim Gallagher, Chief Operations Officer, (213) 418-3108  
Alex Z. Wiggins, Chief System Security and Law Enforcement Officer, (213) 922-4433



Phillip A. Washington  
Chief Executive Officer

# Caltrans Park & Ride Lots

## Metro-Adjacent Lots

Location	Parking Stalls	% Utilization	>60% Utilization	Board Interest	No Fwy ROW	Fwy	Metro Line
Norwalk*	1759	102%				105	Green
Lakewood*	299	100%				105	Green
Aviation / LAX*	390	102%			1/2	105	Green
Harbor Gateway	980	36%				110	Silver
Long Beach Blvd*	646	46%			1/2	105	Green
San Pedro II	236	7%				110	Silver
Rosecrans	338	16%				110	Silver
Carson	143	53%				110	Silver
Harbor Park	244	25%				110	Silver
Crenshaw*	516	64%				105	Green
Slauson*	150	7%				110	Silver
Manchester*	239	9%				110	Silver
Hawthorne*	362	28%				105	Green
Vermont Ave*	155	5%				105	Green
Avalon*	160	4%				105	Green
Willowbrook / Rosa Parks*	234	80%			1/2	105	Green
Harbor / Century*	252	63%				105/ 110	Green/Silver
El Monte**	1515	72%				10	Silver

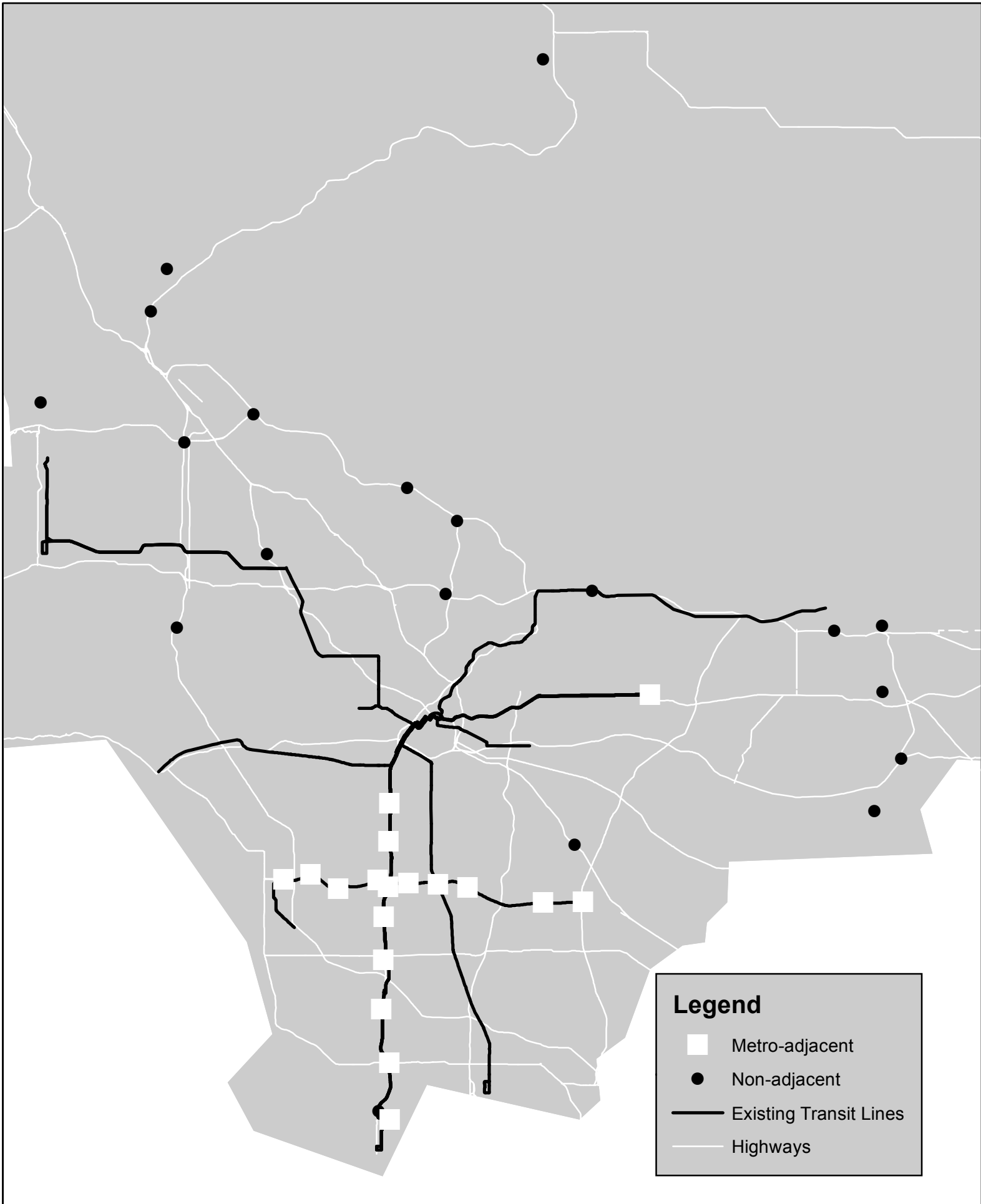
\*Subject to Consent Decree

\*\*Maintained by Metro with Joint Use Agreement (JUA)

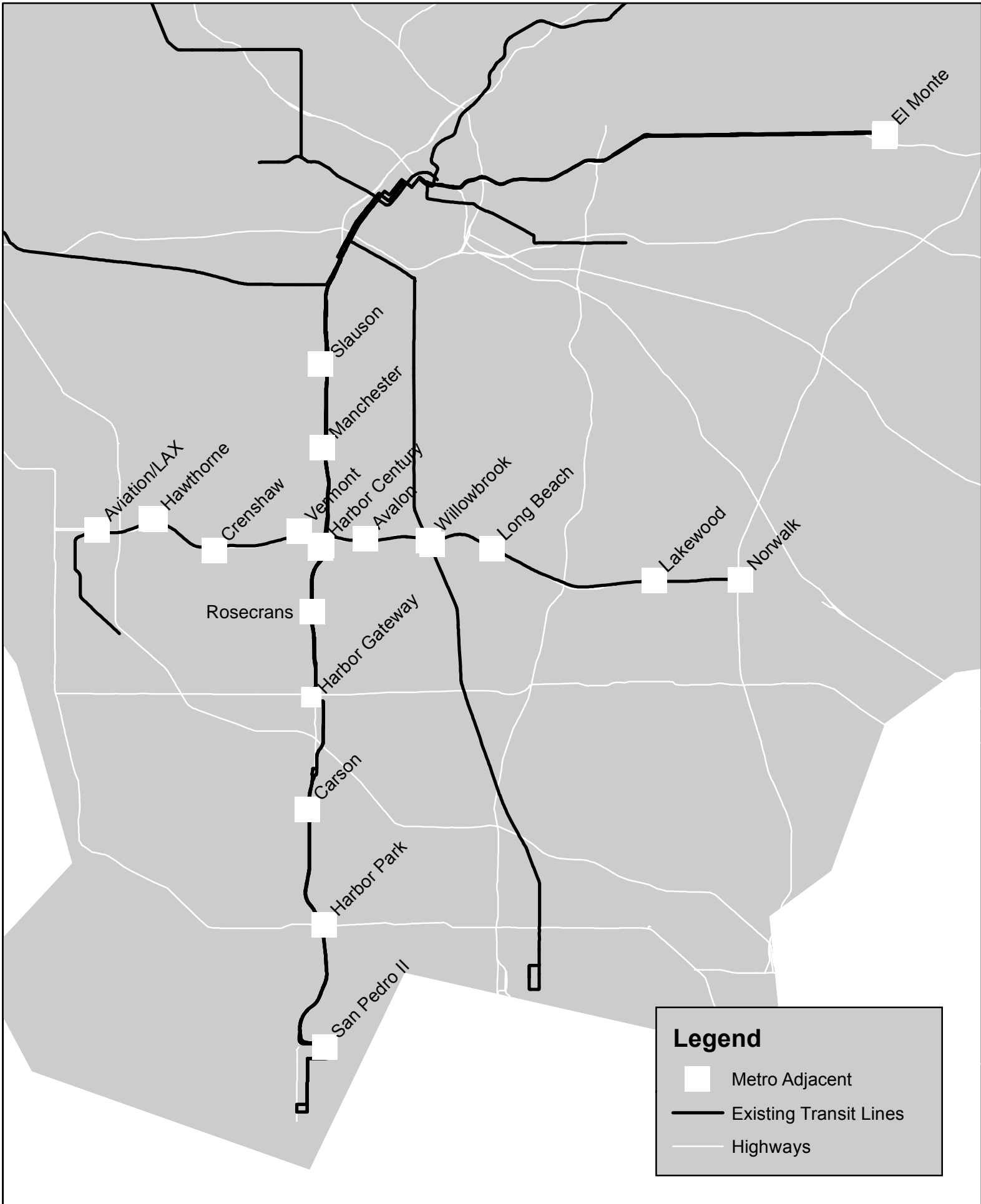
## Outlying Lots (not Metro-adjacent)

Location	Parking Stalls	% Utilization	Fwy
Route 170/Oxnard	121	21%	170
Lowell	150	27%	210
Skirball & Mulholland	26	31%	405
Avenue K	115	33%	14
Porter Ranch	181	42%	181
Verdugo Blvd	88	45%	2
Chatsworth	118	50%	118
Pearblossom	207	65%	14
Sierra Madre Blvd	89	66%	210
Golden Valley	340	69%	14
Lakewood-West	84	71%	5
Ave S & Geiger Ave	432	74%	14
San Pedro I	45	80%	110
Paxton	98	81%	210
Pathfinder Road	124	91%	57
Grand Ave	186	93%	210
Lone Hill	157	94%	210
Diamond Bar	380	96%	60
Via Verde	85	99%	57
Glendale	171	102%	134
Kanan Road	68	113%	101
Newhall	225	Not available	14

# Caltrans Park & Ride Lots



# Metro-Adjacent Caltrans Park & Ride Lots





## Attachment B – O&M Agreement Amendment Terms

LACMTA Maintenance and Operation work that can be done without an Encroachment Permit are listed as follows:

- 1) Janitorial Duties
  - a) Garbage removal
  - b) Sweeping
  - c) Power sweeping and washing
  - d) Graffiti abatement and removal
- 2) Streetscape and Pavement
  - a) Rehabilitation or resurfacing of parking lots
  - b) Repainting existing lines on surface
  - c) Minor storm-water system repairs
- 3) Lighting
  - a) Evaluate lighting conditions and upgrade and/or retrofit lighting fixtures on existing posts and structures
  - b) Replace light bulbs as necessary
- 4) Landscaping & Irrigation Maintenance and Repair
- 5) Fence & Wall Repairs
- 6) Facility Amenities
  - a) Bus shelter repair
  - b) Bicycle lockers/rack maintenance
- 7) Signage
  - a) Replacement
  - b) Maintenance
  - c) Update signage program with Caltrans approved signs
  - d) Installation that does not require new foundations
- 8) Pedestrian pathway Repair and Maintenance
- 9) Painting
- 10) Safety and Security
  - a) Equipment installation on existing posts
  - b) Equipment maintenance
- 11) Enforcement
  - a) Metro's Parking Ordinance and Parking Fee Resolution enforcement using contract employees including parking ambassadors
- 12) Provide Carpool/Vanpool Parking Programs at some Facilities
- 13) Installation of wireless parking counters ("hockey pucks") on top of pavement

## Attachment B – O&M Agreement Amendment Terms

LACMTA Maintenance and Operation Work that require an Encroachment Permit are listed as follows:

- 1) Streetscape and Pavement
  - a) Reconfiguration
  - b) Vehicular traffic flow enhancement
  - c) Foundation and footing repairs
  - d) Drainage improvements
- 2) Facility Design and ADA Compliance
  - a) Evaluate and upgrade accessible parking stalls, ramps, walkways, access, etc., to meet federal compliance standards.
  - b) Evaluate location of accessible parking stalls and relocate as required
- 3) Facility Amenities
  - a) Bus shelter installation
  - b) Bicycle lockers/rack installation if no footings are required and it is removable
  - a) Assignment of pick-up and drop-off areas if it does not impact circulation
- 4) Lighting Maintenance and Replacement
  - a) Install new lighting fixtures that require a new foundation
- 5) Fence Installation
- 6) Signage
  - a) New installation that requires new foundation
- 7) Safety and Security Equipment Installation that requires foundation work
- 8) Parking Management
  - a) Parking counting “loops” underneath the pavement
  - b) Monument signs
  - c) Parking payment machines
  - d) License Plate Recognition System (LPR), with CCTV camera

### Permitting of Third Party Use of Facilities

Metro will control parking special use permits through Metro right-of-way usage permit system. Metro will not allow leasing or payments for usage.

Attachment C – Budget Impacts for Enhanced Services – to be secured in the mid-year budget process

Expense type	Department		FY18 impact (partial year)	Estimated annual impact
one-time	Facilities Maintenance	Facilities Maintenance deferred maintenance*	\$ 1,000,000	\$ 0
one-time	Facilities Maintenance	Facilities Maintenance non-revenue vehicles	\$ 291,000	\$ 0
one-time		<b>Total Deferred Maintenance and Equipment</b>	<b>\$ 1,291,000</b>	<b>\$ 0</b>
on-going	Facilities Maintenance	Facilities Maintenance contract services routine maintenance	\$ 1,200,000	\$ 2,400,000
on-going	Security	Security (for five lots only)	\$ 500,000	\$ 1,000,000
on-going		<b>Total Contract Services</b>	<b>\$ 1,790,000</b>	<b>\$ 3,400,000</b>
<b>combined</b>	<b>combined</b>	<b>TOTAL ESTIMATED EXPENDITURE</b>	<b>\$ 2,991,000</b>	<b>\$ 3,400,000</b>
on-going revenue	Parking Management	Estimated revenue collection**	(\$ 600,000)	(\$ 1,200,000)
<b>combined</b>	<b>combined</b>	<b>TOTAL ESTIMATED EXPENDITURE (less revenue collected)</b>	<b>\$ 2,391,000</b>	<b>\$ 2,200,000</b>

\* Excludes major refurbishment, enhanced lighting, etc.

\*\* Estimate for 4 lots



## Board Report

File #: 2017-0520, File Type: Contract

Agenda Number: 29.

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### SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE SEPTEMBER 21, 2017

**SUBJECT: BUS TIRE LEASING AND MAINTENANCE SERVICES**

**ACTION: APPROVE CONTRACT AWARD**

#### **RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to award a five-year firm fixed unit rate Contract No. OP83932000-39383 for the lease and maintenance of tires of Metro-operated bus fleet and servicing of non-revenue vehicle tires to The Goodyear Tire & Rubber Company for the period covering October 1, 2017 through September 30, 2022, in an amount not to exceed \$40,908,927, subject to resolution of protest(s), if any.

#### **ISSUE**

Metro's fleet consists of approximately 2,241 buses of which 1,854 have six tires per bus and 387 articulated buses (Artics) with ten tires per bus, and all require proper maintenance and service on a regular basis. Metro must have a strong and effective tire maintenance program to ensure safe and reliable transportation services.

#### **DISCUSSION**

This Contract will cover leased tires for the revenue fleet as well as tire maintenance services for both the revenue and non-revenue fleets. Non-revenue tires are purchased under a separate contract but are mounted and balanced under the bus tire leasing and maintenance service contract.

Lease costs are based on actual bus tire mileage utilization, plus a fixed monthly service rate and a per tire sales/use tax. Included in this service cost is the remediation of all spent tire casings and a comprehensive tire maintenance program. The tire maintenance program includes tire rotation, mounting, regrooving, recapping, balancing, airing, and wheel refurbishing. Furthermore, the monthly service rate also includes tire maintenance and service for Metro's non-revenue fleet.

This Contract is subject to the DBE Contracting Outreach and Mentoring Plan (COMP) and the

Contractor commits to mentor one DBE firm for protégé development.

### **DETERMINATION OF SAFETY IMPACT**

Approval of the recommendation will have a positive impact on safety. As the buses in Metro's fleet wear through their tires, those tires are regularly replaced as a part of a preventive maintenance plan to ensure safe operation of the buses. This Contract guarantees Metro has the capability of replacing tires on its fleet on demand.

### **FINANCIAL IMPACT**

The total five year contract amount is \$40,908,927. Funding of \$7,845,444 for the current fiscal year is included in the FY18 budget in cost center 3120, Quality Assurance, under project 306002, Operations Maintenance and line item 50421, Tires Revenue Equipment. Since this is a multi-year contract, the Senior Executive Officer, Maintenance and cost center manager will be accountable for budgeting the cost in future years.

#### Impact to Budget

Funding for this action will come from the Enterprise Operating fund. The source of funds will be from Federal, State and Local funding sources including sales tax and fares that are eligible for Bus Operating Projects. These funding sources will maximize the use of funds based on funding provisions.

### **ALTERNATIVES CONSIDERED**

An alternative is a purchase tire program rather than a lease tire program. Under a purchase tire program Metro personnel would be required to provide all tire related services. These services would include procuring, warehousing, transporting, installing, maintaining and processing waste tires. This alternative is not recommended because of the need for additional Metro resources such as labor, warehouse space, transportation/equipment and regulatory requirements.

### **NEXT STEPS**

Upon Board approval, staff will execute Contract No. OP83932000-39383, with The Goodyear Tire & Rubber Company, to provide bus tire leasing and maintenance services.

### **ATTACHMENTS**

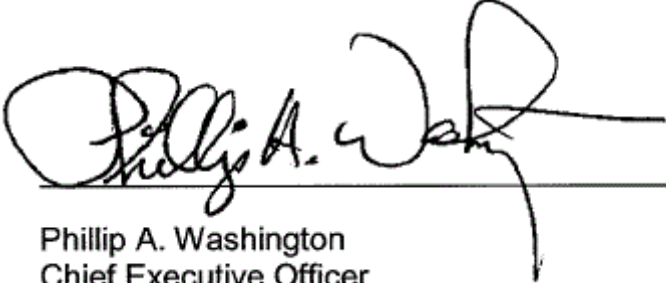
Attachment A - Procurement Summary

Attachment B - DEOD Summary

Prepared by: Matthew Dake, Sr. Director Equipment Maintenance, (213) 922-5797

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Reviewed by: James T. Gallagher, Chief Operations Officer, (213) 418-3108  
Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



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Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

## BUS TIRE LEASING AND MAINTENANCE SERVICES/OP83932000-39383

1.	<b>Contract Number:</b> OP83932000-39383	
2.	<b>Recommended Vendor:</b> The Goodyear Tire & Rubber Company.	
3.	<b>Type of Procurement (check one):</b> <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	<b>A. Issued:</b> March 24, 2017	
	<b>B. Advertised/Publicized:</b> March 24, 2017	
	<b>C. Pre-Proposal/Pre-Bid Conference:</b> March 29, 2017	
	<b>D. Proposals/Bids Due:</b> May 1, 2017	
	<b>E. Pre-Qualification Completed:</b> August 21, 2017	
	<b>F. Conflict of Interest Form Submitted to Ethics:</b> May 2, 2017	
	<b>G. Protest Period End Date:</b> September 25, 2017	
5.	<b>Solicitations Picked up/Downloaded:</b> 10	<b>Bids/Proposals Received:</b> 2
6.	<b>Contract Administrator:</b> Aielyn Dumaua	<b>Telephone Number:</b> (213) 922-7320
7.	<b>Project Manager:</b> James Jimenez	<b>Telephone Number:</b> (213) 922-5870

**A. Procurement Background**

This Board Action is to approve the award of Contract No. OP83932000-39383 to The Goodyear Tire and Rubber Company (Goodyear) for the lease and maintenance of tires for Metro-operated bus fleet and servicing of non-revenue vehicle tires.

Request for Proposals (RFP) No. OP39383 was issued as a competitively negotiated procurement in accordance with Metro's Acquisition Policy and the contract type is a firm fixed unit rate. This RFP was issued with a Race Conscious DBE contract goal of 5%. It is also subject to the DBE Contracting Outreach and Mentoring Plan (COMP), which requires the selected contractor to, at a minimum, mentor one firm for protégé development.

Two amendments were issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on April 14, 2017, extended the proposal due date; expanded the list of DBE certified firms available to potential Proposers as outreach resource, revised certain sections of "Exhibit A - Statement of Work" to clarify requirements of Metro's Alcohol and Drug-Free Workplace Program and tire inspection, clarified Contractor's obligation per "Regulatory Requirement (RR)-05 Access to Records" on providing Metro with reasonable access to records, updated language in "Compensation Provision (CP)-01 Progress Payment" so that it is aligned with the contract type; updated

information on Metro's current fleet size by bus type and axle weight; deleted Special Provisions, General Conditions and Exhibits that are not applicable to the contract; and clarified submittal instructions for filling-out the cost proposal forms.

- Amendment No. 2, issued on April 26, 2017, extended the proposal due date.

A pre-proposal conference was held on March 29, 2017, and was attended by six participants representing five firms. There were 130 questions received and responses were provided prior to the proposal due date.

Two proposals were received on May 1, 2017, and are listed below in alphabetical order:

1. Michelin North America, Inc.
2. The Goodyear Tire & Rubber Company

## **B. Evaluation of Proposals**

A Proposal Evaluation Team (PET) consisting of staff from Metro's Quality Assurance and Maintenance Operations Departments was convened and conducted a comprehensive technical evaluation of the proposals received.

The proposals were evaluated on the following criteria and weights:

- Qualifications of the Prime Contractor and the Team 40 percent
- Qualifications and Capabilities of Key Personnel 11 percent
- Understanding of the Statement of Work and Management Plan/Approach 30 percent
- DBE Contracting Outreach & Mentor Protégé Approach 4 percent
- Cost Proposal 15 percent

The evaluation criteria are appropriate and consistent with criteria developed for similar leasing and maintenance services procurements. Several factors were considered when developing these weights, giving the greatest importance to the qualifications of the prime contractor and the team.

On May 2, 2017, the PET met to review the evaluation criteria package, process confidentiality and conflict forms and take receipt of the two responsive proposals. Evaluations were conducted from May 2, 2017, through May 21, 2017.

On May 22, 2017, the PET reconvened and determined that both proposals were within the competitive range. Therefore, both proposers were invited to make oral presentations on May 31, 2017. The Proposers' project managers and key team members had an opportunity to present each team's qualifications and respond to the PET's questions.



In general, each team’s presentation described the composition of the team and explained the proposed staffing complement for each Metro Division/location as well as the basis of work assignment in relation to Statement of Work requirements. Further, the teams were asked to discuss that specific type of equipment proposed to be dedicated to the contract; procedures in handling powder coating of steel wheels, including turn-around time; and the process for disposal and/or recycling of rubber waste.

**Qualifications Summary of Firms Within the Competitive Range:**

**Michelin North America, Inc.**

Michelin North America, Inc. (Michelin), established in 1950, is based in Greenville, South Carolina with manufacturing plants in Alabama, Indiana, Ohio, Oklahoma, North Carolina and South Carolina; Nova Scotia, Canada, and Queretaro-Mexico. It currently provides tire lease and maintenance services to over 50 companies in the United States and Canada, including six transit agencies. Although Michelin identified key personnel that will be in charge of the Metro account, including a Start-up Manager, the firm did not propose the Project Manager and four Shift Managers who will be handling the day-to-day operations. Michelin clarified that the Start-up Manager will be overseeing the account until a dedicated and experienced Project Manager is hired, if they are awarded the contract.

**The Goodyear Tire & Rubber Company**

The Goodyear Tire & Rubber Company (Goodyear) has been in the tire and rubber business since 1898 and develops, manufactures and distributes a wide range of tires for automobiles, trucks, buses, aircraft, motorcycles, earth moving and mining equipment, farm implements, industrial equipment and various other applications. Goodyear has over 100-year history of leasing tires to the bus industry. It has provided tire leasing and/or maintenance services to numerous transit agencies in the United States and Canada. Clients include Maryland Transit, New Jersey Transit, New York City Transit Authority, Toronto Transit, and Washington Metropolitan Area Transit Authority.

At the conclusion of the evaluation process, including oral presentations, Goodyear was determined to be the top ranked firm.

The following is a summary of the PET scores:

1	Firm	Average Score	Factor Weight	Weighted Average Score	Rank
2	<b>The Goodyear Tire &amp; Rubber Company</b>				
3	Qualifications of the Prime	92.78	40.00%	37.11	

	Contractor and the Team				
4	Qualifications and Capabilities of Key Personnel	92.54	11.00%	10.18	
5	Understanding of the Statement of Work and Management Plan/Approach	88.40	30.00%	26.52	
6	DBE Contracting Outreach & Mentor Protégé Approach	50.00	4.00%	2.00	
7	Cost Proposal	89.27	15.00%	13.39	
8	<b>Total</b>		<b>100.00%</b>	<b>89.20</b>	<b>1</b>
9	<b>Michelin North America, Inc.</b>				
10	Qualifications of the Prime Contractor and the Team	78.35	40.00%	31.34	
11	Qualifications and Capabilities of Key Personnel	39.27	11.00%	4.32	
12	Understanding of the Statement of Work and Management Plan/Approach	79.63	30.00%	23.89	
13	DBE Contracting Outreach & Mentor Protégé Approach	25.00	4.00%	1.00	
14	Cost Proposal	100.00	15.00%	15.00	
15	<b>Total</b>		<b>100.00%</b>	<b>75.55</b>	<b>2</b>

**C. Cost/Price Analysis**

The recommended price has been determined to be fair and reasonable based on price analysis, technical analysis, and fact-finding. The offered lease rate is lower than the current rate. Also, the recommended price is 12% less than Metro’s ICE.

	<b>Proposer Name</b>	<b>Proposal Amount</b>	<b>Metro ICE</b>	<b>NTE amount</b>
1.	The Goodyear Tire & Rubber Company	\$40,908,927	\$46,718,664	\$40,908,927
2.	Michelin North America, Inc.	\$36,524,900		

**D. Background on Recommended Contractor**

The recommended firm, The Goodyear Rubber & Tire Company, is headquartered in Akron, Ohio. It is one of the world’s leading tire companies operating through three segments: America; Europe, Middle East and Africa; and Asia Pacific. It also operates commercial truck service and tire retreading centers. Goodyear has been

providing bus tire leasing and maintenance services to Metro for over 20 years and performance has been satisfactory.

The proposed Project Manager has over 20 years of experience with Goodyear, from tire maintenance technician to supervisor. He is the project manager of the current contract.

Goodyear's team includes four DBE subcontractors: Cetera Marketing, Reliance Safety Consultants, Islas Tires, and Metal Masters. Services to be provided by the DBE subcontractors include aluminum wheel polishing and steel wheel pick-up, tire disposal/service, forklift certification and identification badges.

## DEOD SUMMARY

**BUS TIRE LEASING AND MAINTENANCE SERVICES /  
CONTRACT NO. OP83932000-39383**

**A. Small Business Participation**

The Diversity and Economic Opportunity Department (DEOD) established a 5% Disadvantaged Business Enterprise (DBE) goal for this solicitation. The Goodyear Tire & Rubber Company made a 5.01% DBE commitment.

<b>Small Business Goal</b>	<b>5% DBE</b>	<b>Small Business Commitment</b>	<b>5.01% DBE</b>
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	<b>DBE Subcontractors</b>	<b>Ethnicity</b>	<b>% Committed</b>
1.	Islas Tires	Hispanic American	1.06%
2.	Metal Masters	Hispanic American Female	3.87%
3.	JCM & Associates	Hispanic American Female	0.08%
<b>Total Commitment</b>			<b>5.01%</b>

**B. Contracting Outreach and Mentoring Plan (COMP)**

To be responsive, Proposers were required to submit a Contracting Outreach and Mentoring Plan (COMP), which included its plan to mentor one (1) DBE firm for protégé development. The selected DBE protégé is Islas Tires, Inc.

**C. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this Contract.

**D. Prevailing Wage Applicability**

Prevailing Wage is not applicable to this Contract.

**E. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.



## Board Report

File #: 2017-0562, File Type: Informational Report

Agenda Number: 30.

### SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE SEPTEMBER 21, 2017

**SUBJECT: BUS STOP LIGHTING**

**ACTION: AUTHORIZE MEMORANDUM OF UNDERSTANDING WITH LOS ANGELES  
DEPARTMENT OF PUBLIC WORKS-BUREAU OF STREET LIGHTING**

#### **RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to negotiate and execute a Memorandum of Understanding (MOU) with the Los Angeles Department of Public Works-Bureau of Street Lighting (BSL) to execute the design and construction of bus stop security lighting under the Metro Enhanced Bus Stop Lighting project totaling \$750,000.

#### **ISSUE**

There are many bus stops within the LA Metro system that can benefit from enhanced lighting. An assessment by LA Metro Service Planning staff identified a number of these bus stops needing additional lighting for enhanced safety. This project will provide a comfortable visibility to encourage bus ridership.

Execution of this project will be expedited through BSL as these lights will be installed on City of Los Angeles public right-of-way but adjacent to an existing LA Metro bus stop. BSL will maintain the bus stop lighting and renewable sources of energy, if any.

#### **DISCUSSION**

The Federal Transit Administration (FTA) awarded to Metro Grant \$600,000 in federal funds for the procurement and installation of energy efficient lighting at Metro bus stops.

The Board authorization of the staff recommendation will allow a "pass through" to BSL of up to \$600,000 of Federal Funds and up to \$150,000 of Metro Local match funds for the design, procurement, and installation of bus stop security lighting. The total cost for the Project is estimated to be \$750,000. Metro Service Planning prioritized the bus stops where this project can be implemented and be funded through this project. These locations were selected based on staff's assessment for their need of a security enhancement at these locations (Attachment A).

Timeline for the execution of this Project will be as follows:

- Advertise Project: January 2018
- Contract Award: June 2018
- Construction Complete: January 2019

The Department of Public Works Board of Public Works Commissioners has already approved the execution of this project, including the commitment to the above timeline, during its August 9, 2017 meeting (Attachment B).

### **DETERMINATION OF SAFETY IMPACT**

Approval of this item will result in a positive impact on safety. The improvements at these bus stops will greatly enhance the existing security lighting system's reliability and light output thereby improving bus riders and pedestrian safety. The project will further provide a comfortable visibility to encourage bus ridership.

### **FINANCIAL IMPACT**

No FY18 funds are required for this action; \$750,000 is required in future year(s). Since this is a multi-year effort, the Cost Center Manager for 8420 and Chief Planning Officer will ensure that program funds are budgeted in future fiscal years.

#### **Impact to Budget**

Funding of \$600,000 for the project will come from FTA award Grant CA-2016-025-00, Section 5307 Associated Transit Improvement funds. The local match of \$150,000 will come from Transportation Development Act Article 4 (TDA4) and/or Prop C 40% Discretionary. The local funds are eligible for bus and rail operating and capital improvement use.

### **ALTERNATIVES CONSIDERED**

The Board could reject the proposed action. This is not recommended as these lights are a much needed safety enhancement to enhance the existing security lighting system's reliability and light output thereby improving bus riders/pedestrian safety sensibility.

### **NEXT STEPS**

Upon approval, staff will execute an MOU with the Department of Public Works-Bureau of Street Lighting and implement this project.

### **ATTACHMENTS**

Attachment A - Bus Stop Locations Needing Security enhancement  
Attachment B - Department of Public Works August 9, 2017, Board Report


Prepared by:

Cris B. Liban, Executive Officer, Environmental Compliance and Sustainability,  
(213) 922-2471

Reviewed by:

Richard Clarke, Chief Program Management Officer, (213) 922-7557

James Gallagher, Chief Operations Officer, (213) 418-3108



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Phillip A. Washington  
Chief Executive Officer

## Attachment A - Bus Stop Locations Needing Security Enhancement

- 1 AVALON /FLORENCE
- 2 SLAUSON / VAN NESS 1
- 3 SLAUSON / VAN NESS 2
- 4 RESEDA/ROSCOE 1
- 5 RESEDA/ROSCOE 2
- 6 SHERMAN WAY /TOPANGA
- 7 5TH /SAN PEDRO
- 8 CESAR CHAVEZ /VIGNES
- 9 YORK / AVENUE 49
- 10 6TH / CENTRAL
- 11 VERMONT MELROSE 1
- 12 VERMONT MELROSE 2
- 13 VERMONT /76
- 14 CENTURY / LA CIENEGA
- 15 SAN FERNANDO / VERDUGO
- 16 SAN FERNANDO / EAGLE ROCK
- 17 HOLLYWOOD/HIGHLAND
- 18 EL MONTE BUSWAY ALAMEDA 1
- 19 EL MONTE BUSWAY ALAMEDA 2
- 20 VERMONT / 4TH
- 21 VERMONT /MONROE



**DEPARTMENT OF PUBLIC WORKS  
BUREAU OF STREET LIGHTING**

**REPORT NO. 1**

ADOPTED BY THE BOARD  
PUBLIC WORKS OF THE CITY  
of Los Angeles California

AND REFERRED TO THE CITY COUNCIL

AUG - 9 2017

**C.D. Various**

Honorable Board of Public Works  
of the City of Los Angeles

  
Executive Officer  
Board of Public Works

**AMEND THE NOVEMBER 4, 2016 BPW REPORT TO REQUEST LOANS TO BUREAU OF STREET LIGHTING (BSL) FROM THE PUBLIC WORKS TRUST FUND TO BE REIMBURSED FROM GRANTS**

**RECOMMENDATIONS:**

1. Amend the attached November 4, 2016 Board of Public Works Report that requested four loans from the Public Works Trust Fund (PWTF) to the BSL to five loans with no change in total cost. Forward this amended report to the Los Angeles City Council requesting to:
  - 1.2 Authorize five loans from the Public Works Trust Fund (Fund 834) totaling \$6,875,000, payable to the Street Lighting Maintenance Assessment Fund (Fund 347), to fund the design and construction of street lighting projects to be repaid as federal grant proceeds are received from California Department of Transportation (Caltrans) and LAMTA on a cost reimbursement basis. The individual loan amounts requested are estimates and are subject to change based on the final bid amounts. Nevertheless, the overall cost of the five loans shall not exceed \$6,875,000 through this Board Report.
  - 1.3 Authorize that grant reimbursements from the State and LAMTA be deposited into the Street Lighting Maintenance Assessment Fund and subsequently transferred back to the Public Works Trust Fund no later than one week after the deposit has been made.

**ATTACHMENTS:**

1. Approved Federal Transit Administration (FTA) Grant for Federal Section 5307 1% Transit Enhancements funds to LAMTA for \$600,000. The grant is for the installation of Enhanced Bus Stop energy efficient lighting near MTA transit centers.
2. November 4, 2016, Board of Public Works Report 1 from BSL.

**DISCUSSION**

The BSL identified four projects that are included in the 2017 FTIP (Federal Transportation Improvement Program) and qualify for federal reimbursement of construction costs under the Surface Transportation Program. The attached November 4, 2016 BPW Report approved funding from the PWTF to front fund the construction of these projects to be repaid as federal grant proceeds are received from Caltrans on a cost reimbursement basis.

The Bureau has an additional project that will be reimbursed through the LAMTA and FTA for \$750,000 for design and construction. The BSL is requesting that the loan amounts for the original four projects and schedules be modified to include the LAMTA-FTA project. The \$750,000 loan from the PWTF (Fund 834) will front the design and construction costs to install additional security lighting at approximately 18 bus stops in the City of Los Angeles. LAMTA will pass through to BSL up to \$600,000 of Federal Funds and up to \$150,000 of LAMTA Local Funds for the project. The FTA grant of \$600,000 has been awarded and MTA has committed to include \$150,000 of internal funds. These funds will be approved by the MTA board upon approval of this report.

**DEPARTMENT OF PUBLIC WORKS  
BUREAU OF STREET LIGHTING**

**REPORT NO. 1**

August 9, 2017

Page 2

The modified loan amounts from the PWTF, scope and schedule for each project is indicated as follows.

**1. LOWER GRAND TUNNEL – CD 14 (4<sup>th</sup> St. to General Thaddeus Kosciuzkow Way (GTK Way)**

**Loan Amount Requested: \$2,685,000**

The existing lighting in the tunnel utilizes 40 foot 400W Metal Halide light pipes. The illumination is below current standards and the lighting fixtures are failing. Current and future increases in downtown traffic due to continuing property developments in the area has made this project a high priority for the Bureau.

Approximately 170 fixtures will be replaced with new LED fixtures. Replacement of the tunnel lighting to LED will save an estimated 208,000 KWhrs in energy per year, resulting in a savings of over \$27,000 per year.

This project will result in a more reliable system that will raise lighting levels to increase visibility and reduce energy use. The timeline is estimated to be:

Advertise Project:	January 2018
Contract Award:	June 2018
Construction Complete:	October 2019
Board Acceptance:	December 2019

**2. OLYMPIC BLVD – FLOWER ST TO LAKE ST (VISION ZERO) STM/STP – CD 1, 9, 14**

**Loan Amount Requested: \$1,000,000**

The project location is on the High Injury Network of the Mayor's Vision Zero Initiative. This STM (series to multiple) conversion project will replace the existing high voltage street lighting with low voltage LED units.

Most of the existing mid-block poles and conduit were installed in 1938 and 1939 with lead sheath cable. Whether it is dirt accumulation or deterioration, lead sheath cable in aged conduit does not allow the existing cables to be removed to an extent where new wires may be installed in the existing conduit. Since the existing conduit cannot be reused, new conduit will be installed.

Approximately 80 lights will be converted to LED. The existing luminaires are a mix of HPS (high pressure sodium) and MV (mercury vapor) lamps in cobrahead and pendant fixtures. The project will save an estimated 80,000 KWhrs of energy, or \$10,400 in energy cost per year.

This project will result in a safer system, effectively reducing energy usage and the maintenance required on the system. The timeline is estimated to be:

Advertise Project:	January 2018
Contract Award:	July 2018
Construction Complete:	July 2019
Board Acceptance:	December 2019

**DEPARTMENT OF PUBLIC WORKS  
BUREAU OF STREET LIGHTING**

**REPORT NO. 1**

**August 9, 2017**

**Page 3**

**3. WILSHIRE BLVD - CURSON AVE TO WILTON PL (VISION ZERO) STM/STP – CD 4**

**Loan Amount Requested: \$1,640,000**

The project location is on the High Injury Network of the Mayor's Vision Zero Initiative. This STM conversion project will replace the existing high voltage street lighting with low voltage LED units.

The street lighting system was installed circa 1956 with lead sheath cable. Whether it is dirt accumulation or deterioration, lead sheath cable in aged conduit does not allow the existing cables to be removed to an extent where new wires may be installed in the existing conduit. Since the existing conduit cannot be reused, new conduit will be installed.

Approximately 328 fixtures will be converted to LED. These fixtures are decorative utilizing old energy inefficient lamps. The new project will replace them with the same ornate look. The project will save an estimated 401,000 KWhrs in energy, or \$52,000 in energy cost per year.

This project will result in a safer system, effectively reducing energy usage and the maintenance required on the system. The timeline is estimated to be:

Advertise Project:	June 2018
Contract Award:	December 2018
Construction Complete:	March 2020
Board Acceptance:	September 2020

**4. VENTURA BL - AMIGO AVE TO CALHOUN AVE (VISION ZERO) STM/STP – CD 3, 4, 5**

**Loan Amount Requested: \$800,000**

The project location is on the High Injury Network of the Mayor's Vision Zero Initiative. This STM conversion project will replace the existing high voltage street lighting with low voltage LED units.

The street lighting system was installed between 1962 and 1972. Though the existing cables are not lead sheathed, the conduits between Densmore Ave and Sepulveda Blvd have deteriorated and need to be replaced.

Approximately 220 lights will be converted to LED. The existing luminaires are a mix of HPS, MV and incandescent cobrahead fixtures. All fixtures will be replaced with LED. The project will save an estimated 160,000 KWhrs in energy, or \$21,000 in energy cost per year.

This project will result in a safer system, effectively reducing energy usage and the maintenance required on the system.

The timeline is estimated to be:

Advertise Project:	January 2018
Contract Award:	July 2018
Construction Complete:	July 2019
Board Acceptance:	December 2019

**DEPARTMENT OF PUBLIC WORKS  
BUREAU OF STREET LIGHTING**

**REPORT NO. 1**

**August 9, 2017**

**Page 4**

**5. ENHANCED MTA BUS STOPS SECURITY LIGHTING – CD (various locations).**

**Loan Amount Requested - \$750,000**

The Bureau of Street Lighting has identified 18 bus stops from the list provided by LAMTA that qualify for federal reimbursement of design and construction costs under the program. The improvements at these bus stops will greatly enhance the existing security lighting system's reliability and light output thereby improving bus riders/pedestrian safety sensibility.

There's no existing security lighting provided at these 18 bus stops. This project will provide a comfortable visibility to encourage pedestrian and bus rider traffic. The timeline is estimated to be:

Advertise Project:	January 2018
Contract Award:	June 2018
Construction Complete:	January 2019
Board Acceptance:	June 2019

**FISCAL IMPACT STATEMENT**

There is no impact to the City's General Fund. The PWTF will front fund the projects for a total of \$6,875,000, and the PWTF will be reimbursed by the Street Lighting Maintenance Assessment Fund as soon as grant proceeds are received from Caltrans and LAMTA-FTA.

**STATUS OF FINANCING**

If awarded, funding will be available at the PWTF, Fund 834 to transfer to Street Lighting Maintenance Assessment (SLMAF) Fund, 347, New Account (Project Name) to front fund the construction and design of the projects. Funds will be transferred from the PWTF to SLMAF upon awarding of contract and showing proof of grant award.

Federal billings will be submitted progressively and PWTF will be reimbursed as grant proceeds are received from Caltrans and LAMTA as per Recommendation 1.1.3.

Report prepared by:

James Quigley and Kerney R. Marine, Jr.  
Senior Engineering Managers  
(213) 847-1476 and (213) 847-1484

Respectfully submitted,



Ed Ebrahimian, Director  
Bureau of Street Lighting

**Board Report**

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**File #:** 2017-0253, **File Type:** Contract**Agenda Number:** 31.

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**SYSTEM SAFETY, SECURITY AND OPERATIONS COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT: PARKING ENFORCEMENT SERVICES TRANSITION****ACTION: APPROVE RECOMMENDATIONS****RECOMMENDATION**

CONSIDER:

- A. AUTHORIZING the transition of parking enforcement services from Metro Transit Security and the Los Angeles Sheriff's Department (LASD) to the Parking Management unit; and
- B. AUTHORIZING the Chief Executive Officer to execute a five-year, firm fixed price Contract No. PS37647008 to SP+ Municipal Services, for parking enforcement services at Metro parking facilities serving Metro's transit system in the amount of \$4,599,446, subject to resolution of protest(s), if any.

**ISSUE**

Improving parking enforcement is part of Parking Management's broader set of efforts to maximize transit parking and improve customer service. In conjunction with the Parking Management Pilot Program ("Pilot Program"), consistent parking enforcement is needed to assist in managing parking demand in Metro's transit lots. Addressing non-transit use of spaces, compliance with parking regulations and proper use of facilities maximizes the space available to transit riders. Parking Management staff worked with Transit Security to develop a plan to transition parking enforcement to the Parking Management unit and has procured a contract for parking enforcement services at all Metro-operated parking facilities. The System Security and Law Enforcement Division is working together with Labor Relations to ensure compliance with the collective bargaining agreement, and the proposed actions assure that Transit Security would still perform key aspects of parking enforcement, as permitted by state law. Personnel of the contracted service and Transit Security will both be members of the Teamsters Local 911.

Staff is requesting authorization for the transition of duties of parking enforcement to Parking Management. If approved, the Parking Enforcement Program will be fully operational by winter 2018. Parking citations processing and adjudication will continue to be handled by Transit Court.

**DISCUSSION****Background**

Parking enforcement is currently handled by Metro Transit Security and contracted law enforcement, whose primary focus is to provide safety and security at Metro properties. This expansive purview limits their ability to properly enforce parking regulations along Metro’s expanding transit system.

Transition and outsourcing of parking enforcement to non-sworn officers was introduced to the Board as one of Metro’s RAM (“Risk Allocation Matrix”) initiatives in January 2016. The initiative requires Board approval for its implementation.

Metro currently parks approximately four million cars a year at 87 parking facilities throughout Los Angeles County and issues approximately 5,000 parking citations per year. As the transit system continues to expand, so will the need to administer a more proactive and focused parking enforcement management program.

Parking Enforcement Transition

As part of the Supportive Transit Parking Program (“STPP”) Master Plan study, Walker Parking Consultants (“Walker”) conducted a parking enforcement analysis of Metro-operated parking facilities. The analysis indicates that the parking citation issuance at Metro parking facilities is lower than other comparable transit agencies. Metro issued approximately 5,000 citations (0.0013% of total cars parked) which is 90% fewer citations per space per year compared to two other sizable transit agencies. See the following table.

Comparison of Citation Issuance to Other Transit Agencies

Agency	Number of Spaces	Parking Citations	Citations/Space/Year	Citation Issuance Relative to Metro
Transit Agency 1	48,000	98,700	2.06	8.5
Transit Agency 2	50,400	132,000	2.62	10.8
Metro	21,200	5,140	0.24	n/a

Source: Walker Parking Consultants, 2016

Therefore, Walker recommends that Metro utilize non-sworn officers and new innovative technology solutions to improve the performance of parking enforcement while also allowing Metro Security and contracted law enforcement to primarily focus on safety and security.

Transitioning the parking enforcement duties to the Parking Management unit will allow Metro Transit Security and contracted law enforcement to reallocate their resources to further focus on safety and security along Metro transit system. This move will also enhance safety at Metro parking facilities with additional personnel on site consistently and with dedicated staff resources.

Cost Analysis

Based on a recent coordinated parking enforcement review, four Los Angeles Sheriff Department (“LASD”) officers along with three Metro support staff issued 35 parking citations in a six-hour time period. This effort covered three Metro parking facilities along the Expo Line. The labor cost of LASD

officers was over \$3,000, far in excess of the citation revenue. In contrast, by utilizing non-sworn officers with the proposed new technology solutions for the same enforcement effort, the total labor cost for issuing 35 citations at three locations would be \$40.00, as shown on the following table.

**Coordinated Enforcement**

	Labor Hour Billable Rate	Labor Cost	Per Citation Labor Cost
<b>MTA Security</b>	\$ 64.04	\$ 1,536.96	\$ 43.91
<b>LASD</b>	\$ 140.00	\$ 3,360.00	\$ 96.00
<b>Parking Enforcement</b>	\$ 20.00	\$ 40.00	\$ 1.14

- \*LASD/MTA: 4 officers for 6 hour
- \*Proposed: 1 non-sworn officer @
- \*Hourly bill rate includes all labor

Through the new parking enforcement program, the estimated labor cost will result in approximately \$1.15 per citation.

Based on a comparable analysis by Walker, an estimated 25,000 parking citations would be expected to be issued per year. However, staff is planning to take a softer and customer service based approach on the parking citations issuance during the transition year, and only projects 15,000 parking citations to be issued. The average parking citation per Metro’s Parking Ordinance and Fee Resolution is \$58.00 which is expected to generate approximately \$870,000 in gross parking citation revenue during year one.

A parking enforcement transition will not only eliminate jurisdiction confusion among Metro Transit Security, LASD and CHP officers, it will also consolidate parking enforcement, eliminating the cost of reimbursement to other agencies.

Parking Enforcement Program

To move forward with the transition, Parking Management held several interdepartmental meetings leading to an agreement by Metro Transit Security Management, Countywide Planning, Transit Court and Parking Management to transition parking enforcement responsibilities to the Parking Management unit. In preparation for this transition, Parking Management has assigned a parking enforcement manager to oversee this parking enforcement contract and all parking enforcement-related duties.

The Parking Enforcement Program objectives are to:

- Facilitate availability of parking spaces throughout the system to transit users.
- Ensure compliance with Metro’s Parking Ordinance at Metro parking facilities.
- Support the Pilot Program.
- Increase safety and security with consistent presence.

- Identify and report maintenance needs.
- Improve overall customer satisfaction with the transit system.

Parking Management has developed a parking enforcement transition program centered on contracting with a parking enforcement contractor. The contractor's services will focus on enforcing Metro's Parking Ordinance and Parking Fee Resolution (Metro Administration Code Chapter 8), adopted by the Board in September 2015, at all Metro-operated parking facilities. Features of the enforcement program include:

- *Innovative technology to support the Parking Management Pilot Program ("Pilot Program") and enforce parking regulations.* Parking enforcement vehicles will be equipped with mobile license plate recognition (LPR) cameras which are integrated with all parking payment systems available to Metro customers.
- *Reduction of enforcement operating costs by appropriately utilizing non-sworn peace officers and providing dedicated enforcement resources.*
- *Proactive approach driven by compliance data.*
- *Support for the Pilot Program and the overall STPP Master Plan findings and recommendations.*
- *Transit Court:* All citation administration and adjudication will remain with Transit Court.

### Labor Relations

Labor Relations Staff is discussing the initiative with Teamster Local 911 Transit Security Management to ensure the compliance with the collective bargaining agreement. In accordance with the collective bargaining agreement, Transit Security will continue to perform key aspects of parking enforcement, only as permitted by state law, along with the contracted service provider. Metro committed to include specific language in the service contract to illustrate each party's duties. The service contractor will also be required to utilize Teamster Local 911 members to perform contracted services.

### Parking Enforcement Implementation Plan

Metro Parking Management and Transit Court have developed the following inter-departmental responsibilities after the transition:

#### *Metro Parking Management Unit Responsibilities:*

- Implement new parking enforcement protocol, procedures and schedule for the new parking enforcement program.
- Enforce Metro's Parking Ordinance and Parking Fee Resolution.
- Patrol all Metro-managed parking facilities.
- Report all irregular activities to Transit Court for coordination with law enforcement and/or Metro Transit Security.
- Provide adequate materials for hearing and appeal process to Transit Court.
- Upload via the Transit ECitation Software Application all parking citation data in a citation database of Transit Court.



- Install and purchase all parking enforcement equipment and innovative solutions.
- Procure, monitor performance, audit and administer the parking enforcement contractor contract.

#### *Metro Transit Security Responsibilities*

- Enforce Metro Parking Ordinance violations not related to payment.
- Enforce all Metro adopted Administrative Codes.

#### *LASD/LAPD/LBPD Responsibilities:*

- Enforce all California Vehicle Code violations.
- Enforce ADA placard and license plate compliance and parking violations.
- Impound and towing of vehicles according to regulation.

#### *Metro Transit Court Responsibilities:*

- Process and collect parking citation fees.
- Conduct initial review of citations.
- Conduct an Administrative Hearing.
- Audit and account for the parking citation revenue collection.
- Recruit the independent reviewer and/or hearing officers and pay the costs for the review and hearing officers.
- Retention and safekeeping of the records of the appeal hearings.
- Prepare case package for citations which require further appeal process to the Superior Court and represent the Agency on appeals at Superior Court.
- Respond to customer-related citation complaints.

#### The Selected Contractor

Major contract tasks include:

- Enforcement of Metro Parking Ordinance and Fee Resolution.
- Report irregular activities to Metro.
- Report maintenance needs at Metro parking facilities.
- Develop a parking enforcement database available to Metro at all times.

The parking enforcement contractor will utilize the latest technology in the parking industry. Some of the parking equipment provided by the parking enforcement contractor include: vehicles, printers, cameras, parking citation issuance handhelds and mobile license plate recognition system. The parking enforcement contractor will also be able to integrate its system with Metro's current parking programs and Transit Court citation issuance applications. All equipment will be housed and maintained by the contractor.

#### **DETERMINATION OF SAFETY IMPACT**

Once implemented, the parking enforcement contractor's services will improve the safety of patrons

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at Metro transit parking facilities. Parking enforcement officers will increase vigilance and a sense of safety and security at Metro parking facilities. The regular visibility of parking enforcement officers will help reduce speeding and deter illegal and unsafe activities on Metro property. Parking enforcement officers will be able to address situations and notify Transit Security more proactively. Contracted law enforcement and Metro's Transit Security will be able to reallocate their time and resources to further focus on safety and security of the transit system.

## **FINANCIAL IMPACT**

Once the program is implemented at all 87 Metro stations' parking facilities, staff anticipates the gross parking citation revenue estimated at \$6,670,000 over five years. The estimated operating cost for the duration of the five year contract is \$4,599,446. Based on an average parking citation cost of \$58.00 and 15,000 parking citations during FY18, the program will generate \$870,000 in year one for a total recovery cost of 81% of the parking enforcement contract in the current fiscal year.

Assuming parking citation issuance at Metro parking facilities reaches the anticipated 25,000 parking citations annually from year two to year five, the program will recover 100% of the parking enforcement services contract value. The remaining balance will also help to recover administration and citation processing costs by Transit Court and contribute to the RAM Initiative. The program will also eliminate the current operating losses by significantly reducing labor cost.

### **Impact to Budget**

The contract cost is included in Parking Management unit's annual operating budget in Cost Center 3046 in FY18 under Account 50316, Project 308001 and Task 01.01 for Professional and Technical Services. This motion does not require any budget amendment. Since this is a multi-year contract, the cost center manager and Chief Planning Officer will be responsible for budgeting for future costs in future years.

## **ALTERNATIVES CONSIDERED**

The Board may choose to maintain status quo and not authorize moving forward with the transition and award of the contract to outsource parking enforcement service. This is not recommended as Metro would then continue to utilize law enforcement and transit security resources for this task and operate without ample level of parking enforcement. The labor cost of continuing to utilize law enforcement and transit security officers for this task while fully enforcing rules and regulations will also continue to remain high with low efficiency. Not moving forward with this contract would be counter to Metro's RAM and continue operation without innovative solutions. This program is a large component of the Pilot Program and the STPP Master Plan and the examination of a long-term parking management strategy to manage Metro's parking resources.

## **NEXT STEPS**

Upon approval by the Board, staff will execute Contract No. PS37647008 with SP+ Municipal Services in the amount of \$4,599,446 to implement the Parking Enforcement Program.

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Successful transition of parking enforcement responsibilities to the Parking Management unit is expected to be completed by winter of 2018.

**ATTACHMENTS**

Attachment A - Procurement Summary  
Attachment B - DEOD Summary

Prepared by: Frank Ching, Senior Director, Countywide Planning & Development, (213) 922-3033  
Cal Hollis, SEO, Countywide Planning & Development, (213) 922-7319

Reviewed by: Therese W. McMillan, Chief Planning Officer, (213) 922-7077  
Alex Wiggins, Chief System Security & Law Enforcement Officer, (213) 922-7415  
Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



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Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

## METRO PARKING ENFORCEMENT SERVICES/PS37647008

1.	<b>Contract Number:</b> PS37647008	
2.	<b>Recommended Vendor:</b> SP+ Municipal Services	
3.	<b>Type of Procurement (check one):</b> <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	<b>A. Issued:</b> 2/10/2017	
	<b>B. Advertised/Publicized:</b> 2/10/2017	
	<b>C. Pre-Proposal Conference:</b> 2/22/2017	
	<b>D. Proposals Due:</b> 3/20/2017	
	<b>E. Pre-Qualification Completed:</b> 5/4/2017	
	<b>F. Conflict of Interest Form Submitted to Ethics:</b> 5/9/2017	
	<b>G. Protest Period End Date:</b> 9/22/2017	
5.	<b>Solicitations Picked up/Downloaded:</b> 33	<b>Bids/Proposals Received:</b> 3
6.	<b>Contract Administrator:</b> Ana Rodriguez	<b>Telephone Number:</b> (213) 922-1076
7.	<b>Project Manager:</b> Frank Ching	<b>Telephone Number:</b> (213) 922-3033

**A. Procurement Background**

This Board Action is to approve Contract No. PS37647008 issued to provide parking enforcement services at all 87 Metro owned, leased and operated parking lots for a period of five years. Board approval of contract awards are subject to resolution of any properly submitted protest.

The RFP was issued in accordance with Metro's Acquisition Policy and the contract type is a firm fixed price.

Two amendments were issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on February 14, 2017, provided clarification on the Evaluation Criteria and Submittal Requirements;
- Amendment No. 2, issued on March 2, 2017, extended the RFP due date to March 20, 2017.

A pre-proposal conference was held on February 22, 2017 and was attended by five participants representing four firms. There were 33 questions submitted and responses were released prior to the proposal due date.

A total of 33 firms downloaded the RFP and were included on the plan holders' list. A total of three proposals were received on March 20, 2017.

## **B. Evaluation of Proposals**

A Proposal Evaluation Team (PET) consisting of staff from Metro, the City of Inglewood and the City of Pasadena was convened and conducted a comprehensive technical evaluation of the proposals received.

The proposals were evaluated based on the following evaluation criteria and weights:



Several factors were considered when developing these weights, giving equal importance to the experience and qualifications, operation and staffing plans, equipment and software, and price.

From March 21, 2017 through April 6, 2017, the PET conducted its independent evaluation of the proposals received. The PET determined that all three firms were within the competitive range. The firms are listed below in alphabetical order:

1. LAZ Parking, Inc.
2. Serco, Inc.
3. SP+ Municipal Services

On April 6, 2017, the PET conducted interviews of the three firms. The firms had an opportunity to present their proposed project manager, the team's qualifications, and respond to the PET's questions. More specifically, the firms were asked to present a focused presentation with more detail on their proposed operation and staffing plan.

The final scoring, after interviews, determined SP+ Municipal Services to be the highest rated proposer.

### **Qualifications Summary of Firms within the Competitive Range:**

#### **SP+ Municipal Services (SP+)**

SP+ Municipal Services is an operating division of SP+ Corporation with over 140 years of combined municipal parking experience. They have parking enforcement contracts in 15 states with several cities such as the City of Newport Beach, Santa Ana and Santa Monica. They have a strong local presence with multiple locations and a sizable portfolio that gives them access to a large labor pool to support all of

Metro's facilities. Moreover, SP+ has transit parking enforcement experience from Chicago Transit Authority and Regional Transit District (RTD) in Colorado. SP+'s proposed operation plan was thorough and well thought out providing Metro with a clear overview of their driving routes, staffing plan, and uniform selections. The plan and proposed team from SP+ exhibited their experience and attention to detail in their proposal and further gave a more detailed presentation of their operating plan during the interview including an interactive map of the driving routes proposed. The proposed project manager is a former law enforcement officer who has previously managed parking enforcement operations and demonstrated his knowledge and experience during the interview. The project manager projected confidence in undertaking this new program to deliver to Metro a high quality enforcement program with an emphasis in customer service. The team submitted a detailed proposal, and spoke confidently during the interview on the key aspects of this project such as adequate planning, administration, management, uniforms, communication, customer service, and most importantly, safety.

### **Serco, Inc. (Serco)**

Serco, Inc. is a parking enforcement firm that has over 24 years of experience providing parking enforcement services for the City of San Francisco, the City of West Hollywood, and the City of Inglewood as well as other municipalities in the United States and internationally. Serco's proposal for this project included a good operation and staffing plan. However, they did not propose any coverage on the weekends, they did not include samples of monthly reports in the proposal, and the proposed project manager only had a little over 3 years of parking enforcement experience. Also, all firms were specifically requested to prepare an interview presentation focusing on additional details on their operation plan. Serco's presentation focused more on the firm's overall experience rather than the specifics of this project.

### **LAZ Parking, Inc. (LAZ)**

LAZ Parking was founded in 1981 and currently has locations all across the United States. While they have limited local experience in parking enforcement, they have experience out of state such as the management of the City of Chicago's on-street parking meter system that includes supplemental enforcement services. The proposed operation plan lacked a strategic approach giving the impression that the proposer did not fully understand the intent of the program being implemented. All firms were asked by the PET to prepare a presentation focusing on the proposed operation plan; however LAZ Parking did not provide more detail on the operating plan but mostly presented on the firm's history and background. Also, the PET requested that the proposed project manager be present at the interview to answer questions pertaining to their experience. LAZ's project manager did not attend the interview, as they proposed one person in the written proposal but then decided to conduct a recruitment specifically for the position, should they be awarded the contract. This was a key deficiency due to the fact that this parking enforcement

program is new to Metro and the PET wanted to have the opportunity to speak to and question the proposed project managers and ascertain their experience, thoughts, and ideas for this project.

Following is a summary of the PET evaluation scores:

1	Firm	Average Score	Factor Weight	Weighted Average Score	Rank
<b>2</b>	<b>SP+ Municipal Services</b>				
3	Experience and Qualifications	80.00	20.00%	16.00	
4	Personnel Qualifications, Availability, and Capabilities	90.00	10.00%	9.00	
5	Operation, Staffing, Customer Service, Auditing, and Reporting Plans	85.83	20.00%	17.17	
6	Budget Plan	80.00	10.00%	8.00	
7	Equipment and Software	90.00	20.00%	18.00	
8	Price	100.00	20.00%	20.00	
<b>9</b>	<b>Total</b>		<b>100.00%</b>	<b>88.17</b>	<b>1</b>
<b>10</b>	<b>Serco, Inc.</b>				
11	Experience and Qualifications	86.67	20.00%	17.33	
12	Personnel Qualifications, Availability, and Capabilities	63.33	10.00%	6.33	
13	Operation, Staffing, Customer Service, Auditing, and Reporting Plans	83.33	20.00%	16.67	
14	Budget Plan	80.00	10.00%	8.00	
15	Equipment and Software	83.33	20.00%	16.67	
16	Price	93.34	20.00%	18.67	
<b>17</b>	<b>Total</b>		<b>100.00%</b>	<b>83.67</b>	<b>2</b>
<b>18</b>	<b>LAZ Parking</b>				
19	Experience and Qualifications	63.33	20.00%	12.67	
20	Personnel Qualifications, Availability, and Capabilities	56.67	10.00%	5.67	
21	Operation, Staffing, Customer Service, Auditing, and Reporting Plans	64.17	20.00%	12.83	
22	Budget Plan	66.67	10.00%	6.67	
23	Equipment and Software	83.33	20.00%	16.67	
24	Price	50.07	20.00%	10.01	
<b>25</b>	<b>Total</b>		<b>100.00%</b>	<b>64.52</b>	<b>3</b>

### **C. Price Analysis**

The recommended price has been determined to be fair and reasonable based upon adequate price competition, an independent cost estimate (ICE), price analysis, technical analysis, fact finding, and negotiations.

The reason for the difference between the proposed amount and the negotiated amount is that during negotiations, Metro requested that SP+ amend their proposed operation plan to include two additional field supervisors. The proposed price increased slightly; however, the negotiated amount is still the lowest proposed price.

	<b>Proposer Name</b>	<b>Proposal Amount</b>	<b>Metro ICE</b>	<b>Negotiated amount</b>
1.	SP+ Municipal Services	\$4,408,364	\$4,402,041	\$4,599,446
2.	Serco, Inc.	\$4,723,075	\$4,402,041	
3.	LAZ Parking	\$8,804,492	\$4,402,041	

### **D. Background on Recommended Contractor**

The recommended firm, SP+ Municipal Services, a division of SP+ Corporation, is located in Los Angeles, California, and has decades of parking services experience with municipalities throughout the United States. Examples of some of their local collaborations include services for the Los Angeles Department of Transportation (LADOT), Riverside, Santa Ana, and Santa Monica. Currently, SP+ is performing parking enforcement services for the City of Newport Beach, the City of Santa Ana, and the City of Vallejo in California as well as the RTD in Colorado, the Chicago Transit Authority and the Metropolitan Rail Corporation in Illinois. SP+'s proposed project manager is a former law enforcement officer with 30 years of public service experience, including five years on the executive team of the Santa Monica Police Department. In partnership with Metro, the SP+ team will enforce Metro's parking ordinances with efficiency in order to provide high quality service and ensure that Metro's parking resources are utilized primarily by Metro's transit patrons.



## DEOD SUMMARY

## PARKING ENFORCEMENT SERVICES / PS37647008

**A. Small Business Participation**

The Diversity and Economic Opportunity Department (DEOD) did not establish a Small Business Enterprise (SBE) goal for this procurement based on lack of subcontracting opportunities. According to the Project Manager, the parking enforcement and citation services include specialized training, technology, and court related requirements currently performed by the Los Angeles Sheriff's Department. These duties, as well as the low emission, fuel efficient vehicles with security levels equivalent to police vehicles, cannot be sourced by any subcontractors in the enforcement service industry.

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy (LW/SCWRP) is applicable to this Contract. Metro staff will monitor and enforce the policy guidelines to ensure that applicable workers are paid at minimum, the current Living Wage rate of \$16.18 per hour (\$11.27 base + \$4.91 health benefits), including yearly increases of up to 3% of the total wage. In addition, contractors will be responsible for submitting the required reports for the Living Wage and Service Contract Worker Retention Policy and other related documentation to staff to determine overall compliance with the policy.

**C. Prevailing Wage Applicability**

Prevailing wage is not applicable to this Contract.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract.

# Parking Enforcement Program

Presented by:  
Frank Ching  
Sr. Director, Parking Management  
Countywide Planning & Development  
Los Angeles County Metropolitan Transportation Authority



# Parking Enforcement Program

## Current program

- Performed by Contracted Law Enforcement, Transit Security & CHP (CALTRANS)
- Coordinated effort
- Re-active complaint based response
- Availability based on allowable resource
- Safety, security & criminal activity are top priorities

## Purpose of proposal

- Eliminate jurisdiction confusion
- Reallocate police and security resources to focus on safety and security
- Consolidate to one parking enforcement team throughout the system
- Increase efficiency by implementing new parking enforcement technology
- One of proposed RAM initiatives introduced to the board



# Parking Enforcement Transition

## – Proactive approach

- Regular visits to all parking locations, identifying possible safety concerns and reporting to the necessary departments.
- Reduce customer complaints by addressing concerns in real time with around the clock parking enforcement.
- Ensure facilities are being used for their intended purposes and space is available for Metro transit riders.



## – Safety and Security

- Transitioning parking enforcement allows law enforcement and transit security to be primarily focused on safety and security rather than issuing parking tickets.



# Parking Enforcement Transition

- Parking Consultant study and recommendation
  - Metro parking program parks approximately 4 million cars per year
  - 4% of violation rate parking industry standard
  - Translates to 160,000 citations annually
- Customer service oriented approach
  - 15,000 citations anticipated in year one

Comparison of Parking Citation Issuance to Other Transit Agencies

Agency	Number of Spaces	Parking Citations	Citations/Space/Year	Citation Issuance Relative to Metro
Transit Agency 1	48,000	98,700	2.06	8.5
Transit Agency 2	50,400	132,000	2.62	10.8
Metro	21,200	5,140	0.24	n/a

Source: Walker Parking Consultants, 2016



# New Technology

- New Technology and Efficiency
  - Mobile License Plate Recognition System
  - Integrated with Pay Stations
  - Integrated with Monthly Permit System
  - Fully Automated Verification System
  - Real-Time Communication System
  - No Equipment or Vehicle Upfront Set up or Purchase Cost
  - All equipment, software and vehicles will amortize through the contract term of 5 years.



# Cost analysis

- Case study (coordinated enforcement on March 16<sup>th</sup>, 2017 )
  - 4 LASD officers in six hours with three staff assistance to issue 35 citations at 4 stations (ran out of citation tickets) found 5 errors (more than 10%)
  - 24 labor hours of LASD officers, over \$3,360 in cost. Plus other assisted staffing labor cost (approximately \$950) and administration cost. With just LASD labor, cost per citation is \$96.
  - New proposed with integrated technology, two labor hours @ \$20 = \$40. Cost per citation, \$1.14.
  - New Innovative System will increase accuracy with automation.



# Citation Issuances & Revenue Estimation, Transit Court Budget

- Currently, we issue approximately 5,000 citations a year which is only 0.0013% of the Metro parking population.
- Citation Fee average is \$58.00, anticipated first \$8 to \$13 per citation from gross citation revenue collection goes to processing and administration
- 15,000 citations anticipated which is a conservative approach with a customer service oriented rollout.
- Anticipate \$750,000 to \$1,000,000 of parking citation revenue after processing and administration cost will be generate to offset the cost of the new enforcement service contract.

- All revenue will deposit to General Fund





# Next Steps

- Preparation and Setup
  - Upon award and execution of a contract, begin transitioning Parking Enforcement responsibilities.
    - Integrations with Transit Court for citation upload
    - Establish admin view for Transit court adjudication in enforcement software
- Equipment
  - Purchase, mount LPR and brand vehicles
  - Integrate all payment solutions with enforcement software
- Launch
  - Full transition and launch of new Parking Enforcement team by January, 2018.





**Board Report**

**File #:** 2017-0510, **File Type:** Contract

**Agenda Number:** 34.

**CONSTRUCTION COMMITTEE  
SEPTEMBER 21, 2017**

**SUBJECT: METRO BLUE LINE PEDESTRIAN SAFETY ENHANCEMENTS AT GRADE CROSSINGS**

**ACTION: AUTHORIZATION FOR LIFE OF PROJECT BUDGET ADJUSTMENT AND CONTRACT MODIFICATION AUTHORITY**

**RECOMMENDATION**

APPROVE:

A. TRANSFERRING \$1,250,000 in underruns from Project 204071 ( Metro Blue Line Station Refurbishments) into Project 205104 (Metro Blue Line Pedestrian Safety Enhancements at Grade Crossings Project) thereby adjusting the Life of Project (LOP) budget for Project 205104 from \$30,175,000 to \$31,425,000.

B. INCREASING the Contract Modification Authority (CMA) for Contract C1086 with Icon West Inc. in the amount of \$2,100,000 from \$1,298,000 to \$3,398,000.

**ISSUE**

The Metro Blue Line (MBL), which opened in 1990, is Metro’s oldest rail line. Since its opening, Metro has continuously worked to improve safety along the line. This Pedestrian Safety Enhancement at Grade Crossing project is an important project to improve safety for the high numbers of pedestrians of all ages at the many crossings. The major feature is new train-activated pedestrian crossing gates, but also includes other improvements such as ADA warning ramps and sidewalk improvements approaching the crossings.

Although they are separate projects, both this MBL Pedestrian Safety Enhancement at Grade Crossings and the MBL Station refurbishment projects are managed together. Project 204071 (Metro Blue Line Station Refurbishments) was completed well under budget in 2016 with an underrun of approximately \$6 million. The LOP budget for the Metro Blue Line Pedestrian Safety Enhancements Project (205104) was approved at the July 2015 Board in an amount of \$30,175,000, which included

all final design, Metro construction work and Union Pacific Railroad (UPRR) construction work. All work agreements within the UPRR right of way and license requirements for this project were executed on January 15, 2016, under the Metro/UPRR Public Highway At-Grade Crossing Improvement Agreement for an estimated amount of \$10,663,000. The Metro Design/Bid/Build contract C1086, in the amount of \$12,980,074, was awarded to Icon West Inc. on September 14, 2015, and the notice to proceed (NTP) was issued on October 12, 2015. The contractual schedule for completion of this project is October 10, 2017, as shown on Attachment A. Due to the design and construction contract modifications, the current plan is to finish the construction in March 2018 upon board approval of the CMA and LOP adjustment requested herein.

This adjustment addresses all current and future direct and indirect cost impacts, and will provide sufficient LOP funding and CMA to cover the increased costs through completion of the project.

## **DISCUSSION**

During the construction period, there were various factors that contributed to contract changes and increased costs. The changes were mainly due to unforeseen site conditions, City requirements, and UPRR systems related changes at the project site as listed below:

- Existing underground utilities not shown on the as-built record drawings required relocation.
- Unforeseen site conditions during excavation.
- Changes due to UPRR installation of new signal houses.
- UPRR track work involved replacement/installation of new track concrete panels at crossings that required full street closures.
- Additional design changes due to existing field conditions to meet ADA requirements.
- Relocation of street light and signal pull boxes away from ADA curb ramps as required by the City of Los Angeles.
- Construction costs associated with the delay of acquiring private parcels for the project at Nadeau, Florence and Gage crossings.

The current available CMA for construction is \$1,298,000. This amount is insufficient to cover all the above additional construction changes as required for this project. The total rough order of magnitude estimate for all the changes to complete the project is anticipated to be \$3,398,000. Thus, an additional CMA of \$2,100,000 is needed as shown on Attachment B.

Given the CMA increase described above, the current LOP will need to be increased by \$1,250,000 with a total amount of \$31,425,000 as shown on Attachment D.

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## **DETERMINATION OF SAFETY IMPACT**

Upon completion of this project, the newly installed 108 active pedestrian gates will provide safer pedestrian crossings at 27 intersections along the Metro Blue Line alignment. Additionally, extraneous benefits to Metro operator and the surrounding community can be realized with the potential reduction of at-grade crossing accidents.

## **FINANCIAL IMPACT**

The funds required in FY18 for this project are included in the adopted budget. Upon board approval the LOP budget will be increased by \$1,250,000 in Cost Center 8510 (Construction Contracts/Procurement) Project 205104 (Metro Blue Line Pedestrian Safety Enhancements at Grade Crossings). Since this is a multi-year project, the Project Manager, Cost Center Manager, and Chief Program Management Officer will be responsible for budgeting the cost in future fiscal years.

### **Impact to Budget**

If recommendation A is approved, the \$1,250,000 LOP adjustment will be funded using project savings and underruns from Project 204071 as discussed above. This source is eligible for bus and rail operating and capital improvements.

## **ALTERNATIVES CONSIDERED**

The Board may choose to not authorize the adjustments to the LOP Budget and CMA for this project. This alternative is not recommended because rejection of the LOP budget and CMA increase would prohibit staff from completing this critical Metro Blue Line Pedestrians Safety Enhancements at Grade Crossings Project. Additionally, delay to the construction of this project could jeopardize MBL pedestrian safety at grade crossings, expose Metro to claims by the Contractor and prohibit UPRR staff from completing the required works as stated in the Metro/UPRR agreement.

## **NEXT STEPS**

Upon Board approval, Metro's construction management staff will issue the necessary contract modifications to continue moving the project forward with the goal of reaching substantial completion and commissioning all those pedestrian and swing gates by March 2018.

The contractor, Icon West, Inc., is shown on Attachment C as having a DEOD goal compliance deficiency. The deficiency is mainly due to the insufficient CMA required to execute the contract modifications which resulted in a work force reduction. Upon Board approval, the Contractor is committed to increase their work force immediately to meet or exceed the DEOD goals once work resumes. The attached Targeted Worker Summary Report for June 2017 shows that Icon West, Inc.

is exceeding the DEOD goals requirement.

**ATTACHMENTS**

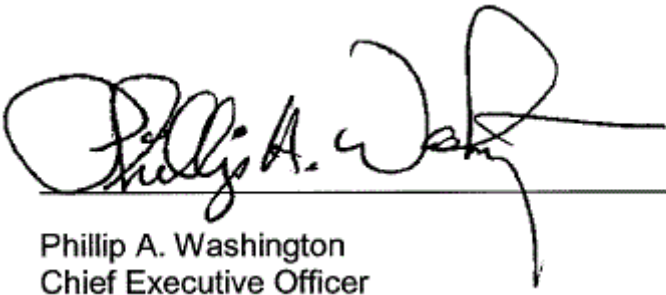
- Attachment A - Procurement Summary
- Attachment B - Contract Modification
- Attachment C - DEOD Summary
- Attachment D - Funding/Expenditure Plan

**Prepared by:**

David Chong, Director, Engineering, (213) 922-5213  
Androush Danielians, Deputy Executive Officer, Engineering, (213) 922-7598  
Brad Owen, Deputy Executive Officer, Construction Management, (213) 418-3143

**Reviewed by:**

Richard Clarke, Chief Program Management Officer, (213) 922-7557  
Debra Avila, Chief Vendor/Contract Management Officer, (213) 418-3051



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Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

METRO BLUE LINE PEDESTRIAN SAFETY ENHANCEMENTS AT GRADE  
CROSSINGS/C1086

1.	<b>Contract Number:</b> C1086		
2.	<b>Contractor:</b> Icon West, Inc.		
3.	<b>Work Description:</b> Installation of pedestrian and swing gates, pedestrian warning devices and reconstruction curb ramps for ADA compliance		
4.	<b>The following data is current as of:</b> 7/25/17		
5.	<b>Contract Status:</b> Approved		
	<b>Bids/Proposals Opened:</b>	3	<b>Contract Award Amount:</b> \$12,980,074.00
	<b>Contract Awarded:</b>	9/14/15	<b>Total of Modifications Approved:</b> \$1,296,203.00
	<b>NTP:</b>	10/12/15	<b>Current Contract Value:</b> \$14,276,277.00
	<b>Original Complete Date:</b>	10/10/17	<b>Current Est. Complete Date:</b> 3/30/18
6.	<b>Contract Administrator:</b> Helen Gates-Bryant		<b>Telephone Number:</b> 213-922-1269
7.	<b>Project Manager:</b> David Chong		<b>Telephone Number:</b> 213-922-5213

**A. Procurement Background**

On September 14, 2015, Contract No. C1086 was awarded to Icon West, Inc., in the amount of \$12,980,074.00, for the installation of pedestrian and swing gates, pedestrian warning devices, and the reconstruction of existing curb ramps for ADA compliance at 27 grade crossing intersections along the Metro Blue Line corridor in the City of Long Beach, City of Compton, City of Los Angeles and the County of Los Angeles.

Attachment B shows that 17 contract modifications have been issued to date to add work and eight contract modifications are currently pending. Additionally, potential redesign, ADA, pull box, lighting and crossing improvements, and other changes, as required at the 12 remaining crossings have been included. To date there have been no claims, and the project does not foresee any potential claims.

**B. Cost/Price Analysis**

The recommended price of any future changes will be determined to be fair and reasonable based upon one or a combination of the following: An independent cost estimate, cost analysis, price analysis, technical evaluation, fact finding, and negotiations.

**ATTACHMENT B**

**CONTRACT MODIFICATION/CHANGE ORDER LOG**

**METRO BLUE LINE PEDESTRIAN SAFETY ENHANCEMENTS AT GRADE  
CROSSINGS/C1086**

Mod. no.	Description	Status (approved or pending)	Cost		
			Contract Value	Mods.	Board Approved CMA
N/A	Initial Contract Award	Approved	\$12,980,074.00		\$1,298,007.00
1	Watchperson Support – Additional on track protection required by California Public Utilities Commission (CPUC) GO 175-A	Approved	\$13,076,765.00	\$96,691.00	
2	Watchperson Support – Additional on track protection required by California Public Utilities Commission (CPUC) GO 175-A	Approved	\$13,170,089.00	\$93,324.00	
3	Administrative Change – Add Provisional Sum Language	Approved	\$13,170,089.00	\$0.00	
4	Watchperson Support – Additional on track protection required by California Public Utilities Commission (CPUC) GO 175-A	Approved	\$13,264,591.00	\$94,502.00	
5	Utility Impacts – Long Beach, Compton, LA City and LA County	Approved	\$13,401,439.00	\$136,848.00	
6	Additional Surveying for Design Changes at several locations	Approved	\$13,433,695.00	\$32,256.00	
7	Watchperson Support – Additional on track protection required by California Public Utilities Commission (CPUC) GO 175-A	Approved	\$13,597,311.00	\$163,616.00	
8	Gate Arm Tip Light Wiring	Approved	\$13,648,045.00	\$50,734.00	
9	ADA Design Changes (Spring St.)	Approved	\$13,656,346.00	\$8,301.00	
10	Watchperson Support – Additional on track protection required by California Public Utilities Commission (CPUC) GO 175-A	Approved	\$13,730,354.00	\$74,008.00	
11	Grade Crossing Changes (Wardlow)	Approved	\$13,845,402.00	\$115,048.00	
12	Full Road Closures, Traffic Control Plans and Permits	Approved	\$13,953,074.00	\$107,672.00	

13	Manville Redesign Interconnect Cable @ UPRR C&S Room Power Feed Current Testing (Civil Work)	Approved	\$14,023,868.00	\$70,794.00	
14	COLA UPRR Full Road Closures Traffic Control Plan Design	Approved	\$14,085,818.00	\$61,950.00	
15	Watchperson Support – Additional on track protection required by California Public Utilities Commission (CPUC) GO 175-A	Approved	\$14,172,846.00	\$87,028.00	
16	New Interconnect Cable at UPRR Crossing House (Electrical Work)	Approved	\$14,263,232.00	\$90,386.00	
17	City of Compton Permit Fee	Approved	\$14,276,277.00	\$13,045.00	
18	<b>LA City Striping Plan Revision</b>	<b>Pending</b>	<b>\$</b>	<b>\$53,583.00</b>	
19	<b>108<sup>th</sup> Street Redesign</b>	<b>Pending</b>	<b>\$</b>	<b>\$4,575.00</b>	
20	<b>Greenleaf Redesign – ADA Changes</b>	<b>Pending</b>	<b>\$</b>	<b>\$70,322.00</b>	
21	<b>92<sup>nd</sup> Street Redesign</b>	<b>Pending</b>	<b>\$</b>	<b>\$37,015.44</b>	
22	<b>Myrrh Street Redesign – Signal Foundation &amp; ADA Changes</b>	<b>Pending</b>	<b>\$</b>	<b>\$41,589.86</b>	
23	<b>LAPD Night &amp; Noise Variance Fees</b>	<b>Pending</b>	<b>\$</b>	<b>\$3,542.00</b>	
24	<b>Compton Blvd Redesign – ADA &amp; CPUC Walk Direction Changes</b>	<b>Pending</b>	<b>\$</b>	<b>\$11,623.00</b>	
25	<b>Adjust New Signage – Reduction</b>	<b>Pending</b>	<b>\$</b>	<b>(\$4,050.80)</b>	
26	<b>Potential Redesign, ADA, Pull Box, Lighting &amp; Crossing Improvements and Other Changes as required at the 12 remaining crossings</b>	<b>Pending</b>	<b>\$</b>	<b>\$1,417,224.50</b>	
Subtotal – Approved Modifications			\$	\$1,296,203.00	\$
Subtotal – Pending Changes/Modifications			\$	\$1,635,424.00	\$
<b>Subtotal Totals: Mods. + Pending Changes/Modifications</b>			<b>\$</b>	<b>\$2,931,627.00</b>	<b>\$</b>
Subtotal – Pending Claims			\$	\$0.00	\$
<b>Total: Mods + Pending Changes/Mods + Possible Claims</b>			<b>\$</b>	<b>\$2,931,627.00</b>	<b>\$</b>
Previous Authorized CMA			\$	\$1,298,007.00	\$
CMA Necessary to Execute Pending Changes/Mods + Possible Claims			\$	\$1,635,424.00	\$
<b>Total CMA including this Action</b>			<b>\$</b>	<b>\$3,398,007.00</b>	<b>\$</b>
<b>CMA Remaining for Future Changes/Mods after this Action</b>			<b>\$</b>	<b>\$466,380.00</b>	<b>\$</b>



## DEOD SUMMARY

**METRO BLUE LINE PEDESTRIAN SAFETY ENHANCEMENTS AT GRADE  
CROSSINGS/C1086**

**A. Small Business Participation**

Icon West, Inc. made a 15.14% Small Business Enterprise (SBE) commitment. The project is 80% complete and current SBE participation is 12.63%, representing a shortfall of 2.51%. The Prime explained the shortfall is due to a sudden slowdown in the progress of the work. Metro's Project Manager confirmed that the shortfall is mainly due to insufficient Contract Modification Authority (CMA) to execute contract modifications. Upon Board approval of the proposed modification, Icon West, Inc. is expected to meet its SBE commitment once work resumes and is completed.

<b>Small Business Commitment</b>	<b>15.14% SBE</b>	<b>Small Business Participation</b>	<b>12.63% SBE</b>
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	<b>SBE Subcontractors</b>	<b>% Committed</b>	<b>Current Participation<sup>1</sup></b>
1.	Alameda Construction Services	9.65%	6.79%
2.	AZ Construction, Inc. (dba Ace Fence)	5.49%	5.35%
3.	Visible Graphics (Added)	0.00%	0.49%
	<b>Total</b>	<b>15.14%</b>	<b>12.63%</b>

<sup>1</sup>Current Participation = Total Actual amount Paid-to-Date to DBE firms ÷ Total Actual Amount Paid-to-date to Prime.

**B. Prevailing Wage Applicability**

Prevailing Wage requirements are applicable to this project. DEOD will continue to monitor contractors' compliance with the State of California Department of Industrial Relations (DIR), California Labor Code, and, if federally funded, the U S Department of Labor (DOL) Davis Bacon and Related Acts (DBRA).

**C. Living Wage Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this modification.

**D. Project Labor Agreement/Construction Careers Policy**

The Contractor is complying with PLA/CCP requirements for this project. This project is 93.02% complete (based on total construction labor hours expended, divided by the total estimated construction labor hours in the approved Employment Hiring Plan) and the contractor is achieving the 40% Targeted Worker Goal at 60.49%, achieving the 20% Apprentice Worker Goal at 24.44%, and achieving the 10% Disadvantaged Worker Goal at 12.22%. Staff will continue to monitor and report the contractor's progress toward meeting the goals of the PLA/CCP through the end of the project.

**ATTACHMENT D  
FUNDING/EXPENDITURE PLAN**

**Project 205104 – MBL Pedestrian Safety Enhancement At-Grade Crossings**

Use of Funds	FY16	FY17	FY18	FY19	Capital Costs Total
<b>Construction Phase (By Metro and Contractor)</b>					
Construction Contract Bid (C1086)	\$ 2,581,500	\$ 6,508,900	\$ 2,821,600	\$ -	\$ 11,912,000
-Concrete Panels (By Metro)	\$ -	\$ 211,000	\$ 10,000	\$ -	\$ 221,000
-Flagging (By Metro)	\$ 162,000	\$ 358,900	\$ 79,100	\$ -	\$ 600,000
-Utilities Conflicts (Allowance)	\$ 43,400	\$ 506,600	\$ -	\$ -	\$ 550,000
-Outside Curb ADA Compliance	\$ -	\$ 569,000	\$ -	\$ -	\$ 569,000
-Small Parcel Acquisition/Easement	\$ -	\$ 80,900	\$ 200,000	\$ -	\$ 280,900
<b>Subtotal Metro Construction Phase</b>	<b>\$ 2,786,900</b>	<b>\$ 8,235,300</b>	<b>\$ 3,110,700</b>	<b>\$ -</b>	<b>\$ 14,132,900</b>
<b>Construction Phase (By Union Pacific)</b>					
-UPRR Concrete Panels	\$ -	\$ 823,500	\$ 1,006,500	\$ -	\$ 1,830,000
-UPRR Active Warning Devices	\$ 1,817,300	\$ 3,526,900	\$ 1,027,800	\$ -	\$ 6,372,000
-UPRR Flagging	\$ 142,100	\$ 271,500	\$ 186,400	\$ -	\$ 600,000
-UPRR ROW Acquisition/Easement	\$ 470,000	\$ -	\$ -	\$ -	\$ 470,000
-Contingency on UP Work (T & M) @15%	\$ -	\$ -	\$ -	\$ 1,391,000	\$ 1,391,000
<b>Subtotal Union Pacific Construction Phase</b>	<b>\$ 2,429,400</b>	<b>\$ 4,621,900</b>	<b>\$ 2,220,700</b>	<b>\$ 1,391,000</b>	<b>\$ 10,663,000</b>
<b>Construction Soft Costs</b>					
Engineering (DSDC, RFI, Submittals Review)	\$ 166,900	\$ 676,300	\$ 316,800	\$ -	\$ 1,160,000
Construction Management	\$ 216,500	\$ 726,900	\$ 328,800	\$ -	\$ 1,272,200
Third Party (City of LA et al.)	\$ 68,700	\$ 22,400	\$ 190,900	\$ 20,000	\$ 302,000
Agency Costs: Project Control, Procurement support, Safety, Communications, etc.	\$ 120,600	\$ 155,000	\$ 101,300	\$ 120,000	\$ 496,900
Contract Modification Authority (C1086)	\$ -	\$ 1,296,400	\$ 2,101,600	\$ -	\$ 3,398,000
<b>Subtotal Soft Costs</b>	<b>\$ 572,700</b>	<b>\$ 2,877,000</b>	<b>\$ 3,039,400</b>	<b>\$ 140,000</b>	<b>\$ 6,629,100</b>
<b>Construction Phase Total</b>	<b>\$ 5,789,000</b>	<b>\$ 15,734,200</b>	<b>\$ 8,370,800</b>	<b>\$ 1,531,000</b>	<b>\$ 31,425,000</b>
<b>Total Project Cost</b>	<b>\$ 5,789,000</b>	<b>\$ 15,734,200</b>	<b>\$ 8,370,800</b>	<b>\$ 1,531,000</b>	<b>\$ 31,425,000</b>
<b>Source of Funds</b>	<b>FY16</b>	<b>FY17</b>	<b>FY18</b>	<b>FY19</b>	<b>Capital Costs Total</b>
Prop C 25% Bond	\$ 5,789,000	\$ 15,734,200	\$ 8,370,800	\$ 1,531,000	\$ 31,425,000
<b>Total Project Funding</b>	<b>\$ 5,789,000</b>	<b>\$ 15,734,200</b>	<b>\$ 8,370,800</b>	<b>\$ 1,531,000</b>	<b>\$ 31,425,000</b>

**Board Report**

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**File #:** 2017-0560, **File Type:** Project**Agenda Number:** 37.

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**CONSTRUCTION COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT: LEASE FOR INTEGRATED PROJECT MANAGEMENT OFFICE - WESTSIDE  
PURPLE LINE EXTENSION PROJECT****ACTION: APPROVE LEASE AMENDMENT FOR 777 FIGUEROA STREET, LOS ANGELES****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to approve a lease amendment to extend the term of the existing sublease with Maguire Properties - 777 Tower, LLC, to extend the term for sixty-two (62) months from May 1, 2018 to June 30, 2023 for the rental of approximately 41,628 rentable square feet of office space in an office building located at 777 Figueroa Street, Los Angeles, at an estimated rental cost of seven million, one hundred twenty-three thousand, nine hundred ninety-seven dollars (\$7,123,997.00) over the term of the lease.

**RATIONALE**

At its October 2010 Board meeting, the Metro Board authorized the rental of approximately 41,628 rentable square feet of office space in the office building located at 777 Figueroa Street. The original lease was a year-to-year sublease between Marsh USA, Inc. and LACMTA. In September 2011, the Board authorized an amendment to extend the term from a year-to-year lease to a fixed term that will expire on April 30, 2018. The office building was purchased by Maguire Properties-777 Tower, LLC ("Maguire Properties") in 2014 and the sublease was subsequently converted to a direct lease with Maguire Properties in December 2014 under the same terms and conditions of the original sublease with Marsh.

The office space was originally leased to house the Integrated Project Management Offices (IPMO) for the Westside Purple Line Extension and Regional Connector Transit Corridor Projects. Currently the space is occupied by the Westside Purple Line Extension Project (WPLE or Project) Sections 1, 2 and 3 staffs and consultants. The leased space has been built out with enclosed offices, open office furniture work stations, conference rooms, storage space and other amenities that are appropriate for the work that is being performed by the IPMO teams.

Now that the WPLE Section 2 is gearing up for the construction phase and WPLE Section 3 is moving toward procuring contractors to provide final design and construction, it is necessary to firm up office space for the team that will be responsible for delivering the WPLE Project, as well the engineering management support staff working on all three sections of the Project.

## **FINANCIAL IMPACT**

The lease rate for the new lease period has been adjusted to 2017 market rents; however the landlord offered several incentives which result in a very competitive rental structure as compared to other available Class A and B buildings in the downtown area (see attached Summary of Class A & B Rental Rates in downtown Los Angeles). The basic rental structure consists of the following: (a) 62-month lease term commencing May 1, 2018; (b) \$34.0/sq. ft. (Full Service Gross) with 3% annual increases; (c) five months free rent; (d) \$12/sq. ft. tenant improvement allowance; and (f) right to terminate one floor after three years with 12 months prior written notice with a three month rent penalty. There will be no pass thru of operating expenses or taxes and the lease will continue to include use of the existing furniture for the duration of the term. The estimated rental payment over the term of the 62 months is \$ \$7,123,997.

Funds are included in the FY18 budget under Projects 865518 (WPLE Section 1), 865522 (WPLE Section 2), and 865523 (WPLE Section 3) in Cost Center 8510 (Construction Project Management), and Account 51201 (Lease and Rental Property and Facilities). The amounts allocated for Sections 1 and 2 are included in their respective Life of Project (LOP) Budgets. The amount allocated for Section 3 will be included in the respective LOP Budget when it is taken to the Board for approval. Since the lease is multi-year, the Chief Program Management Officer and the Project Managers will be responsible for budgeting the costs in future years.

### **Impact to Budget**

The sources of funds for the recommended action are Measure R 35%, Measure M 35%, and Federal 5309 New Starts. The approved FY18 budget is designated for the WPLE Project and does not have an impact to operations funding sources. These funds were assumed in the Long Rang Transportation Plan for the WPLE Project. This Project is not eligible for Proposition A and C funding due to the proposed tunneling element of the Project. No other funds were considered.

## **ALTERNATIVES CONSIDERED**

Several alternatives were considered to meet the future office space needs for the Project. Each alternative includes the requirement to lease office space for the Metro staff and consultants, and to occupy a construction field office in the area of Century City for the construction team. The Project is acquiring property interests in a property located at 1950 Century Park East which is owned by the Automobile Club of Southern California ("AAA"). The acquisition includes a subsurface easement for tunnel construction and a temporary construction easement over the entire surface of the property which is improved with a two-story office building. The office building cannot be demolished due to its potential historical designation; therefore, the office building will be used by the construction management team as its construction field office during the period of construction. However, the building is not large enough to accommodate the Engineering team and the full team of Metro's Program Management staff.

Alternatives considered for providing office space included the following:

1. Relocate the entire staff at 777 Figueroa to an office space on the westside.

This alternative proved to be too expensive. Rental rates for office space on the westside near the Century City/Beverly Hills area range from \$ 47.00 to \$90.00 per rental square foot (See attached summary of rental costs in West Los Angeles). Based on a requirement for approximately 40,000 square feet of office space to house the engineering/design team, the average cost for office space would be approximately \$9,441,817 over the term of the lease. In addition to the higher rental cost, the distance from the MTA Headquarters support staff (i.e. Procurement, Legal, and Planning), expensive parking rates in nearby buildings, the extensive travel time from downtown LA where meetings are held with City of LA personnel, and travel time for staff commuting to work, locating to an office building on the westside was not considered feasible.

2. Renew the lease at 777 Figueroa (10th and 11th floors) for 62 months.

Retaining the existing space at 777 Figueroa offers the most efficient and economical alternative for a number of reasons: (a) The space is already built out and furnished, thereby eliminating additional costs for relocation, build out and disruption to existing staff; (b) the space allows for expansion due to increased staffing needs; (c) the location facilitates continued support from Metro staff located at Gateway Plaza and the City of LA staff located in downtown LA; (d) the space allows room for new projects that will come online at the time the design engineering staff will be reduced and the WPLE Sections 2 and 3 are completed; and (e) the agreement provides the ability to sublease any excess space if another Metro project is not available to use the space, and the rental terms are highly competitive with other downtown LA options as discussed below. Based on the foregoing reasons, the extension of the existing space provides the most flexible alternative for meeting the Project office space requirements.

### **NEXT STEPS**

Staff will complete negotiations of the lease amendment through the broker, Savills Studley, subject to review and approval by County Counsel.

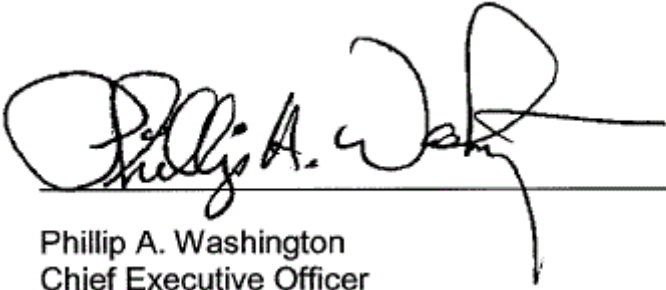
### **ATTACHMENTS**

Attachment A - Summary of Class A & B Rental Rates in downtown Los Angeles

Attachment B - Summary of Rental Costs in West Los Angeles

Prepared by: Mike McKenna, Executive Officer, Projects Engineering (213) 312-3132  
Rick Wilson, Executive Officer, Program Control (213) 312-3108  
Velma C. Marshall, Deputy Executive Officer, Real Estate (213) 922-2415  
Calvin E. Hollis, Sr. Executive Officer, Strategic Initiatives (213) 922-7319

Reviewed by: Therese W. McMillan, Chief Planning Officer, (213) 922-7077  
Richard Clarke, Chief Program Management Officer, (213) 922-7557



Phillip A. Washington  
Chief Executive Officer

## Downtown Los Angeles Comparables

Building Address	Property Type	Available Space	Rent/SF/Year FSG
555 W 5 <sup>th</sup> St	Class A Office	27,622	\$45.00
633 W 5 <sup>th</sup> St	Class A Office	23,710-77,606	\$44.00-\$47.00
515 S Figueroa St	Class A Office	22,115-31,299	\$41.00-\$43.00
601 S Figueroa St	Class A Office	22,261-44,522	\$45.00
660 S Figueroa St	Class A Office	14,242-45,546	\$37.00-\$39.00
725 S Figueroa St	Class A Office	23,427	\$44.00
777 S Figueroa St	Class A Office	21,272-82,092	\$45.00
865 S Figueroa St	Class A Office	21,214	\$41.00
444 S Flower St	Class A Office	22,286-32,177	\$43.50-\$49.00
515 S Flower St	Class A Office	24,979-71,736	\$46.00
700 S Flower St	Class A Office	13,230-62,220	\$43.80-\$49.80
300 S Grand Ave	Class A Office	25,108	\$41.00-\$43.00
333 S Grand Ave	Class A Office	26,100	\$45.00
350 S Grand Ave	Class A Office	26,987-53,400	\$42.60
355 S Grand Ave	Class A Office	26,166-52,320	\$44.00
333 S Hope St	Class A Office	25,773	\$45.00
400 S Hope St	Class A Office	27,053	\$42.00
550 S Hope St	Class A Office	23,846	\$43.00
714 W Olympic Blvd	Class A Office	20,169-40,338	\$39.00
707 Wilshire Blvd	Class A Office	18,295-153,527	\$40.00
900 Wilshire Blvd	Class A Office	21,721-271,808	\$51.00
915 Wilshire Blvd	Class A Office	30,117-78,389	\$42.00
1000 Wilshire Blvd	Class A Office	23,881	\$42.00-\$44.00

Building Address	Property Type	Available Space	Rent/SF/Year FSG
601 W 5 <sup>th</sup> St	Class B Office	24,766-43,585	\$42.00
523 W 5 <sup>th</sup> St	Class B Office	7,740-58,696	\$51.00
611 W 6 <sup>th</sup> St	Class B Office	32,000-96,000	\$39.00-\$42.00
818 W 7 <sup>th</sup> St	Class B Office	22,006-41,774	\$37.00-\$39.00
445 S Figueroa St	Class B Office	16,802-50,404	\$43.00

## Century City Comparables

Building Address	Property Type	Available Space	Rent/SF/Year FSG
1999 Avenue of the Stars	Class A Office	20,000-35,000	\$54.00-\$75.00
2029 Century Park E	Class A Office	27,329-61,061	\$60.00
2049 Century Park E	Class A Office	27,311-65,807	\$60.00
10250 Constellation Blvd	Class A Office	22,920-68,296	\$66.00-78.00

Building Address	Property Type	Available Space	Rent/SF/Year FSG
1900 Avenue of the Stars	Class B Office	23,181	\$47.00-\$57.00
1901 Avenue of the Stars	Class B Office	27,132	\$54.00
1925 Century Park E	Class B Office	19,881-39,762	\$51.00

## Beverly Hills Comparables

Building Address	Property Type	Available Space	Rent/SF/Year FSG
9242 Beverly Blvd	Class A Office	34,908	\$64.80
335-345 N Maple Dr	Class A Office	25,000-71,815	\$61.20-\$66.60
407 N Maple Dr	Class A Office	36,236	\$64.80
9465 Wilshire Blvd	Class A Office	22,099	\$79.80-\$90.00
9665 Wilshire Blvd	Class A Office	25,468	\$80.00

Building Address	Property Type	Available Space	Rent/SF/Year FSG
8383 Wilshire Blvd	Class B Office	22,794	\$48.00





**Board Report**

**File #:** 2017-0563, **File Type:** Contract

**Agenda Number:** 38.

**CONSTRUCTION COMMITTEE  
SEPTEMBER 21, 2017**

**SUBJECT: THIRD PARTY ADMINISTRATION**

**ACTION: CITY OF LOS ANGELES FY18 ANNUAL WORK PLAN APPROVAL**

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute annual expenditure budget plan for the FY18 Annual Work Plan for the City of Los Angeles.

**ISSUE**

During the design, construction and maintenance phases of Metro projects, a significant amount of support is required from local jurisdictions via an annual work plan. The annual work plan shall serve as a commitment from the agency for the reimbursement of services by City of Los Angeles reviewing jurisdictions for an estimated amount of services. Without an annual work plan, the City of Los Angeles jurisdictions have no funding sources to support the projects.

**DISCUSSION**

The action contained herein provides funding for the City of Los Angeles participation in the project within the limit of the current approved FY18 budget for Third Party Review and maintenance. (See Attachment A)

Metro staff efforts to proactively manage these costs will include the following:

- A. Controlling the design review process through the early coordination of design efforts to define scope and establish/clarify standards and requirements.
- B. Reviewing submittals for completeness.
- C. Ensuring that the City of LA requirements are identified and addressed prior to sending the plans to the City.
- D. Reviewing timesheets with each third party organization on a monthly basis to ensure that hours charged are appropriate.
- E. Conducting executive and staff level partnering with third parties.

**DETERMINATION OF SAFETY IMPACT**

The recommended action has no impact on safety.

### **FINANCIAL IMPACT**

The funding, which may be obligated and spent under this one year work plan of \$26,756,482 is included in the FY18 budget in each of the project budgets that will require services to be performed by the City of Los Angeles. See attachment "A". Since these are multi-year projects, the respective Project Managers, cost center managers and department chiefs will be responsible for budgeting future year costs.

### **IMPACT ON BUS AND RAIL OPERATING AND CAPITAL BUDGET**

The funding for this Annual Work Plan comes from various capital project budgets. With the exception of major construction projects funded with specific grant funds, these funds are eligible for bus and rail operating and capital expenditures. No other sources of funds were considered for this activity because the primary beneficiary of the service is bus, rail and capital projects.

### **ALTERNATIVES CONSIDERED**

The Board may reject the Recommendation and direct us to include this work under Construction Contracts. This alternative is not recommended because it will delay each of the projects.

### **NEXT STEPS**

Upon MTA board approval of the annual work plan, the City of Los Angeles shall submit the annual work plan to the Los Angeles City Council and Mayor's Office for adoption.

### **ATTACHMENTS**

Attachment A - FY18 Annual Work Plan Anticipated Budget for the City of Los Angeles

Prepared by:

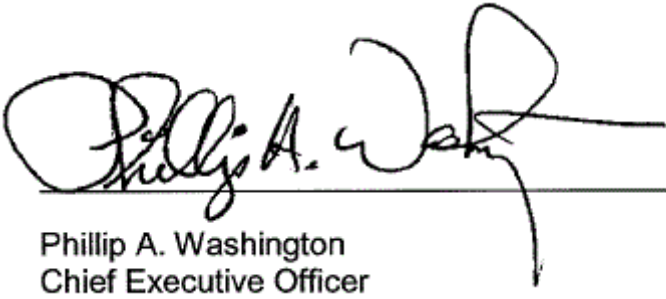
Eduardo Cervantes, Senior Director; 213-922-7255

Androush Danielians, Deputy Executive Officer; 213-922-7598

Bryan Pennington, Deputy Chief Program Management Officer; 213-922-7449

Reviewed by:

Richard Clarke, Chief Program Management Officer; 213-922-7557



Phillip A. Washington  
Chief Executive Officer

## ATTACHMENT A

### FY18 ANNUAL WORK PLAN ANTICIPATED BUDGET FOR CITY OF LOS ANGELES

#### **CRENSHAW/LAX TRANSIT (#865512)**

Dept. of Transportation	\$1,380,000
Bureau of Engineering	\$600,000
Bureau of Street Lighting	\$131,544
Bureau of Street Services	\$300,000
Contract Administration	\$1,124,807
Cross Coordination Support	\$243,721
General Services/Standard Divisions	\$190,840
Police Department/Safety	\$224,553
<hr/>	
Subtotal:	\$4,195,465

#### **REGIONAL CONNECTOR (#860228)**

Dept. of Transportation	\$2,650,000
Bureau of Engineering	\$1,200,000
Bureau of Street Lighting	\$300,000
Bureau of Street Services	\$150,000
Contract Administration	\$898,120
Bureau of Sanitation	\$80,000
Cross Coordination Support	\$285,000
Police Department/Safety	\$80,000
General Services	\$26,000
<hr/>	
Subtotal:	\$5,669,120

#### **WESTSIDE EXTENSION SECTION 1 (#865518)**

Dept. of Transportation	\$1,740,231
Bureau of Engineering	\$1,000,000
Bureau of Street Lighting	\$416,617
Bureau of Street Services	\$185,555
Bureau of Sanitation	\$95,458
Contract Administration	\$848,468
Cross Coordination Support	\$121,790
Police Department/Safety	\$63,440
<hr/>	
Subtotal:	\$4,471,559

**ATTACHMENT A (continued)**

**WESTSIDE EXTENSION SECTION 2 (#865522)**

Dept. of Transportation	\$1,594,060
Bureau of Engineering	\$1,200,000
Bureau of Street Lighting	\$391,053
Bureau of Street Services	\$117,964
Bureau of Sanitation	\$57,177
Contract Administration	\$744,843
LAPD	\$81,186
Cross Coordination	\$81,186
<hr/>	
Subtotal:	\$4,267,469

**WESTSIDE EXTENSION SECTION 3 (#865523)**

Dept. of Transportation	\$838,533
Bureau of Engineering	\$600,000
Bureau of Street Lighting	\$238,572
Bureau of Street Services	\$78,588
Bureau of Sanitation	\$41,177
Contract Administration	\$505,119
LAPD	\$31,719
Cross Coordination	\$81,186
<hr/>	
Subtotal:	\$2,414,894

**MBL PED GATES (#205104)**

Dept. of Transportation	\$138,315
Bureau of Engineering	\$300,000
Bureau of Street Services	\$11,247
Bureau of Street Lighting	\$43,181
Contract Administration	\$30,000
<hr/>	
Subtotal:	\$522,743

**PATSAOURAS TRANSIT PLAZA (#202317)**

Dept. of Transportation	\$60,000
Bureau of Engineering	\$150,000
Bureau of Street Services	\$14,450
Bureau of Street Lighting	\$97,140
Contract Administration	\$50,000
<hr/>	
Subtotal:	\$371,590

**ATTACHMENT A (continued)**

**LINK US (#460089)**

Dept. of Transportation	\$75,000
Bureau of Engineering	\$400,000
Bureau of Street Services	\$21,206
Bureau of Street Lighting	\$46,413
Contract Administration	\$15,000
<hr/>	
Subtotal:	\$ 557,619

**ESOC (#212121)**

Dept. of Transportation	\$25,000
Bureau of Engineering	\$70,000
Bureau of Street Services	\$29,704
Bureau of Street Lighting	\$70,201
Contract Administration	\$15,000
<hr/>	
Subtotal:	\$ 209,905

**I405 SEPULVEDA (#405523)**

Bureau of Engineering	\$70,000
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Subtotal:	\$70,000

**DIVISION 13 (#202001)**

Bureau of Engineering	\$30,000
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Subtotal:	\$30,000

**UNIVERSAL PED BRIDGE (#809382)**

Bureau of Engineering	\$20,000
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Subtotal:	\$20,000

**THE BLOC PEDESTRIAN PASSAGEWAY (#204136)**

Bureau of Engineering	\$7,000
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Subtotal:	\$7,000

**PICO STATION SOUTH PARK WALKABILITY IMPROVEMENTS (#460319)**

Bureau of Engineering	\$30,000
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Subtotal:	\$30,000

**ATTACHMENT A (continued)**

**MOLE RIGHT TURN GATES**

Bureau of Engineering	\$68,871
Subtotal:	\$68,871

**MBL PRESIGNAL**

Bureau of Engineering	\$50,314
Subtotal:	\$50,314

**METRO LEFT TURN GATES**

Bureau of Engineering	\$18,140
Subtotal:	\$18,140

**CIVIC CENTER SW ENTRANCE (#211010)**

Bureau of Engineering	\$10,000
Subtotal:	\$10,000

**RAILTO RIVER (#405509)**

Bureau of Engineering	\$150,000
Dept. of Transportation	\$307,592
Bureau of Street Services	\$74,829
Bureau of Street Lighting	\$119,801
Contract Administration	\$25,000
Subtotal:	\$ 677,222

**1<sup>ST</sup> AND CENTRAL (#460300)**

Bureau of Engineering	\$150,000
Dept. of Transportation	\$194,149
Bureau of Street Services	\$215,477
Bureau of Street Lighting	\$154,496
Contract Administration	\$35,000
Subtotal:	\$ 749,122

**DORAN STREET SEPERATION (#460091 )**

Bureau of Engineering	\$300,000
Subtotal:	\$300,000

**ATTACHMENT A (continued)**

**METRO SOUNDWALLS #11 (#460324)**

Bureau of Engineering	\$150,000
Dept. of Transportation	\$147,172
Bureau of Street Services	\$10,564
Bureau of Street Lighting	\$37,777
Contract Administration	\$20,000

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Subtotal: \$ 365,513

**METRO ORANGE LINE TRANSIT PRIORITY MAINTENANCE**

Dept. of Transportation	\$408,000
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Subtotal: \$408,000

**UNION STATION FORECOURT AND ESPLANADE PROJECT (405557)**

Bureau of Engineering	\$30,000
Dept. of Transportation	\$30,000
Bureau of Street Lighting	\$75,554
Contract Administration	\$10,000
Bureau of Street Services	\$71,850

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Subtotal: \$ 217,404

**NORTH HOLLYWOOD STATION ENTRANCE**

Bureau of Engineering	\$10,000
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Subtotal: \$10,000

**METRO ORANGE LINE GRADE SEPERATION**

Bureau of Engineering	\$165,000
Dept. of Transportation	\$400,000
Bureau of Street Lighting	\$35,000
Bureau of Street Services	\$35,000
Contract Administration	\$10,000
Bureau of Sanitation	\$10,000

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Subtotal: \$ 655,000

**96<sup>th</sup> STREET STATION/AMC (#860303)**

Bureau of Engineering	\$100,000
Dept. of Transportation	\$20,000
Bureau of Street Services	\$18,000
Contract Administration	\$15,000

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Subtotal: \$153,000



**ATTACHMENT A (continued)**

**PORTAL WIDENING (#865519)**

Bureau of Engineering	\$100,000
Dept. of Transportation	\$25,000
Bureau of Street Services	\$29,704
Bureau of Street Lighting	\$61,828
Contract Administration	\$20,000
<hr/>	
Subtotal:	\$ 236,532

**GRAND TOTAL: \$ 26,756,482**

**TOTAL FY18 BUDGET: \$ 26,756,482**

**Board Report**

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**File #:** 2017-0557, **File Type:** Contract**Agenda Number:** 39.

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**EXECUTIVE MANAGEMENT COMMITTEE  
SEPTEMBER 21, 2017****SUBJECT: METRO VIDEO BENCH****ACTION: AWARD BENCH CONTRACTS****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to:

- A. AWARD four-year, fixed unit rate bench Contract Nos. PS40129001 through PS40129010, with the firms listed in Attachment A, for video production services, for a not-to-exceed amount of \$2,900,000, effective October 1, 2017, through September 30, 2021; subject to resolution of protest(s), if any;
- B. EXECUTE Task Orders, on a rotational basis, under these Contracts for video production services in a total amount not-to-exceed \$2,900,000; and
- C. AUTHORIZE the option to exercise the standard 10% contract authority modification, which in this case would allow an additional \$290,000 for a total contract allowance of up to \$3,190,000.

**ISSUE**

Metro's Marketing Department produces public-facing information toward the goals of increasing ridership, improving the customer experience and informing the public about all of the agency's projects and programs. Housed in the Communications Division, the Marketing Department has traditionally used a bench of small business video production firms to supplement staff capacity in this area. As video becomes increasingly important in the digital space, staff seeks to award its small business video production bench contract in a larger amount than in the past. This larger video bench contract gives Metro the capacity to produce a greater volume of video content, assisting marketing efforts to have a greater impact. To allow the agency to produce videos tailored to the agency's increasingly sophisticated digital advertising placements, social media targeting and web/mobile presence, staff recommends awarding bench contracts to 10 video production firms:

- ALAS Media
- Anti-Villain dba Heritage Tree
- Bubba's Chop Shop
- CivilEarth

- Conceptive
- The Department of the 4th Dimension
- Friendly Filmworks
- Lux Virtual
- Producto Studios
- Triplane Film + Video

## **DISCUSSION**

Through a small-business set aside procurement, staff identified the recommended small business video production firms as possessing necessary competencies to produce video content that can assist the department in pursuing the agency's marketing communication goals. Similar to past video bench procurements, the selected firms' competencies build on Metro Communications' current in-house production abilities, providing additional capacity and proficiencies.

Staff evaluators have verified these contractors' skills in producing digital ad units, and video content to enhance information on the agency's website, blog and social media channels - all of which are growing their levels of public engagement.

### **Considerations**

Continuing to structure Metro's video capacity with a stable pool of contractors, as recommended, builds on existing in-house video production capabilities with a flexible arrangement that will allow for more production activity and larger-scale productions only as needed. Contracting with multiple small businesses allows Metro to leverage the plentiful talent from the entertainment industry, without commitment of full-time staff or purchased equipment. Metro Communications Marketing strategic marketing plan recognizes the growing role of video in the digital space and award of these Contracts helps position the department to better implement this plan.

## **DETERMINATION OF SAFETY IMPACT**

Contractors may be required to shoot footage on Metro property if the scope of a project warrants it. Staff will continue to follow all Metro safety requirements, including rail safety training for contractors and coordinating all shoots through established protocols.

## **FINANCIAL IMPACT**

The Marketing Department has budgeted \$250,000 in FY18 for video production under this contract. Because this is a multi-year contract, the Chief Communications Officer will be responsible for budgeting funds for video production in future years.

### **Impact to Budget**

Funding for video production costs will parallel allocated project funding and may include sources like fares, transportation sales taxes, federal and state funds. The impact will vary year-to-year based on project and advertising budgets to support Metro programs and initiatives.

In FY18, Marketing has allocated \$250,000 for video production within its professional and technical services budget (Public Affairs: Project 306005, Task 01.002, Account 50316 Professional and Technical Services):

- Blue Line: Project 300022, Task 22.8.01, Account 50316 Professional and Technical Services
- Green Line: Project 300033, Task 33.8.01, Account 50316 Professional and Technical Services
- Red Line: Project 300044, Task 44.8.01, Account 50316 Professional and Technical Services
- Gold Line: Project 300055, Task 55.8.01, Account 50316 Professional and Technical Services
- Expo Line: Project 300066, Task 01.01, Account 50316 Professional and Technical Services

### **ALTERNATIVES CONSIDERED**

Alternatives to Board approval include building an in-house video production team, which would require four additional full-time employees with expertise in video production and ongoing procurement of professional-level video production equipment, editing computers and software, as well as potential rental space to house all of it. This route would also require Metro to continually purchase new equipment, as technology is rapidly changing, to remain competitive. Furthermore, the agency would not be able to benefit from learnings and experience that outside video producers bring from working on a variety of high-concept productions outside of Metro.

### **NEXT STEPS**

Upon Board approval, staff will execute these video bench contracts, with task orders will be awarded on a rotational as needed basis.

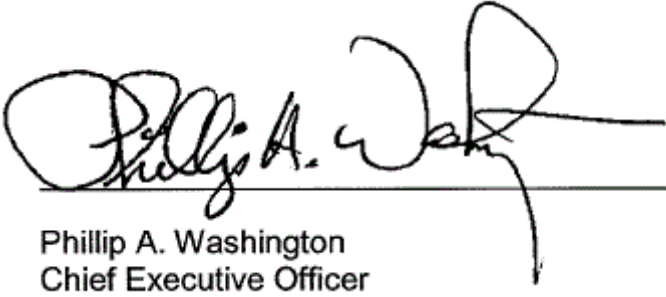
### **ATTACHMENTS**

Attachment A - Procurement Summary

Attachment B - DEOD Summary

Prepared by: Ana Vallianatos, Senior Marketing and Communications Officer, (213) 922-2248

Reviewed by: Glen Becerra, DEO, Communications (213) 418-3264  
Pauletta Tonilas, Chief Communications Officer, (213) 922-3777  
Debra Avila, Chief Vendor/Contract Management Officer,  
(213) 418-3051



Phillip A. Washington  
Chief Executive Officer

## PROCUREMENT SUMMARY

## METRO VIDEO BENCH / PS40129000

1.	<b>Contract Numbers:</b> PS40129001-010	
2.	<b>Recommended Vendors:</b> ALAS Media; Anti-Villain LLC DBA Heritage Tree Films; Bubba's Chop Shop; CivilEarth; Conceptive; The Department of the 4 <sup>th</sup> Dimension; Friendly Filmworks; Lux Virtual, LLC; Producto Studios; Triplane Film + Video	
3.	<b>Type of Procurement (check one):</b> <input checked="" type="checkbox"/> RFP <input type="checkbox"/> IFB <input type="checkbox"/> IFB-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order	
4.	<b>Procurement Dates:</b>	
	<b>A. Issued:</b> April 4, 2017	
	<b>B. Advertised/Publicized:</b> April 10, 2017	
	<b>C. Pre-proposal Conference:</b> April 17, 2017	
	<b>D. Proposals Due:</b> May 4, 2017	
	<b>E. Pre-Qualification Completed:</b> August 18, 2017	
	<b>F. Conflict of Interest Form Submitted to Ethics:</b> July 20, 2017	
	<b>G. Protest Period End Date:</b> September 25, 2017	
5.	<b>Solicitations Picked up/Downloaded:</b> 31	<b>Proposals Received:</b> 16
6.	<b>Contract Administrator:</b> Antwaun Boykin	<b>Telephone Number:</b> (213) 922-1056
7.	<b>Project Manager:</b> Ana Vallianatos	<b>Telephone Number:</b> (213) 922-2248

**A. Procurement Background**

This Board Action is to approve the award of bench Contracts Nos. PS40129001 through PS401290010 issued in support of video production services for Metro Communications Marketing Department for a four-year term. The Contracts will be effective October 1, 2017 with a cumulative total amount not-to-exceed \$2,900,000. The Project Manager will issue tasks orders on an as-needed rotational basis to the firms on the bench to allow work opportunities for all firms.

A Small Business Enterprise Set-Aside Request for Proposals (RFP) No. PS40129 was issued in accordance with Metro's Acquisition Policy and the contract type is a firm fixed unit rate IDIQ.

One amendment was issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on April 18, 2017 provided documents from the pre-proposal conference.

A total of 16 proposals were received on the due date of May 4, 2017.

**B. Evaluation of Proposal**

A total of 16 proposers responded to this solicitation. The firms are listed below in alphabetical order:

1. ALAS Media

2. Anti-Villain dba Heritage Tree
3. Boatright-Simon Picture+Sound
4. Bubba's Chop Shop
5. CivilEarth
6. Conceptive
7. Dakota Communications
8. The Department of the 4<sup>th</sup> Dimension
9. Friendly Filmworks
10. Lux Virtual
11. Media Arts LLC
12. Producto Studios
13. Triplane Film + Video
14. Two Hundred, Inc.
15. We Are Vision Inc.
16. Zeldesign

A Proposal Evaluation Team (PET) consisting of staff from Metro Communications Marketing was convened and conducted a comprehensive technical evaluation of the proposals received.

The proposals were evaluated to determine if they are technically acceptable based on the criteria stated in the RFP:

- A. Degree Of The Proposer's Experience
- B. Degree Of The Proposer's Skills
- C. Understanding Of Work

Proposers were also required to submit sample videos for the various video production categories for evaluation. Proposers were allowed to propose and submit sample videos for any category of their choosing. The categories are as follows:

1. Video Ad Unit
2. Instructional
3. Webisode
4. Documentary or News Magazine
5. Corporate Video
6. Compilation or Sizzle Reel

On May 4, 2017, the members of the PET were given copies of all written technical proposals to begin their evaluation. On May 12, 2017, the PET met to watch and evaluate all submitted sample videos. Finally, on May 30, 2017, the PET met again for final determination of technically acceptable in the categories included in the RFP. Ten firms were determined to be responsive, responsible, and technically qualified to perform the services based on the RFP's requirements.

Of the sixteen proposals received, ten were determined to be technically acceptable to provide video services under bench contracts. Proposers were evaluated and selected based on the following technically acceptable criteria outlined in the RFP: Degree of the

Proposer's Experience, Degree of Proposer's Skills and Understanding of Work. As this RFP was issued as a Small Business Set Aside, all recommended firms are SBE certified. They are listed below in alphabetical order:

No.	Contract No.	Firm	Evaluation
1	PS40129001	ALAS Media	Technically acceptable
2	PS40129002	Anti-Villain dba Heritage Tree	Technically acceptable
3	PS40129003	Bubba's Chop Shop	Technically acceptable
4	PS40129004	CivilEarth	Technically acceptable
5	PS40129005	Conceptive	Technically acceptable
6	PS40129006	The Department of the 4th Dimension	Technically acceptable
7	PS40129007	Friendly Filmworks	Technically acceptable
8	PS40129008	Lux Virtual	Technically acceptable
9	PS40129009	Producto Studios	Technically acceptable
10	PS401290010	Triplane Film + Video	Technically acceptable

### **Qualifications Summary of Firms:**

#### **ALAS Media**

ALAS Media is a San Fernando-based video production company with over nine years of globally recognized experience helping organizations and companies find, cultivate and share their stories. They offer complete video production services and specialize in marketing, documentary and corporate video. ALAS Media has created marketing videos for businesses, schools and education organizations, corporate training videos, fundraising videos for non-profits and event coverage for domestic and international clients.

#### **Anti-Villain LLC DBA Heritage Tree Films**

Heritage Tree Films is a production company based in South Los Angeles that produces quality video products for a clientele that requires stylized videos and video related products. With a modern approach and unique niche for storytelling, Heritage Tree Films has satisfied clients with their quality video production work. Heritage Tree Films has youthful, yet experienced, management and production teams that work to ensure quality video production. Heritage Tree Films centers itself around three core values: innovative products, high quality products, and affordable price points.

#### **Bubba's Chop Shop**

Bubba's in-house team is proficient in a multitude of areas of video production and marketing strategy. Based in Van Nuys, the team also brings to every project diverse perspectives, as staff comes from various backgrounds in front of and behind the camera. Bubba's Chief Executive Officer and Executive Producer is the founder of Bubba's Chop Shop. He has worked in various roles in the film industry for more than 15 years with a primary focus on



film editing. He is currently enrolled in Goldman Sachs' prestigious 10,000 Small Businesses Program, focused on helping entrepreneurs create jobs and economic opportunity by providing greater access to education, capital, and business support services. Bubba's Chop Shop has grown significantly since its launch in 2012, having worked with some of the most recognizable brands and organizations.

### **CivilEarth**

CivilEarth consists of members from multi-discipline professional services, including video production firm located in North Orange County, CA with a field office in Los Angeles County as well. The company utilizes individuals of various technical and professional backgrounds. The founder began providing civil engineering services 30 years ago for development companies in Orange County. Through the years of continuing successful client relationship, it has evolved into a multi-discipline full service company offering professional services, including video production, throughout the western US.

### **Conceptive**

Conceptive is a branded entertainment firm that focuses on producing non-traditional advertising, video-based infotainment, and branded entertainment that involves and embraces customers. They are entertainment industry veterans who create broadcast television quality programming out of their office in Sherman Oaks. Their technological expertise allows them to do so at a limited cost. Companies like Toys "R" Us, Nestle Foods, and ESPN have welcomed Conceptive's creative approach.

### **The Department of the 4<sup>th</sup> Dimension (The D4D)**

Based in Los Angeles' Arts District, the D4D is a multidimensional storytelling company and an award winning creative agency made of equal parts strategy, design and content production. Established in 2006, The D4D has been pioneering innovative forms of storytelling and content experiences for over a decade. Its integrated team of researchers, strategists, writers, designers, technologists and filmmakers are experts at transforming complex ideas into insightful, human narratives that have connected, entertained and moved audiences all over the world. As a strategic and creative partner to brands and organizations, the firm works across all media to help its clients become more effective, dynamic, and inspiring participants in the cultural conversation.

### **Friendly Filmworks**

Friendly Filmworks run every aspect of productions in-house and their full-service capabilities takes care of the entire process, from preproduction to post-production. Based in northeast Los Angeles, Friendly Filmworks has produced several videos for Metro under the previous video bench. Friendly Filmworks draws on industry professionals to serve client productions. Their approach is hands-on, creative and professional. Friendly Filmworks has a team that is experienced and driven.

### **Lux Virtual**

Lux Virtual, as a Creative Studio, has completed work on IMAX's dream big film, MWD's Virtual Tour of the Colorado River Aqueduct, Hyperloop I One propulsion test animation as well as the nationally recognized Safetyville animation for Metro. Their focus is explaining complex or profound ideas in a straight forward and easy-to-understand way. Based in Culver City, the firm's goal is to utilize our methodologies, technologies, and programs to create videos with high-level graphics that create an added value to video productions. Lux Virtual uses the toolset of Hollywood to tell visual stories that can simplify complex ideas and make them easy to understand. By combining digital filmmaking with motion graphics, animation and virtual reality, Lux Virtual is able to beautifully convey even the most difficult ideas.

### **Producto Studios**

Producto Studios has been providing award winning animated video production, digital design and mobile application design and development for over 17 years. The Redondo Beach-based firm's projects and experience reflect the evolution of technology and its impact on communication for both public sector and private clients. Producto is passionate about delivering great storytelling in the most impactful way delivering great design and functionality for all projects. Producto has a team of animators, designers and programmers to provide client focused media solutions across platforms, software and devices. From concept to beta testing, Producto works as a partner in providing innovative and functional media solutions.

### **Triplane Film + Video**

Triplane Film + Video is a production company and creative design boutique. A California corporation based in Pacific Palisades, DBE AND SBE – and WBENC-certified company, Triplane's recent focus has been on government and education sectors – always mindful of the need to entertain while getting the message across. The firm's Principal-Director-Writer-Shooter-Editor brings to the table a broad range of experience in all areas of production on a wide variety of film and video projects from features and TV to corporate, educational, docs and music videos.

## **C. Price Analysis**

The recommended fixed unit rates from all firms have been determined to be fair and reasonable based upon adequate competition and a review of historical video labor rates and technical analysis. The Metro ICE for the overall contract value is \$2,900,000. Metro's ICE is based upon historical pricing and past usage of video production services. Each individual task order will comply with all requirements of Metro Acquisition Policy and the terms of the contract.

## **D. Background on Recommended Contractors**

All ten firms listed above are recommended for award. These firms have been evaluated and determined to be qualified to work on Metro assignments on an as-needed, task order basis. Having multiple contracts insures that Metro Communications Marketing will have a

variety of firms to select from for video production services. This will also allow Metro Communications Marketing to work with multiple firms on multiple projects if needed.

## DEOD SUMMARY

## METRO VIDEO BENCH/PS40129000

**A. Small Business Participation**

Effective June 2, 2014, per Metro's Board-approved policy, competitive acquisitions with three or more Small Business Enterprise (SBE) certified firms within the specified North American Industry Classification System (NAICS) as identified for the project scope shall constitute a Small Business Set-Aside procurement. Accordingly, the Contract Administrator advanced the solicitation, including posting the solicitation on Metro's website, advertising, and notifying certified small businesses as identified by NAICS code(s) that this solicitation was open to **SBE Certified Small Businesses Only**.

All bench participants are SBE primes and have committed to perform 100% of the work with their own workforce. Work throughout these Contracts will be issued on a task order basis as-needed.

**SMALL BUSINESS PRIME (SET-ASIDE)**

	<b>SBE Primes</b>	<b>SBE % Committed</b>
1.	ALAS Media	100%
2.	Anti-Villain dba Heritage Tree	100%
3.	Bubba's Chop Shop	100%
4.	CivilEarth	100%
5.	Conceptive	100%
6.	The Department of the 4th Dimension	100%
7.	Friendly Filmworks	100%
8.	Lux Virtual	100%
9.	Producto Studios	100%
10.	Triplane Film + Video	100%
	<b>Total Commitment</b>	<b>100%</b>

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy (LW/SCWRP) is not applicable to these Contracts.

**C. Prevailing Wage Applicability**

Prevailing wages are not applicable to these Contracts.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to these Contracts.



Board Report

File #: 2017-0590, File Type: Informational Report

Agenda Number: 48.

EXECUTIVE MANAGEMENT COMMITTEE  
SEPTEMBER 21, 2017

SUBJECT: STREAMLINING AUDITS FOR SMALL BUSINESSES

ACTION: RECEIVE AND FILE

**RECOMMENDATION**

RECEIVE AND FILE report on streamlining audits for small businesses.

**ISSUE**

Audits are necessary to provide accountability and transparency on the utilization of Metro’s financial resources. However, at the June 2017 Board meeting Director Dupont-Walker, it was noted that the audit of small businesses should not be too burdensome to the point of negatively impacting small business operations and Metro’s Management Audit Services (MAS) Department was requested to report back on the policies and practices for auditing small businesses.

**DISCUSSION**

As stewards of taxpayers’ money, Metro’s MAS department completed a total of 222 contract audits in the last five fiscal years covering FY 2013 to FY 2017. The audits identified questioned costs of \$76,261,508. Audit costs for these 222 audits is estimated at \$4.4 million. Eighty-eight of the 222 audits were audits of small business enterprise (SBE) or disadvantaged business enterprise (DBE) contracts. Below is a summary of the contract audits completed and resulting questioned costs:

	Completed Audits*	Amount Questioned**
SBE/DBE	88	\$14,497,894
Other Contractors	134	\$61,763,614
Total*	222	\$76,261,508

\*Completed Audits include the following types of audits: Pre-Award, Incurred Cost, Change Orders, Buy America Compliance, Indirect Cost Rates and Labor Rates.

\*\*The amount questioned excludes the amounts for indirect cost rates, labor rates, and Buy America

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Compliance because these audits only report questioned rates or compliance.

MAS completed these 222 audits in response to requests made by Vendor/Contract Management (V/CM) department based on V/CM's policy requirements. The V/CM's policy requirements are designed to comply with the audits required by funders, such as Federal Transit Administration, Federal Highway Administration, and the State, for each type of buying activity. (See Attachment A for VCM's audit request requirements). At V/CM's request, MAS initiates the audit and uses the terms and conditions provided in either the Request for Proposal (RFP), or the executed contract, whichever is applicable, as the audit criteria. (See Attachment B for MAS Audit Practices.) Metro's RFP and the contract include provisions for the contractors to comply with the Federal Acquisition Regulation (FAR) Part 31, Contract Cost Principles and Procedures either due to Federal requirements or best practice. The FAR Part 31 is also included in the flow-down provision from the Prime Contract agreement to the Subcontractor agreement.

The increasing number of audits over the last five years correlates with the increased contracts awarded to SBE/DBE contractors. From FY 2013 through FY 2017, Metro has awarded \$587.7 million in contracts to small and disadvantaged businesses; 939 prime contracts totaling \$179.6 million, and 1,191 subcontracts totaling \$408.1 million.

#### **A. Audit Challenges for SBE/DBE Contractors**

Metro's contracts require contractors to account for and bill costs in accordance with FAR Part 31. Contractors are also required to develop indirect cost rates in accordance with FAR on an annual basis for cost reimbursable contracts. However, complying with these requirements may be challenging for SBE/DBE contractors because they may lack resources to fully comply with FAR Part 31 requirements. The development of an indirect cost rate compliant with FAR Part 31 is an area that generates discussion because many SBE/DBE contractors do not hire a Certified Public Accountant (CPA) to conduct an audit of their (1) financial statements and/or (2) indirect cost rate proposal to provide assurances in compliance with FAR Part 31. As a result, many SBE/DBE contractors are unfamiliar with the audit process and the required level of documentation to support the incurred costs. Some SBE/DBE contractors also experience difficulty pulling the supporting documents for incurred costs due to the timing difference between when the audit is initiated versus the timing when the SBE/DBE contractors incurred the expenditures. V/CM's practice is to request MAS to initiate the audit once the contractor reaches the contract incurred costs of \$750,000. For some SBE/DBE contractors, it may take a few years before this threshold amount is reached, resulting in the timing difference between audit initiation and costs incurrence.

In addition, some of the SBE/DBE contractors do not sufficiently provide evidence that costs proposed or incurred comply to Metro comply with the contract requirements. For example, incentive compensation or bonuses may have a contract requirement in addition to the FAR requirement, i.e. Bonus Plan/Policy must be in place 12 months prior to contract award. Also, due to lack of resources, some SBE/DBEs do not comply with the subcontract flow down requirements from the prime contract to the subcontract agreements. As a result, complying with their contract terms proves to be difficult and challenging to many SBE/DBEs.

## **B. V/CM and MAS' continuing efforts with audit of SBE/DBE**

Staff have identified the following improvement opportunities:

- a. Indirect Cost Rates - As part of V/CM's procurement streamlining initiative, V/CM will research options/programs to simplify the establishment of indirect cost rates for SBE/DBE contractors. Since indirect cost rates are a topic of interest to SBE/DBEs, staff will report back on this strategy at the December Board meeting.
- b. Flow-Down - V/CM will work on minimizing the call for audits and the "flow-down" of certain provisions to the SBE/DBE community when those contractors are subcontractors to larger primes.
- c. Tracking - Measures are being put in place to improve the request process that will help monitor frequency and impacts of audits with Metro's contractors.
- d. Training - At the March 2016 Transportation Business Advisory Council meeting, MAS presented an overview of the audit process and typical audit findings. In October 2017, MAS and V/CM are also partnering to educate the SBE/DBE community on the audit process, as well as, how to adequately interpret the audit provisions of their contracts. This will be an ongoing activity initiated and coordinated by V/CM.
- e. Database of Audited Indirect Cost Rates - MAS is in the process of developing a database of all contractors' audited indirect cost rates based on completed audits from the past five years. This will allow both V/CM and MAS to quickly review whether the audited indirect cost rates can be applied to other contracts before requesting/initiating another future audit. The database will be ready for use by September 15, 2017.

## **NEXT STEPS**

In six months, V/CM and MAS will report back to the Board on the status of all improvement opportunities.

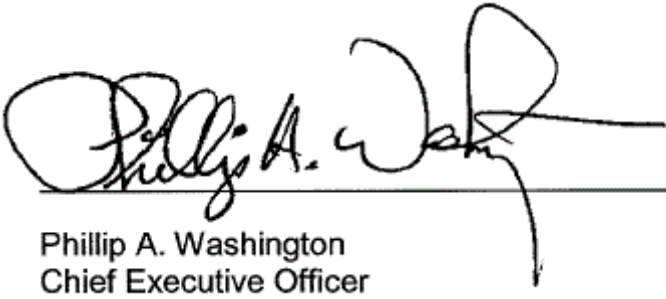
## **ATTACHMENT**

- A. V/CM Audit Requirements
- B. MAS Audit Practices

Prepared by: Debra Avila, Chief Vendor/Contract Management Officer  
(213) 418-3051  
Diana Estrada, Chief Auditor  
(213) 922-2161

Reviewed by: Stephanie Wiggins, Deputy Chief Executive Officer  
(213) 922-1023





Phillip A. Washington  
Chief Executive Officer

**Requirements from VCM's policies for requesting an audit of the contractor:**

**Effective August 2011**

VCM's Acquisition Policy and Procedure Manual, Chapter 15.17, Contract Audit Support states: "The Contracting Officer shall request assistance from Management Audit Services when the information available at the buying activity is inadequate to determine a fair and reasonable price." It is important for VCM to enact policies, procedures, and practices that are prudent to ensure compliance. Therefore, the conditions for an audit engagement are aligned with the type of procurement or buying activity as noted below. It should also be noted that the conditions outlined include steps that VCM has taken to improve the process by providing some latitude to the Contracting Officer through raising some limits for when an audit is performed, and that allows for the use of information gathered in a previously performed audit as applicable. More recent updates are also noted below by a memorandum dated April 27, 2017 that target improvements to Forward Price Contracts changes/modifications, incurred costs changes/modifications, disputes, and additional guidance regarding the use of preexisting audit information. These updates are noted under separate heading.

**Conditions for Audit:**

1. All **cost reimbursement type proposals** and for **all Architect and Engineer consultant contracts** funded by or through Caltrans valued \$1,000,000 or more. If not funded by or through Caltrans, the audit threshold is \$750,000. The contracting officer shall not request a separate audit of indirect costs unless the information already available from an existing audit, completed within the preceding 12 months, is considered inadequate for determining the reasonableness of the proposed indirect cost.
2. **Terminations** - Termination settlements greater than \$700,000 are subject to audit.
3. **Audit of Contract Payments** - At the discretion of the Contracting Officer, audits may be requested to determine the following:
  - Whether the contract payments are fairly supported by the value of work accomplished;
  - Whether the unpaid balance of the contract price will be adequate to cover the anticipated cost of completion, or the contractor has adequate resources to complete the contract; and
  - Whether there is any reason to doubt the adequacy or reliability of the contractor's accounting system, controls, or payment certification.

**April 27, 2017 Update:**

1. Forward priced contract changes/modifications of any amount do not require an audit, unless the Contracting Officer/Contract Administrator determines they are unable to perform and documents in the file an adequate cost analysis of the proposed costs.
2. Contract changes/modifications based on actual incurred cost in whole or in part, greater than \$750,000 only require an audit when the Contracting Officer/Contract Administrator is unable to validate such incurred costs or the cost proposal is of such complexity an adequate cost analysis cannot be performed and documented in the file.
3. When the parties are considering resolution of dispute or disputes, with a settlement agreement for incurred costs greater than \$500,000 the Contracting Officer/Contract Administrator will request an audit to substantiate each part of the amount before

settlement, unless an analysis is able to validate a substantial portion of each part and is accepted by the Contracting Officer/Contracting Administrator.

4. In all instances the Contracting Officer/Contract Administrator should not request a new audit effort if and when an existing audit by a cognizant audit agency, including Metro's Management Audit Services, or certified public account performed within the prior 12 months, is available to document, validate or substantiate the costs involved in accordance with FAR Part 31.

**MAS Audit Practices:**

1. **Audit Standards** - MAS conducts audits of contractors (SBE or Non-SBE) in accordance with Generally Accepted Government Auditing Standards and the International Standards for the Professional Practice of Internal Auditing. Those standards require that we plan and perform the audit to obtain sufficient, appropriate evidence to provide a reasonable basis for our findings and conclusions based on our audit objectives.
2. **Audit Criteria** - MAS uses the terms and conditions provided in either the Request for Proposal (RFP) for pre-negotiation/pre-award audit or the executed contract for incurred cost audit as the criteria for the audit. Additionally, both the RFP and the contract include provisions for the contractor to comply with the Federal Acquisition Regulation (FAR) Part 31, Contract Cost Principles and Procedures. The SBE can either be the Prime Contractor or the Subcontractor in the contract with Metro. Since the flow-down provision from the Prime Contract agreement to the Subcontractor agreement usually includes the FAR Part 31 requirements, the audit criteria are identical for SBE and non-SBE contractors.
3. **Audit Process** - Upon receipt of the audit request from VCM, an initial kick off meeting is held with the requesting Contracting Officer to agree on the audit objectives, timeline, and scope of the audit. Once an agreement is reached, MAS evaluates the availability of staff within the department. If staff is available, MAS initiates the audit project and assigns it to staff auditor and manager. If staff is not adequate, MAS works with VCM to procure services of consultant auditor from the audit bench. Solicitation of proposals from the audit bench and the selection of the consultant auditor follow the established procurement process for staff augmentation and/or outsourcing. Once the audit is initiated, the audit will go through the following phases:
  - a. Planning Phase - MAS sends the SBE an audit notification letter stating the audit objective, scope, timeline, and contact information of the assigned auditor. The letter also includes the request for initial documents necessary to complete the planning phase of the audit such as internal control questionnaire, copies of audited or unaudited financial statements and indirect cost rates. The planning phase includes the review of prior audit reports, determination on whether MAS can rely on the work of other auditors, preparation of the risk assessment, sampling methodology, internal control assessment, and audit work plan.
  - b. Fieldwork Phase – At the conclusion of planning, MAS performs the actual substantive/transaction testing which requires the contractors to provide relevant supporting documentation to validate the proposed costs, incurred costs, and indirect cost rates. The level of supporting documents

required from the contractors vary depending on the nature of the proposed or incurred costs (e.g. employee timesheets, payroll registers, tax returns, indirect cost rates submission) The auditors' testing are by cost elements such as direct labor, overhead, other direct costs, etc. The test results provide evidences for the auditors conclusion in determining whether 1) the costs are in compliance with the audit criteria (RFP or contract terms and FAR part 31) and 2) whether the costs are allowable, allocable to Metro contract/project, and reasonable.

- c. Reporting Phase – At the conclusion of field work, MAS holds two exit conferences 1) with the Contracting Officer/Contracting Administrator and 2) with the Contractor Management. Each of these parties receives the findings of the audit. However, the level of shared information to the contractor varies between a pre-award/pre-negotiation audit and incurred cost audit as follows:
- i. For the pre-award/pre-negotiation audit, the auditors provide the contractors the nature of the findings without sharing the actual questioned costs. This is done to avoid compromising the Contracting Officer's position during the negotiation process. MAS issues the final report only to the requestor (Contracting Officer/Contracting Administrator) who has the option to share the report with the contractor once negotiations are completed.
  - ii. For the incurred costs audit, the auditors issue a draft audit report with all the findings, associated questioned costs and the resulting over/under payment made by Metro to the contractor. The contractor is provided at least two weeks to respond to the findings however; additional time is allowed upon request. The auditors incorporate the responses received prior to the issuance of the final audit report. If the contractor provided additional information, not previously provided to the auditor, that warrant changing the auditor's findings and conclusions, the issued final audit report will reflect the resulting changes. The final audit report is issued to the requestor (Contracting Officer/Contracting Administrator) who shares the report with the contractor if requested.



**Board Report**

**File #:** 2017-0352, **File Type:** Resolution

**Agenda Number:** 14.

**FINANCE, BUDGET AND AUDIT COMMITTEE  
SEPTEMBER 20, 2017**

**SUBJECT: PROPOSITION A BONDS  
ACTION: AUTHORIZE COMPETITIVE SALE OF BONDS**

**RECOMMENDATION**

ADOPT a resolution, Attachment A, that:

- A. AUTHORIZES the competitive sale of up to \$550 million of Prop A “New Money Bonds” and up to \$135 million of “Prop A Refunding Bonds” (collectively the “Prop A Bonds”) in one or more series and one or more transactions through June 30, 2018;
- B. APPROVES the forms of Notice of Intention to Sell Bonds, Notice Inviting Bids, Supplemental Trust Agreement, Continuing Disclosure Agreement, Escrow Agreement and Preliminary Official Statement on file with the Board Secretary, all subject to modification as set forth in the resolution; and
- C. AUTHORIZES taking all action necessary to achieve the foregoing, including, without limitation, the further development and execution of bond documentation associated with the issuance of the Prop A Bonds.

**(REQUIRES SEPARATE, SIMPLE MAJORITY BOARD VOTE)**

**ISSUE**

The Prop A New Money Bonds will be issued as fixed rate bonds in a par amount not to exceed \$550 million. The Prop A New Money Bonds will fund Prop A eligible capital projects and expenditures and permanently finance \$123.7 million of outstanding Prop A commercial paper, the proceeds of which financed Prop A eligible capital projects and capital expenditures. We want to issue the fixed rate long-term bonds before interest rates move higher. All or a portion of the Prop A New Money Bonds are expected to be certified as Green Bonds, meaning the financed projects meet the environmental requirements under the Climate Bonds Initiative.

Current interest rate levels provide an opportunity to lock in approximately \$4.5 million of net present value savings by issuing the Prop A Refunding Bonds to refund certain of the outstanding Prop A Senior Lien Bonds (primarily the Prop A 2011-B Bonds) in compliance with the Board-adopted Debt Policy.

## **DISCUSSION**

The Debt Policy provides guidelines for new money bond issues and establishes criteria to evaluate refunding opportunities. Prop A new money bond issues are permitted under the terms of the Debt Policy and the Prop A Ordinance to provide funding for the construction of the Southwestern Yard, heavy and light rail vehicle replacement and maintenance, rail facilities improvements and other eligible expenditures on commuter rail, bus and rail capital projects. We currently have \$123.7 million of outstanding Prop A tax-exempt commercial paper, the proceeds of which were used to pay Prop A project expenses, which we plan to replace with a portion of the proceeds of the Prop A New Money Bonds. The Prop A New Money Bonds shall be sold with a true interest cost not to exceed 5% and with a final maturity not to exceed 31 years.

Consistent with the Debt Policy criteria for evaluating refunding opportunities, the refunding of the Prop A 2011-B Bonds and any other refunding candidates must provide a minimum net present value savings of 3% of the refunded par amount or in aggregate exceed 80% of the call option value. The value of the call option, also referred to as the refunding efficiency, estimates the refunding savings today in comparison to potential future refunding savings. If the ratio is close to 100% the refunding is deemed efficient. Under current market conditions, the refunding of the Prop A 2011-A Bonds would produce net present value savings equal to about 4.9% of the par amount of the refunded bonds and an aggregate call option value of 97%. The Prop A Refunding Bonds shall be sold with a true interest cost not to exceed 5% and with a final maturity date not later than the final maturity date of the bonds being refunded.

The Prop A Bonds will be sold using a competitive sale process whereby prospective underwriters bid for the bonds on a specified sale date. The Prop A Bonds will be sold to the underwriter(s) offering the lowest true interest cost. The timing of the bond sales is contingent upon our ability to take advantage of favorable market conditions as they arise. In the event that bids do not meet our criteria, all bids will be rejected. The Prop A Bonds may be sold in separate sales on separate dates, depending on market conditions and other factors.

## **DETERMINATION OF SAFETY IMPACT**

Approval of this report will not impact the safety of Metro's patrons or employees.

## **FINANCIAL IMPACT**

The costs of issuance for the Prop A Bonds will be paid from proceeds of the financing and will be budget neutral. Funding for the Prop A Bonds principal and interest expense for this financing will be included under principal account 51101 and the bond interest account 51121. Savings from the Prop A Refunding Bonds will be reflected in future budgets.

## **ALTERNATIVES CONSIDERED**

The Board could defer the issuance of the Prop A Bonds to a later time or indefinitely. This is not recommended because the bond proceeds are needed to pay or reimburse project expenses and the permanent financing of the Prop A commercial paper will free up capacity for additional projects if

needed. Additionally, Federal Reserve Bank actions and other market and economic conditions may push interest rates higher thus making it more expensive to complete projects (or refinance commercial paper, the proceeds of which were used to pay project expenses). Delaying may also result in a reduction of potential refunding savings from the currently identified refunding candidates.

### **NEXT STEPS**

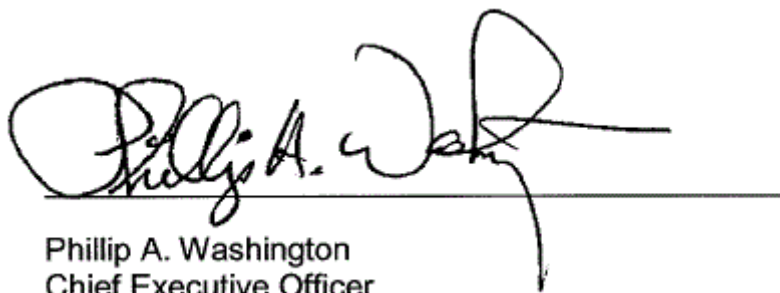
- Develop bond issuance documentation
- Obtain credit ratings
- Distribute the preliminary official statement and Notice Inviting Bids to prospective underwriters and potential investors and publish Notice of Intention to Sell Bonds and Notice Inviting Bids
- Receive electronic bids from underwriters
- Finalize bond documentation and issue Prop A Bonds

### **ATTACHMENTS**

Attachment A - Authorizing Resolution

Prepared by: Donna R. Mills, Treasurer, (213) 922-4047  
LuAnne Edwards Schurtz, Assistant Treasurer, (213) 922-2554

Reviewed by: Nalini Ahuja, Chief Financial Officer, (213) 922-3088



Phillip A. Washington  
Chief Executive Officer



**Authorizing Resolution**

**RESOLUTION OF THE LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY AUTHORIZING THE ISSUANCE  
AND SALE OF ONE OR MORE SERIES OF ITS PROPOSITION A FIRST  
TIER SENIOR SALES TAX REVENUE BONDS AND/OR PROPOSITION  
A FIRST TIER SENIOR SALES TAX REVENUE REFUNDING BONDS  
AND APPROVING OTHER RELATED MATTERS**

**(PROPOSITION A SALES TAX)**

WHEREAS, the Los Angeles County Metropolitan Transportation Authority (the "LACMTA"), as successor to the Los Angeles County Transportation Commission (the "Commission"), is authorized, under Chapter 5 of Division 12 of the California Public Utilities Code (the "Act"), to issue bonds to finance and refinance the acquisition, construction or rehabilitation of facilities to be used as part of a countywide transportation system; and

WHEREAS, pursuant to the provisions of Section 130350 of the California Public Utilities Code, the Commission was authorized to adopt a retail transactions and use tax ordinance applicable in the incorporated and unincorporated territory of the County of Los Angeles (the "County") subject to the approval by the voters of the County; and

WHEREAS, the Commission, by Ordinance No. 16 adopted August 20, 1980 ("Ordinance No. 16"), imposed a 1/2 of 1% retail transactions and use tax upon retail sales of tangible personal property and upon the storage, use or other consumption of tangible personal property in the County, the proceeds of the tax to be used for public transit purposes (the "Proposition A Tax"), and such tax was approved by the electors of the County on November 4, 1980; and

WHEREAS, the revenues received by the LACMTA from the imposition of the Proposition A Tax are, by statute, directed to be used for public transit purposes, which purposes include a pledge of such tax to secure any bonds issued pursuant to the Act and include the payment or provision for the payment of the principal of the bonds and any premium, interest on the bonds and the costs of issuance of the bonds; and

WHEREAS, the LACMTA, on an on-going basis, is planning and engineering a County-wide public transportation system (the "Public Transportation System") to serve the County and on an on-going basis is constructing portions of the Public Transportation System; and

WHEREAS, to facilitate the development and construction of the Public Transportation System, as authorized by the Act, pursuant to the terms of a Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the "Trust Agreement") between the Commission, as predecessor to the LACMTA, and First Interstate Bank of California, the predecessor trustee to The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), the LACMTA has issued several series of bonds, including its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2008-B (the "Series 2008-B Bonds"), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2009-A (the "Series 2009-A Bonds"), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2011-A (the

“Series 2011-A Bonds”), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2011-B (the “Series 2011-B Bonds”), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2012-A (the “Series 2012-A Bonds”), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2013-A (the “Series 2013-A Bonds”), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2014-A (the “Series 2014-A Bonds”), its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2015-A (the “Series 2015-A Bonds”), and its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2016-A (the “Series 2016-A Bonds,” and collectively with the Series 2008-B Bonds, the Series 2009-A Bonds, the Series 2011-A Bonds, the Series 2011-B Bonds, the Series 2012-A Bonds, the Series 2013-A Bonds, the Series 2014-A Bonds and the Series 2015-A Bonds, the “Prior Senior Lien Bonds”); and

WHEREAS, the LACMTA now desires to provide for the issuance of one or more series of its Proposition A First Tier Senior Sales Tax Revenue Bonds, from time to time and in one or more transactions (collectively, the “New Money Bonds”) to: (a) finance and/or refinance (through the refunding and repayment of the LACMTA’s Second Subordinate Sales Tax Revenue Commercial Paper Notes (Proposition A) (the “Proposition A Commercial Paper Notes”)), or reimburse itself for prior expenditures with respect to, additional portions of the Public Transportation System; (b) fund or make provision for one or more reserve funds or accounts, if necessary, for the New Money Bonds; and (c) pay certain costs of issuance related thereto; and

WHEREAS, in addition to the New Money Bonds, the LACMTA now desires to provide for the issuance of one or more series of its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, from time to time and in one or more transactions (collectively, the “Refunding Bonds”) to: (a) advance refund all or a portion of the outstanding Series 2011-B Bonds (the Series 2011-B Bonds so refunded shall be collectively referred to herein as the “Refunded Series 2011-B Bonds”), provided that the refunding of the Refunded Series 2011-B Bonds is consistent with the Debt Policy of the LACMTA (the “Debt Policy”) as in effect at the time of pricing of the applicable series of Refunding Bonds; (b) current refund all or a portion of the outstanding Series 2008-B Bonds (the Series 2008-B Bonds so refunded shall be collectively referred to herein as the “Refunded Series 2008-B Bonds”), provided that the refunding of the Refunded Series 2008-B Bonds is consistent with the Debt Policy as in effect at the time of pricing of the applicable series of Refunding Bonds; (c) fund or make provision for one or more reserve funds or accounts, if necessary, for the Refunding Bonds; and (d) pay certain costs of issuance related thereto; and

WHEREAS, the LACMTA desires to sell the New Money Bonds and the Refunding Bonds on a competitive basis in accordance with the Debt Policy; and

WHEREAS, forms of the following documents are on file with the Secretary of the Board of Directors of the LACMTA and have been made available to the members of the Board of Directors of the LACMTA (the “Board”):

- (a) a Supplemental Trust Agreement (the “Supplemental Trust Agreement”), by and between the LACMTA and the Trustee, one or more of which will be executed

and delivered and will supplement the Trust Agreement for the purposes of providing the terms and conditions of the New Money Bonds and the Refunding Bonds;

(b) an Escrow Agreement (the “Escrow Agreement”), among the LACMTA, the Trustee and The Bank of New York Mellon Trust Company, N.A., as escrow agent, one or more of which will be executed and delivered in connection with the refunding and defeasance of the Refunded Series 2011-B Bonds and the Refunded Series 2008-B Bonds, as applicable;

(c) a Preliminary Official Statement (the “Preliminary Official Statement”), one or more of which will be used, from time to time, in connection with the offer and sale of the New Money Bonds and the Refunding Bonds;

(d) a Notice of Intention to Sell Bonds (the “Notice of Intention to Sell Bonds”), one or more of which will be published in connection with any proposed sale of the New Money Bonds and the Refunding Bonds;

(e) a Notice Inviting Bids (the “Notice Inviting Bids”), one or more of which will set forth the terms and the manner in which proposals from qualified bidders for the purchase of the New Money Bonds and the Refunding Bonds shall be received; and

(f) a Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”), one or more of which will be executed by the LACMTA and will be used in order to assist the underwriters of the New Money Bonds and the Refunding Bonds in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), and which will provide for the annual and periodic update of certain financial and operating information with respect to the LACMTA and the collection of the Proposition A Tax, among other things, and certain enumerated events; and

WHEREAS, the LACMTA has been advised by its Bond Counsel that such documents are in appropriate form, and the LACMTA hereby acknowledges that said documents will be modified and amended to reflect the various details applicable to the New Money Bonds and the Refunding Bonds, whether the New Money Bonds and the Refunding Bonds are issued in a single issuance or multiple issuances, and that said documents are subject to completion to reflect the results of the sale of the New Money Bonds and the Refunding Bonds; and

WHEREAS, the LACMTA has pledged the Proposition A Tax, less the 25% allocated to local jurisdictions and less the State Board of Equalization’s costs of administering the Proposition A Tax (as further defined in the Trust Agreement, the “Pledged Revenues”) pursuant to the terms of the Trust Agreement to secure the Prior Senior Lien Bonds and certain other obligations of the LACMTA, and once issued, the New Money Bonds and the Refunding Bonds will be “Bonds” as defined in the Trust Agreement and will be secured by the pledge of the Pledged Revenues under the Trust Agreement; and

WHEREAS, the LACMTA desires to designate the Chief Executive Officer of the LACMTA, the Chief Financial Officer of the LACMTA, the Treasurer of the LACMTA, and each Assistant Treasurer of the LACMTA (or such other titles as the LACMTA may from time to time assign for such respective positions), including any such officer serving in an acting or

interim capacity, as an “Authorized Commission Representative” and an “Authorized Authority Representative” for all purposes under the Trust Agreement and the Supplemental Trust Agreement; and

WHEREAS, terms used in this Resolution and not otherwise defined herein shall have the meanings assigned to them in the Trust Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, AS FOLLOWS:

**Section 1. Findings.** The LACMTA hereby finds and determines that the issuance of (a) one or more series of its New Money Bonds under the Trust Agreement to finance and/or refinance (through the refunding and repayment of all or a portion of the outstanding Proposition A Commercial Paper Notes), or reimburse itself for prior expenditures with respect to, additional portions of the Public Transportation System, to fund or make provision for one or more reserve funds or accounts, if necessary, for the New Money Bonds, and to pay certain costs of issuance related to the issuance of the New Money Bonds, and (b) one or more series of its Refunding Bonds under the Trust Agreement to advance refund all or a portion of the Series 2011-B Bonds and/or current refund all or a portion of the Series 2008-B Bonds (provided that the refunding of the Refunded Series 2011-B Bonds and/or the Refunded Series 2008-B Bonds (collectively, the “Refunded Bonds”) is consistent with the Debt Policy as in effect at the time of pricing of the applicable series of Refunding Bonds), to fund or make provision for one or more reserve funds or accounts, if necessary, for the Refunding Bonds, and to pay certain costs related to the issuance of the Refunding Bonds, is in the public interest.

**Section 2. Issuance of New Money Bonds and Refunding Bonds.** The Board hereby authorizes the issuance by the LACMTA of one or more series of New Money Bonds, from time to time and in one or more transactions, in a total aggregate principal amount not to exceed \$550 million, for the purposes of (a) financing and/or refinancing (through the refunding and repayment of all or a portion of the outstanding Proposition A Commercial Paper Notes), or reimbursing itself for prior expenditures with respect to, additional portions of the Public Transportation System, (b) funding or making provision for one or more reserve funds or accounts, if necessary, for the New Money Bonds, and (c) paying certain costs of issuance related to the issuance of the New Money Bonds; *provided, however*, that the True Interest Cost (as defined below) of each series of the New Money Bonds shall not exceed 5.00%, as such shall be calculated by the LACMTA’s municipal advisor as of the date of delivery of each series of the New Money Bonds. The LACMTA hereby specifies that each series of New Money Bonds shall not mature later than 31 years after their respective date(s) of issuance.

The Board hereby authorizes the issuance by the LACMTA of one or more series of Refunding Bonds, from time to time and in one or more transactions, for the purposes of (a) advance refunding all or a portion of the Series 2011-B Bonds (provided that the refunding of the Series 2011-B Bonds is consistent with the Debt Policy as in effect at the time of pricing of the applicable series of Refunding Bonds as determined and calculated at the discretion of the Treasurer of the LACMTA, which shall be conclusive for all purposes of this Resolution), (b) current refunding all or a portion of the Series 2008-B Bonds (provided that the refunding of

the Series 2008-B Bonds is consistent with the Debt Policy as in effect at the time of pricing of the applicable series of Refunding Bonds as determined and calculated at the discretion of the Treasurer of the LACMTA, which shall be conclusive for all purposes of this Resolution), (c) funding or making provision for one or more reserve funds or accounts, if necessary, for the Refunding Bonds, and (d) paying certain costs of issuance related to the issuance of the Refunding Bonds. The aggregate principal amount of each series of the Refunding Bonds issued by the LACMTA shall not exceed an amount sufficient (taking into account any original issue discount) to refund all or a portion of the Series 2011-B Bonds, refund all or a portion of the Series 2008-B Bonds, fund or make provision for one or more reserve funds or accounts, if necessary, for the Refunding Bonds, and pay certain costs related to the issuance of the Refunding Bonds (including, but not limited to, underwriters' discount), and in any event the aggregate principal amount of all Refunding Bonds shall not exceed \$135 million. The True Interest Cost of each series of the Refunding Bonds shall not exceed 5.00%, as such shall be calculated by LACMTA's municipal advisor as of the date of delivery of each series of the Refunding Bonds. Each series of the Refunding Bonds shall not mature later than the final maturity date of the Refunded Bonds that are being refunded with proceeds of such Refunding Bonds.

The New Money Bonds and the Refunding Bonds shall be issued in a manner by which the interest thereon is excludable from gross income under the Internal Revenue Code of 1986, as amended. The Chief Executive Officer of the LACMTA ("CEO"), the Chief Financial Officer of the LACMTA ("CFO"), the Treasurer of the LACMTA ("Treasurer"), any Assistant Treasurer of the LACMTA (or such other titles as the LACMTA may from time to time assign for such respective positions), including any officer serving in an acting or interim capacity, and any written designee of any of them (each a "Designated Officer"), acting in accordance with this Section 2, are each hereby severally authorized to determine the actual aggregate principal amount of each series of New Money Bonds and Refunding Bonds to be issued (not in excess of the maximum amounts set forth above), and to direct the execution and authentication of the New Money Bonds and the Refunding Bonds in such amounts. Such direction shall be conclusive as to the principal amounts hereby authorized. The New Money Bonds and the Refunding Bonds shall be in fully registered form and shall be issued as Book-Entry Bonds as provided in each Supplemental Trust Agreement. Payment of the principal of, interest on and premium, if any, on the New Money Bonds and the Refunding Bonds shall be made at the place or places and in the manner provided in each Supplemental Trust Agreement.

As used herein, the term "True Interest Cost" shall be the interest rate (compounded semiannually) necessary to discount the debt service payments from their respective payment dates to the dated date of the applicable series of New Money Bonds or Refunding Bonds and to the principal amount, and premium or discount if any, of the applicable series of New Money Bonds or Refunding Bonds. For the purpose of calculating the True Interest Cost, the principal amount of the applicable series of New Money Bonds or Refunding Bonds scheduled for mandatory sinking fund redemption as part of a term bond shall be treated as a serial maturity for such year. The calculation of the True Interest Cost shall include such other reasonable assumptions and methods as determined by the LACMTA's municipal advisor.

**Section 3. Terms of New Money Bonds and the Refunding Bonds.** The New Money Bonds and the Refunding Bonds shall be issued as current interest bonds and shall be available in

denominations of \$5,000 and integral multiples thereof. The New Money Bonds and the Refunding Bonds, when issued, shall be in the aggregate principal amounts and shall be dated as shall be provided in the final form(s) of the Supplemental Trust Agreement. The New Money Bonds and the Refunding Bonds may be issued as serial bonds or as term bonds or as both serial bonds and term bonds, all as set forth in the Supplemental Trust Agreement(s). Interest on the New Money Bonds and the Refunding Bonds shall be paid at the rates and on the dates set forth in the Supplemental Trust Agreement(s). No New Money Bond or Refunding Bond shall bear interest at a rate in excess of 6.00% per annum. The New Money Bonds and the Refunding Bonds shall be subject to redemption at the option of the LACMTA on such terms and conditions as shall be set forth in the Supplemental Trust Agreement(s). The New Money Bonds and the Refunding Bonds issued as term bonds also shall be subject to mandatory sinking fund redemption as shall be set forth in the Supplemental Trust Agreement(s).

Execution and delivery of each Supplemental Trust Agreement, which documents will contain the maturities, principal amounts, interest rates and the fixed interest payment obligations of the LACMTA within parameters set forth in this Resolution, shall constitute conclusive evidence of the LACMTA's approval of such maturities, principal amounts, interest rates and payment obligations.

**Section 4. Special Obligations.** The New Money Bonds and the Refunding Bonds shall be special obligations of the LACMTA secured by and payable from the Pledged Revenues and from the funds and accounts held by the Trustee under the Trust Agreement.

**Section 5. Forms of New Money Bonds and Refunding Bonds.** The New Money Bonds and the Refunding Bonds and the Trustee's Certificate of Authentication to appear thereon shall be in substantially the form set forth in Exhibit A to the Supplemental Trust Agreement on file with the Secretary of the Board and made available to the Board, with such necessary or appropriate variations, omissions and insertions as permitted or required by the Trust Agreement or the applicable Supplemental Trust Agreement or as appropriate to adequately reflect the terms of such New Money Bonds and Refunding Bonds and the obligations represented thereby.

**Section 6. Execution of New Money Bonds and Refunding Bonds.** Each of the New Money Bonds and the Refunding Bonds shall be executed on behalf of the LACMTA by any Designated Officer and any such execution may be by manual or facsimile signature, and each bond shall be authenticated by the endorsement of the Trustee or an agent of the Trustee. Any facsimile signature of such Designated Officer shall have the same force and effect as if such officer had manually signed each of such New Money Bonds and Refunding Bonds.

**Section 7. Approval of Documents, Authorization for Execution.** The form, terms and provisions of the Supplemental Trust Agreement, the Notice Inviting Bids, the Notice of Intention to Sell Bonds, the Continuing Disclosure Certificate and the Escrow Agreement on file with the Secretary of the Board and made available to the Board within the parameters set forth in this Resolution are in all respects approved, and each of the Designated Officers is hereby severally authorized, empowered and directed to execute, acknowledge and deliver in the name of and on behalf of the LACMTA one or more Supplemental Trust Agreements, one or more Notices Inviting Bids, one or more Notices of Intention to Sell Bonds, one or more Continuing

Disclosure Certificates, and one or more Escrow Agreements, including counterparts thereof. The Supplemental Trust Agreement(s), the Notice(s) Inviting Bids, the Notice(s) of Intention to Sell Bonds, the Continuing Disclosure Certificate(s) and the Escrow Agreement(s), as executed and delivered, shall be in substantially the forms now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Supplemental Trust Agreement, the Notice Inviting Bids, the Notice of Intention to Sell Bonds, the Continuing Disclosure Certificate and the Escrow Agreement now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of each Supplemental Trust Agreement, each Notice Inviting Bids, each Notice of Intention to Sell Bonds, each Continuing Disclosure Certificate and each Escrow Agreement, the officers, agents and employees of the LACMTA are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of each Supplemental Trust Agreement, each Notice Inviting Bids, each Notice of Intention to Sell Bonds, each Continuing Disclosure Certificate and each Escrow Agreement.

#### **Section 8. Sale of New Money Bonds and Refunding Bonds.**

(a) Each Designated Officer is hereby authorized, from time to time, to choose such times and dates as such Designated Officer shall, in his or her discretion, deem to be necessary or desirable to provide for the sale of the New Money Bonds and the Refunding Bonds, to receive proposals from qualified bidders for the purchase of the New Money Bonds and the Refunding Bonds (through the receipt of bids through the use of computerized bidding systems) upon the terms and in the manner set forth in each Notice Inviting Bids.

(b) Each Designated Officer is hereby authorized and directed to execute one or more Notices Inviting Bids, from time to time, in such form as the Designated Officer executing the same shall approve, and call for bids for the sale of the New Money Bonds and the Refunding Bonds from qualified bidders in accordance with each such Notice Inviting Bids.

(c) Each Designated Officer is hereby authorized and directed to cause each Notice of Intention to Sell Bonds to be published from time to time (after completion, modification or correction thereof reflecting the terms of each series of the New Money Bonds and/or each series of the Refunding Bonds, as approved by said Designated Officer, such approval to be conclusively evidenced by such publication) in *The Bond Buyer* (or such other publication as may be selected by Bond Counsel and/or a Designated Officer), a financial publication generally circulated throughout the State of California or reasonably expected to be disseminated among prospective bidders for the New Money Bonds and the Refunding Bonds, at least five days prior to the sale of each series of the New Money Bonds and the Refunding Bonds in accordance with Section 53692 of the Government Code of the State of California and any such action previously taken is hereby confirmed, ratified and approved.

(d) Each Designated Officer is authorized and directed to cause each Notice Inviting Bids to be published, if determined by Bond Counsel and/or a Designated Officer to be necessary or desirable (after completion, modification or correction thereof reflecting the terms of each series of the New Money Bonds and/or each series of the Refunding Bonds, as approved by said Designated Officer, such approval to be conclusively evidenced by such publication) in such publication(s) as selected by a Designated Officer and Bond Counsel and any such action previously taken is hereby confirmed, ratified and approved.

(e) Each Designated Officer is authorized and directed to distribute each Notice Inviting Bids (including via electronic methods) to such municipal broker-dealers, banking and financial institutions and other persons as such Designated Officer deems necessary or desirable, and any such action previously taken is hereby confirmed, ratified and approved.

(f) Each Designated Officer is hereby authorized and directed for and on behalf of the LACMTA to accept the best bid for the New Money Bonds and the Refunding Bonds received from qualified bidders pursuant to and subject to the terms and conditions set forth in this Resolution and the Notice(s) Inviting Bids herein approved and to award the New Money Bonds and the Refunding Bonds, from time to time, to such best bidder(s).

(g) Each Designated Officer is hereby authorized and directed to take any other action such Designated Officer determines is necessary or desirable to cause any such competitive sale to comply with the LACMTA's Debt Policy and applicable law.

**Section 9. Preliminary Official Statement and Official Statement.** One or more Preliminary Official Statements shall be used by the LACMTA in connection with the sale and issuance of the New Money Bonds and the Refunding Bonds. The form of the Preliminary Official Statement on file with the Secretary of the Board and made available to the Board is hereby approved. Each Preliminary Official Statement used by the LACMTA in connection with the sale and issuance of the New Money Bonds and the Refunding Bonds shall be substantially in the form of the Preliminary Official Statement on file with the Secretary of the Board and made available to the Board with such changes as a Designated Officer approves (such approval to be conclusively evidenced by the execution and delivery of the certificate referenced in the following sentence). Each Preliminary Official Statement shall be circulated for use in selling the New Money Bonds and the Refunding Bonds at such time or times as a Designated Officer shall deem such Preliminary Official Statement(s) to be final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, said determination to be conclusively evidenced by a certificate signed by said Designated Officer to said effect. Each Preliminary Official Statement shall contain a description of the finances and operations of the LACMTA, a description of the Proposition A Tax and a description of historical receipts of sales tax revenues substantially in the form of the Preliminary Official Statement on file with the Secretary of the Board and made available to the Board, with such changes as any Designated Officer determines are appropriate or necessary. Each Preliminary Official Statement shall also contain a description of the New Money Bonds and the Refunding Bonds, as applicable, and the



terms and conditions of the applicable Supplemental Trust Agreement together with such information and description as a Designated Officer determines is appropriate or necessary.

Upon the sale of each series of the New Money Bonds and the Refunding Bonds, any Designated Officer shall provide for the preparation, publication, execution and delivery in electronic and/or printed form of a final Official Statement in substantially the form of the Preliminary Official Statement on file with the Secretary of the Board and made available to the Board with such changes as any Designated Officer determines are appropriate or necessary. Any Designated Officer is hereby authorized and directed to execute and deliver each final Official Statement in the name and on behalf of the LACMTA. One or more supplements to any final Official Statement may be prepared and delivered reflecting updated and revised information as any Designated Officer deems appropriate or necessary. Each Official Statement shall be circulated for use in selling the New Money Bonds and the Refunding Bonds at such time or times as any Designated Officer deems appropriate.

**Section 10. Trustee, Paying Agent and Registrar.** The Bank of New York Mellon Trust Company, N.A. is hereby appointed as Trustee, Paying Agent and Registrar for the New Money Bonds and the Refunding Bonds. Such appointments shall be effective upon the issuance of the New Money Bonds and the Refunding Bonds and shall remain in effect until the LACMTA, by supplemental agreement, resolution or other action, shall name a substitute or successor thereto.

**Section 11. Escrow Agent.** The Bank of New York Mellon Trust Company, N.A. is hereby appointed as Escrow Agent under each Escrow Agreement. Such appointment shall be effective upon the issuance of the Refunding Bonds and shall remain in effect until the LACMTA, by supplemental agreement, resolution or other action, shall name a substitute or successor thereto.

**Section 12. Bond Insurance and Reserve Fund Surety Bond.** In connection with the sale of all or a portion of the New Money Bonds and the Refunding Bonds, the Designated Officers are hereby authorized on behalf of the LACMTA to purchase or otherwise arrange for the provision of (including the payment of such premiums, fees and other costs and expenses as such Designated Officer determines acceptable), one or more policies of municipal bond insurance to support the timely payment of principal of and interest on all or a portion of the New Money Bonds and the Refunding Bonds and/or one or more reserve fund surety bonds, said municipal bond insurance and/or reserve fund surety bond to contain such terms and conditions as such Designated Officer(s) shall determine is appropriate or necessary for the issuance of the New Money Bonds and the Refunding Bonds. Notwithstanding the Debt Policy of the LACMTA, each of the Designated Officers is hereby authorized and directed to determine the process of procuring the provider of municipal bond insurance or reserve fund surety and such process may be, at the determination of such Designated Officer, either a competitive bidding process or a privately negotiated process, even if such process does not comply with the Debt Policy of the LACMTA.

**Section 13. Authorized Commission Representative/Authorized Authority Representative.** The CEO, the CFO, the Treasurer, any Assistant Treasurer of the LACMTA (or such other titles as the LACMTA may from time to time assign for such respective

positions), including any such officer serving in an acting or interim capacity, are each hereby designated as an Authorized Commission Representative and an Authorized Authority Representative for all purposes under the Trust Agreement and with respect to all bonds outstanding under the Trust Agreement. Such appointment shall remain in effect until modified by resolution. All previous designations of Authorized Commission Representatives and Authorized Authority Representatives are hereby ratified and confirmed.

**Section 14. Additional Authorization.** The Designated Officers, for and on behalf of the LACMTA, be and they hereby are authorized and directed to do any and all things necessary to effect the execution and delivery of the New Money Bonds and the Refunding Bonds, each Supplemental Trust Agreement, each Notice of Intention to Sell Bonds, each Notice Inviting Bids, each Continuing Disclosure Certificate and each Escrow Agreement, and to carry out the terms thereof. The Designated Officers and all other officers, agents and employees of the LACMTA are further authorized and directed, for and on behalf of the LACMTA, to execute all papers, documents, certificates and other instruments and take all other actions that may be required in order to carry out the authority conferred by this Resolution or the provisions of the Trust Agreement, each Supplemental Trust Agreement, each Notice of Intention to Sell Bonds, each Notice Inviting Bids, each Continuing Disclosure Certificate and each Escrow Agreement or to evidence said authority and its exercise. The foregoing authorization includes, but is in no way limited to, the direction (from time to time) by a Designated Officer of the investment of the proceeds of the New Money Bonds and the Refunding Bonds and of the Pledged Revenues including the execution and delivery of investment agreements or purchase agreements related thereto, the execution by a Designated Officer and the delivery of one or more tax certificates as required by each Supplemental Trust Agreement for the purpose of complying with the rebate requirements of the Internal Revenue Code of 1986, as amended; the execution by a Designated Officer of any documents necessary in connection with obtaining bond insurance on all or a portion of the New Money Bonds and the Refunding Bonds, and the execution and delivery of documents required by The Depository Trust Company in connection with the Book-Entry Bonds. All actions heretofore taken by the officers, agents and employees of the LACMTA in furtherance of this Resolution are hereby confirmed, ratified and approved.

Any Designated Officer, on behalf of the LACMTA, is further authorized and directed to cause written notice(s) to be provided to the California Debt and Investment Advisory Commission (“CDIAC”) of the proposed sale of the New Money Bonds and the Refunding Bonds, said notice(s) to be provided in accordance with Section 8855 et seq. of the California Government Code, to file the notice(s) of final sale with CDIAC, to file the rebates and notices required under section 148(f) and 149(e) of the Internal Revenue Code of 1986, as amended, if necessary, and to file such additional notices and reports as are deemed necessary or desirable by such Designated Officer in connection with the New Money Bonds and the Refunding Bonds, and any such notices are hereby ratified, confirmed and approved.

**Section 15. Continuing Authority of Designated Officers.** The authority of any individual serving as a Designated Officer under this Resolution by a written designation signed by the CEO, the CFO, the Treasurer or any Assistant Treasurer of the LACMTA shall remain valid notwithstanding the fact that the individual officer of the LACMTA signing such designation ceases to be an officer of the LACMTA, unless such designation specifically provides otherwise.

**Section 16. Further Actions.** From and after the delivery of the New Money Bonds and the Refunding Bonds, the Designated Officers and each of them are hereby authorized and directed to amend, supplement or otherwise modify each Supplemental Trust Agreement, each Continuing Disclosure Certificate and each Escrow Agreement at any time and from time to time and in any manner determined to be necessary or desirable by the Designated Officer executing such amendment, supplement, or modification, upon consultation with the LACMTA's municipal advisor and Bond Counsel, the execution of such amendment, supplement or other modification being conclusive evidence of the LACMTA's approval thereof. Further, the Designated Officers and each of them are hereby authorized and directed to terminate any municipal bond insurance policy, reserve fund surety or investment agreement and enter into one or more municipal bond insurance policies, reserve fund sureties or investment agreements as any such Designated Officer shall determine is appropriate or necessary.

**Section 17. Costs of Issuance.** The LACMTA authorizes funds of the LACMTA, together with the proceeds of the New Money Bonds and the Refunding Bonds, to be used to pay costs of issuance of the New Money Bonds and the Refunding Bonds, including, but not limited to, costs of attorneys, accountants, verification agents, municipal advisors, trustees, escrow agents, the costs associated with rating agencies, bond insurance and surety bonds, printing, publication and mailing expenses and any related filing fees.

**Section 18. Severability.** The provisions of this Resolution are hereby declared to be severable, and, if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereof.

**Section 19. Effective Date.** This Resolution shall be effective upon adoption and shall be effective with respect to the New Money Bonds and the Refunding Bonds issued on or before June 30, 2018.

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CERTIFICATION

The undersigned, duly qualified and acting as Board Secretary of the Los Angeles County Metropolitan Transportation Authority, certifies that the foregoing is a true and correct copy of the Resolution adopted at a legally convened meeting of the Board of Directors of the Los Angeles County Metropolitan Transportation Authority held on \_\_\_\_\_, 2017.

[SEAL]

By \_\_\_\_\_  
Board Secretary, Los Angeles County  
Metropolitan Transportation Authority

Dated: \_\_\_\_\_, 2017

## CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Certificate”) is executed and delivered by the Los Angeles County Metropolitan Transportation Authority (the “Authority”) in connection with the issuance of its \$\_\_\_\_\_ Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “Series 2017-A Bonds”) and its \$\_\_\_\_\_ Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “Series 2017-B Bonds”, and collectively the “Series 2017 Bonds”) pursuant to the terms of the Agreement (as defined herein). The Authority covenants and agrees as follows:

### **Section 1. Definitions.**

“*Agreement*” means, collectively, the Trust Agreement, dated as of July 1, 1986, as amended and supplemented, by and between the Authority (as successor to the Los Angeles County Transportation Commission) and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., successor by merger to First Interstate Bank of California), as trustee (the “*Trustee*”), and the Thirty-Eighth Supplemental Trust Agreement, dated as of [October] 1, 2017, by and between the Authority and the Trustee.

“*Annual Information*” means the information specified in Section 4 hereof.

“*EMMA System*” means the MSRB’s Electronic Municipal Market Access system or any successor nationally recognized municipal securities information repositories recognized by the Securities and Exchange Commission for the purposes referred to in Rule 15c2-12.

“*Holder*” means any registered owner of Series 2017 Bonds and any beneficial owner of Series 2017 Bonds within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

“*Listed Events*” means any of the events listed in Section 5 hereof.

“*MSRB*” means the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

“*Official Statement*” means the Official Statement, dated [\_\_\_\_], 2017, prepared and distributed in connection with the issuance of the Series 2017 Bonds.

“*Rule 15c2-12*” means Rule 15c2-12, as amended through the date of this Certificate, as promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

**Section 2. Purpose of the Certificate.** This Certificate is being executed and delivered by the Authority pursuant to Rule 15c2-12 for the benefit of the Holders of the Series 2017 Bonds in order to assist the participating underwriters in complying with Rule 15c2-12.

### **Section 3. Provision of Annual Information.**

(a) The Authority shall, not later than 195 days following the end of each Fiscal Year of the Authority (which Fiscal Year currently ends on June 30), commencing with the report for Fiscal Year 2017, provide to the MSRB through the EMMA System, in an electronic format and accompanied by

identifying information all as prescribed by the MSRB, the Annual Information relating to the immediately preceding Fiscal Year that is consistent with the requirements of Section 4 hereof, which Annual Information may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 hereof; provided that any audited financial statements may be submitted separately from the balance of the Annual Information and later than the date required above for the filing of the Annual Information if they are not available by that date. If the Fiscal Year for the Authority changes, the Authority shall give notice of such change in the same manner as for a Listed Event under Section 5(e) hereof.

(b) If in any year, the Authority does not provide the Annual Information to the MSRB by the time specified above, the Authority shall instead file a notice to the MSRB through the EMMA System stating that the Annual Information has not been timely completed and, if known, stating the date by which the Authority expects to file the Annual Information.

**Section 4. Content of Annual Information.** The Annual Information shall contain or incorporate by reference the following:

(a) The audited financial statements of the Authority for the prior Fiscal Year, prepared in accordance with generally accepted accounting principles as in effect from time to time and as applied to governmental units. If the Authority's audited financial statements are not available by the time the Annual Information is required to be filed pursuant to Section 3(a) hereof, the Annual Information shall contain unaudited financial statements and the audited financial statements shall be filed in the same manner as the Annual Information when they become available.

(b) Updated historical information of the type set forth in "TABLE 4—Historic Net Proposition A Sales Tax Revenues, Local Allocations and Pledged Revenues" of the Official Statement; and

(c) Updated information of the type set forth in "TABLE 9—Los Angeles County Metropolitan Transportation Authority, Combined Debt Service Schedule First Tier Senior Lien Series 2017 Bonds" of the Official Statement, but only the information in the columns entitled "Principal," "Interest" and "Total Debt Service" under the headings "Series 2017-A Bonds Debt Service" and "Series 2017-B Bonds Debt Service" and in the column entitled "Combined Total Debt Service First Tier Senior Lien Bonds" and only to the extent the information in these columns has changed.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the Authority or related public entities, that have been submitted to the MSRB through the EMMA System.

**Section 5. Reporting of Listed Events.**

(a) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2017 Bonds not later than ten business days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;

3. Unscheduled draws on credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;
5. Adverse tax opinions with respect to the tax status of the Series 2017 Bonds or the issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB) with respect to the Series 2017 Bonds;
6. Tender offers;
7. Defeasances;
8. Rating changes; or
9. Bankruptcy, insolvency, receivership or similar event of the Authority.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Authority in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Authority, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Authority.

(b) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2017 Bonds, if material, not later than ten business days after the occurrence of the event:

1. Unless described in paragraph 5(a)(5), adverse tax opinions or other material notices or determinations by the Internal Revenue Service with respect to the tax status of the Series 2017 Bonds or other material events affecting the tax status of the Series 2017 Bonds;
2. Modifications to rights of the Owners of the Series 2017 Bonds;
3. Optional, unscheduled or contingent bond calls;
4. Release, substitution or sale of property securing repayment of the Series 2017 Bonds;
5. Non-payment related defaults;
6. The consummation of a merger, consolidation, or acquisition involving the Authority or the sale of all or substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or

7. Appointment of a successor or additional trustee or the change of name of a trustee.

(c) The Authority shall give, or cause to be given, in a timely manner, notice of a failure to provide the annual financial information on or before the date specified in Section 3(a) hereof, as provided in Section 3 hereof.

(d) Whenever the Authority obtains knowledge of the occurrence of a Listed Event described in Section 5(b) hereof, the Authority shall determine if such event would be material under applicable federal securities laws.

(e) If the Authority learns of an occurrence of a Listed Event described in Section 5(a) hereof, or determines that knowledge of a Listed Event described in Section 5(b) hereof would be material under applicable federal securities laws, the Authority shall within ten business days of occurrence file a notice of such occurrence with the MSRB through the EMMA System in electronic format, accompanied by such identifying information as is prescribed by the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(7) or (b)(3) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Series 2017 Bonds pursuant to the Agreement.

**Section 6. Remedies.** If the Authority shall fail to comply with any provision of this Certificate, then any Holder may enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding in law or in equity, this Certificate against the Authority and any of the officers, agents and employees of the Authority, and may compel the Authority or any such officers, agents or employees to perform and carry out their duties under this Certificate; provided that the sole and exclusive remedy for breach of this Certificate shall be an action to compel specific performance of the obligations of the Authority hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and, provided further, that any challenge to the adequacy of any information provided pursuant to Section 4 or 5 hereof may be brought only by the Holders of 25% in aggregate principal amount of the Series 2017 Bonds at the time outstanding. A failure by the Authority to comply with the provisions of this Certificate shall not constitute an Event of Default under the Agreement.

**Section 7. Parties in Interest.** This Certificate is executed and delivered solely for the benefit of the Holders. No other person shall have any right to enforce the provisions hereof or any other rights hereunder.

**Section 8. Amendment.** Without the consent of any Holders of Series 2017 Bonds, the Authority at any time and from time to time may enter into any amendments or changes to this Certificate for any of the following purposes:

(a) to comply with or conform to any changes in Rule 15c2-12 or any authoritative interpretations thereof by the Securities and Exchange Commission or its staff (whether required or optional);

(b) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;

(c) to evidence the succession of another person to the Authority and the assumption by any such successor of the covenants of the Authority hereunder;



(d) to add to the covenants of the Authority for the benefit of the Holders, or to surrender any right or power herein conferred upon the Authority; or

(e) to modify the contents, presentation and format of the Annual Information from time to time as a result of a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Authority, or type of business conducted; provided that (i) the certificate, as amended, would have complied with the requirements of Rule 15c2-12 at the time of the offering of the Series 2017 Bonds, after taking into account any amendments or authoritative interpretations of the Rule, as well as any change in circumstances; and (ii) the amendment or change does not materially impair the interests of Holders, as determined either by a party unaffiliated with the Authority (such as bond counsel), or by the vote or consent of Holders of a majority in outstanding principal amount of the Series 2017 Bonds on or prior to the time of such amendment or change.

**Section 9. Termination of Obligation.** This Certificate shall remain in full force and effect until such time as all principal of and interest on the Series 2017 Bonds shall have been paid in full or legally defeased pursuant to the Agreement. Upon any such legal defeasance, the Authority shall provide notice of such defeasance to the EMMA System. Such notice shall state whether the Series 2017 Bonds have been defeased to maturity or to redemption and the timing of such maturity or redemption.

**Section 10. Governing Law.** THIS CERTIFICATE SHALL BE GOVERNED BY THE LAWS OF CALIFORNIA DETERMINED WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAW.

IN WITNESS WHEREOF, the undersigned has executed this Continuing Disclosure Certificate this \_\_\_<sup>th</sup> day of October, 2017.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Donna R. Mills, Treasurer

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**ESCROW AGREEMENT**

by and between

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**

and

**THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,**  
as Trustee and Escrow Agent

relating to:

Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
Series 2011-B

Dated October [\_\_], 2017

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## ESCROW AGREEMENT

**THIS ESCROW AGREEMENT**, dated October [\_\_\_], 2017 (this “*Escrow Agreement*”), is made by and between the **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY** (the “*Authority*”), a county transportation commission duly organized and existing pursuant to Chapter 2, Division 12 of the California Public Utilities Code (commencing with Section 130050.2) and **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**, a national banking association organized and existing under the laws of the United States of America, formerly known as The Bank of New York Trust Company, N.A., successor to BNY Western Trust Company, as successor to Wells Fargo Bank, N.A., the successor to First Interstate Bank of California, as trustee under the hereinafter defined Agreement and Thirty-First Supplemental Agreement, and as escrow agent (the “*Trustee/Escrow Agent*”).

### WITNESSETH:

WHEREAS, the Authority has previously issued its Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B (the “*Series 2011-B Bonds*”), pursuant to the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the “*Agreement*”), by and between the Authority and the Trustee/Escrow Agent, as trustee, and the Thirty-First Supplemental Trust Agreement, dated as of October 1, 2011, (the “*Thirty-First Supplemental Agreement*”), by and between the Authority and the Trustee/Escrow Agent, as trustee;

WHEREAS, the Authority is, simultaneously with the execution of this Escrow Agreement, issuing \$[\_\_\_\_\_] aggregate principal amount of its Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “*Series 2017-B Bonds*”), under the terms of the Agreement and the Thirty-Eighth Supplemental Trust Agreement, dated as of October 1, 2017 (the “*Thirty-Eighth Supplemental Agreement*”) by and between the Authority and the Trustee/Escrow Agent, as trustee;

WHEREAS, the Series 2017-A Bonds are being issued to, among other things, advance refund and defease the Series 2011-B Bonds set forth in Exhibit A attached hereto (the “*Refunded Bonds*”); and

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants hereinafter set forth, the parties hereto agree as follows:

**Section 1. Creation of Escrow Fund.** There is hereby created and established with the Trustee/Escrow Agent a special and irrevocable escrow fund designated “Los Angeles County Metropolitan Transportation Authority, Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B Escrow Fund” (herein referred to as the “*Escrow Fund*”) to be held in the custody of the Trustee/Escrow Agent in trust under this Escrow Agreement for the benefit of the owners of the Refunded Bonds. Except as otherwise provided in Section 5 hereof, the Authority shall have no interest in the funds held in the Escrow Fund.

**Section 2. Deposit to the Escrow Fund.**

(a) Concurrently with the execution and delivery of this Escrow Agreement, the Authority hereby directs the Trustee/Escrow Agent to, and the Trustee/Escrow Agent shall, deposit the sum of \$[\_\_\_\_\_] to be derived from the proceeds of the sale of the Series 2017-A Bonds (which the Authority shall transfer or caused to be transferred to the Trustee/Escrow Agent on October [\_\_\_], 2017) to the Escrow Fund.

(b) The Authority hereby directs the Trustee/Escrow Agent to, and the Trustee/Escrow Agent shall, on or before October [\_\_\_], 2017, transfer or cause to be transferred (i) \$[\_\_\_\_\_] from the Series 2011 Bond Interest Subaccount of the Bond Interest Account of the Debt Service Fund (as established and maintained pursuant to the Agreement and the Thirty-First Supplemental Agreement), and (ii) \$[\_\_\_\_\_] from the Series 2011 Reserve Account of the Reserve Fund (as established and maintained pursuant to the Agreement and the Thirty-First Supplemental Agreement), to the Escrow Fund.

(c) The Trustee/Escrow Agent hereby acknowledges receipt of \$[\_\_\_\_\_] as described in clauses (a) and (b) above, and that such amounts were deposited in the Escrow Fund.

(d) The Authority hereby directs the Trustee/Escrow Agent to, and the Trustee/Escrow Agent shall, on October [\_\_\_], 2017, use \$[\_\_\_\_\_] on deposit in the Escrow Fund to purchase the securities described in Schedule I attached hereto (the “*Initial Government Securities*”), and shall retain \$[\_\_\_\_\_] in the Escrow Fund as a beginning cash balance.

**Section 3. Investment of the Escrow Fund.** The Trustee/Escrow Agent shall purchase the Initial Government Securities as provided in Section 2 hereof and shall hold such Initial Government Securities, the beginning cash balances and any earnings received thereon and any reinvestment thereof created by this Escrow Agreement and disburse such amounts as provided herein. The Trustee/Escrow Agent shall collect amounts due and shall sell or otherwise redeem or liquidate investments in the Escrow Fund as needed to make the payments and transfers required by this Escrow Agreement and may substitute different Government Securities, as defined and subject to the terms and limitations of Section 7 hereof, for the Initial Government Securities but otherwise shall have no power or duty to sell, transfer, request the redemption of or otherwise dispose of the Initial Government Securities.

**Section 4. Creation of Lien on Escrow Fund.** The deposit of the moneys, the Initial Government Securities and any other Government Securities in the Escrow Fund shall constitute an irrevocable deposit in trust for the benefit of the holders of the Refunded Bonds. The holders of the Refunded Bonds are hereby granted an express lien on the Escrow Fund and all moneys and investments from time to time held therein for the payment of amounts described in Section 5 hereof.

**Section 5. Use of Escrow Fund.** The Trustee/Escrow Agent shall withdraw the amounts described in Schedule II attached hereto on the dates set forth in such Schedule II from the

Escrow Fund and use such amounts in its capacity as trustee for the Refunded Bonds to pay the principal of and interest on the Refunded Bonds as directed pursuant to the Agreement and the Thirty-First Supplemental Agreement.

The Trustee/Escrow Agent shall retain all unclaimed moneys, together with interest thereon, in the Escrow Fund and shall invest such unclaimed moneys as directed in writing by an Authorized Authority Representative (as defined in the Agreement). At such time as the Authority delivers to the Trustee/Escrow Agent written notice that no additional amounts from the Escrow Fund will be needed to redeem the Refunded Bonds, or on July 2, 2021, whichever occurs first, the Trustee/Escrow Agent shall transfer all amounts then remaining in the Escrow Fund to the Series 2017 Bond Interest Subaccount of the Bond Interest Account of the Debt Service Fund, established under the Agreement and the Thirty-Eighth Supplemental Agreement to be used to pay interest on the Series 2017-B Bonds. At such time as no amounts remain in the Escrow Fund, such fund shall be closed.

**Section 6. Notice of Redemption of the Refunded Bonds.** By the execution of this Escrow Agreement and delivery hereof to the Trustee/Escrow Agent, the Authority hereby delivers notice to the Trustee/Escrow Agent pursuant to the Agreement and the Thirty-First Supplemental Agreement that the Authority wishes to redeem the Refunded Bonds on July 1, 2021. The Trustee/Escrow Agent hereby waives any right to receive any other notices that it may be entitled to from the Authority under the Agreement and the Thirty-First Supplemental Agreement with respect to the redemption of the Refunded Bonds, as described herein. The Trustee/Escrow Agent agrees to give or cause to be given notice of such redemption at such times and in such manner as provided in the Agreement and the Thirty-First Supplemental Agreement to the owners of the Refunded Bonds, including, (a) notice of the defeasance of the Refunded Bonds (a form of which is attached hereto as Exhibit B), to be mailed to The Depository Trust Company, and (b) at least 20 days but not more than 60 days prior to July 1, 2021, notice of redemption of the Refunded Bonds (a form of which is attached hereto as Exhibit C) as required pursuant to Section 2.07 of the Thirty-First Supplemental Agreement.

**Section 7. Reinvestment; Substitution of Government Securities.** EXCEPT AS SPECIFICALLY PROVIDED BELOW, THE TRUSTEE/ESCROW AGENT MAY NOT SELL, TRANSFER, REQUEST THE REDEMPTION OF OR OTHERWISE DISPOSE OF THE INITIAL GOVERNMENT SECURITIES.

Interest income and other amounts received by the Trustee/Escrow Agent as payments on the Initial Government Securities held in the Escrow Fund shall be held as part of the Escrow Fund to be used for the purposes set forth in Section 5 hereof and may be invested by the Trustee/Escrow Agent at the written direction of the Authority; provided that (a) such amounts may only be invested in Government Securities as defined in this Section 7; and (b) such investments shall have maturities which do not extend beyond the dates on which the moneys so invested will be needed to make payments required by Section 5 hereof.

Upon the fulfillment of the conditions set forth in this Section 7, the Trustee/Escrow Agent at the written direction of the Authority may sell, liquidate or otherwise dispose of some or all of the Initial Government Securities then held as an investment of the Escrow Fund and reinvest the proceeds thereof, together with other moneys held in the Escrow Fund in different

Government Securities; provided that no such substitution shall occur unless the Authority shall first deliver to the Trustee/Escrow Agent, (a) an opinion by an independent certified public accountant that, after such reinvestment or substitution, the principal amount of the Government Securities then held in the Escrow Fund, together with the interest thereon and other available moneys therein, will be sufficient to pay the principal of and interest on the Refunded Bonds on the dates and in the amounts as required pursuant to this Escrow Agreement and the Thirty-First Supplemental Agreement; and (b) an opinion of nationally recognized bond counsel to the effect that such sale, liquidation or other disposition and substitution of different Government Securities is permitted under this Escrow Agreement, the Agreement and the Thirty-First Supplemental Agreement, and will not have any adverse effect with respect to the exemption of the interest on the Series 2017-B Bonds or the Refunded Bonds from income taxation under the Internal Revenue Code of 1986, as amended; provided further that no opinions shall be required pursuant to this Section 7 with respect to the reinvestment of any moneys derived from Government Securities held in the Escrow Fund hereunder which have matured so long as such moneys are reinvested in Government Securities maturing not later than the dates such funds are required to pay the principal of and interest on the Refunded Bonds and the yield on such Government Securities does not exceed the yield on the Series 2017-B Bonds or the Refunded Bonds.

“*Government Securities*,” as used in this Escrow Agreement, means only noncallable direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by the full faith and credit of, the United States of America, and which are limited to U.S. Treasury Certificates, Notes and Bonds (including State and Local Government Series—“*SLGS*” and any stripped interest on the principal portion of such U.S. Treasury Certificates, Notes and Bonds).

If the Escrow Agent learns that the Department of the Treasury or the Bureau of Public Debt will not, for any reason, accept a SLGS subscription that is to be submitted pursuant to this Escrow Agreement, the Escrow Agent shall promptly request alternative written investment instructions from the Authority with respect to escrowed funds which were to be invested in SLGS. The Escrow Agent shall follow such instructions and, upon the maturity of any such alternative investment, the Escrow Agent shall hold funds uninvested and without liability for interest until receipt of further written instructions from the Authority. In the absence of investment instructions from the Authority, the Escrow Agent shall not be responsible for the investment of such funds or interest thereon. The Escrow Agent may conclusively rely upon the Authority’s selection of an alternative investment as a determination of the alternative investment’s legality and suitability and shall not be liable for any losses related to the alternative investments or for compliance with any yield restriction applicable thereto.

#### **Section 8. Liability of Trustee/Escrow Agent.**

(a) The Trustee/Escrow Agent shall not under any circumstance be liable for any loss resulting from any investment made pursuant to this Escrow Agreement in compliance with the provisions hereof. The Trustee/Escrow Agent shall have no lien whatsoever on the Escrow Fund or moneys on deposit in the Escrow Fund for the payment of fees and expenses for services rendered by the Trustee/Escrow Agent under this Escrow Agreement or otherwise.

(b) The Trustee/Escrow Agent shall not be liable for the accuracy of the calculations as to the sufficiency of any moneys deposited into the Escrow Fund or the Initial Government Securities or any Government Securities purchased at the direction of the Authority to pay the principal of and interest on the Refunded Bonds.

(c) The Authority agrees that if for any reason the investments and moneys and other funds available to pay principal of and interest on the Refunded Bonds are insufficient therefor, the Authority shall continue to be liable for payment therefor in accordance with the terms of the Agreement and the Thirty-First Supplemental Agreement.

(d) No provision of this Escrow Agreement shall require the Trustee/Escrow Agent to expend or risk its own funds.

(e) The Trustee/Escrow Agent may consult with bond counsel to the Authority or with such other counsel of its own choice subject to reasonable approval by the Authority (which may but need not be counsel to the Authority) and the opinion of such counsel shall be full and complete authorization to take or suffer in good faith any action in accordance with such opinion of counsel.

(f) Whenever in the administration of this Escrow Agreement the Trustee/Escrow Agent shall deem it necessary or desirable that a matter be proved or established prior to taking or not taking any action hereunder, such matter (unless other evidence in respect thereof be herein specifically prescribed) may, in the absence of negligence or willful misconduct on the part of the Trustee/Escrow Agent, be deemed to be conclusively proved and established by a certificate of an Authorized Authority Representative, and such certificate shall, in the absence of negligence or willful misconduct on the part of the Trustee/Escrow Agent, be full warrant to the Trustee/Escrow Agent for any action taken or not taken by it under the provisions of this Escrow Agreement in reliance thereon. Except with respect to any future reinvestment or substitution of Government Securities as may be directed by the Authority as set forth in Section 7 hereof, the Trustee/Escrow Agent hereby represents that, as of the date hereof, it does not need any further certificate or direction from any other party in order to carry out the terms of this Escrow Agreement.

(g) The Trustee/Escrow Agent may conclusively rely, as to the truth and accuracy of the statements and correctness of the opinions and the calculations provided, and shall be protected and indemnified as set forth in Section 12 hereof, in acting, or refraining from acting, upon any written notice, instruction, request, certificate, document or opinion furnished to the Trustee/Escrow Agent signed or presented by the proper party, and it need not investigate any fact or matter stated in such notice, instruction, request, certificate or opinion.

(h) The Trustee/Escrow Agent shall not have any liability hereunder except to the extent of its own negligence or willful misconduct. In no event shall the Trustee/Escrow Agent be liable for any special, indirect or consequential damages.

(i) The Trustee/Escrow Agent shall not be responsible for any of the recitals or representations contained herein.

(j) The Trustee/Escrow Agent's rights to indemnification hereunder shall survive its resignation or removal and the termination of this Escrow Agreement.

(k) The Trustee/Escrow Agent may execute any of the trusts or powers hereunder or perform any duties hereunder either directly or by or through agents, attorneys, custodians or nominees appointed with due care, and shall not be responsible for any willful misconduct or negligence on the part of any agent, attorney, custodian or nominee so appointed.

(l) The Trustee/Escrow Agent agrees to accept and act upon instructions or directions pursuant to this Escrow Agreement sent by unsecured e-mail, facsimile transmission or other similar unsecured electronic methods, provided, however, that, the Trustee/Escrow Agent shall have received an incumbency certificate listing persons designated to give such instructions or directions and containing specimen signatures of such designated persons, which such incumbency certificate shall be amended and replaced whenever a person is to be added or deleted from the listing. If the Authority elects to give the Trustee/Escrow Agent e-mail or facsimile instructions (or instructions by a similar electronic method) and the Trustee/Escrow Agent in its discretion elects to act upon such instructions, the Trustee/Escrow Agent's understanding of such instructions shall be deemed controlling. The Trustee/Escrow Agent shall not be liable for any losses, costs or expenses arising directly or indirectly from the Trustee/Escrow Agent's reliance upon and compliance with such instructions notwithstanding such instructions conflict or are inconsistent with a subsequent written instruction. The Authority agrees to assume all risks arising out of the use of such electronic methods to submit instructions and directions to the Trustee/Escrow Agent, including without limitation the risk of the Trustee/Escrow Agent acting on unauthorized instructions, and the risk of interception and misuse by third parties.

(m) The Trustee/Escrow Agent shall incur no liability for losses arising from any investment made pursuant to this Escrow Agreement.

(n) The Authority acknowledges that to the extent regulations of the Comptroller of the Currency or other applicable regulatory entity grant the Authority the right to receive brokerage confirmations of security transactions as they occur, the Authority specifically waives receipt of such confirmations to the extent permitted by law. The Trustee/Escrow Agent will furnish the Authority periodic cash transaction statements which include detail for all investment transactions made by the Trustee/Escrow Agent hereunder.

**Section 9. Successor Trustee/Escrow Agent.** Any corporation into which the Trustee/Escrow Agent may be merged or converted or with which it may be consolidated, or any corporation resulting from any merger, conversion, consolidation or tax-free reorganization to which the Trustee/Escrow Agent shall be a party or any corporation succeeding to the corporate trust business of the Trustee/Escrow Agent, shall be the successor Trustee/Escrow Agent under



this Escrow Agreement without the execution or filing of any paper or any other act on the part of the parties hereto, anything herein to the contrary notwithstanding.

**Section 10. Termination.** This Escrow Agreement shall terminate when all transfers and payments required to be made by the Trustee/Escrow Agent under the provisions hereof shall have been made. Any deficiency in the amounts required to be paid hereunder shall be paid by the Authority. The Authority hereby directs the Trustee/Escrow Agent to, and the Trustee/Escrow Agent shall, distribute any moneys remaining in the Escrow Fund at the time of such termination to the Series 2017 Bond Interest Subaccount of the Bond Interest Account of the Debt Service Fund.

**Section 11. Tax-Exempt Nature of Interest on the Refunded Bonds.** The Authority covenants and agrees for the benefit of the holders of the Refunded Bonds that it will not direct or permit any thing or act to be done in such manner as would cause interest on the Refunded Bonds to be included in the gross income of the recipients thereof for federal income tax purposes under the Internal Revenue Code of 1986, as amended, nor will it use any of the proceeds received from the sale of the Series 2017-B Bonds, directly or indirectly, in any manner which would result in the Series 2017-B Bonds being classified as “arbitrage bonds” within the meaning of the Code.

**Section 12. Compensation and Indemnity of Trustee/Escrow Agent.** For acting under this Escrow Agreement, the Trustee/Escrow Agent shall be entitled to payment of fees of \$[\_\_\_\_\_] for its services, including, without limitation, reasonable compensation for all services rendered in the execution, exercise and performance of any of the duties of the Trustee/Escrow Agent to be exercised or performed pursuant to the provisions of this Escrow Agreement, and all reasonable expenses, disbursements and advances incurred in accordance with any provisions of this Escrow Agreement (including the reasonable compensation and expenses and disbursements of independent counsel, agents and attorneys-at-law or other experts employed by it in the exercise and performance of its powers and duties hereunder and out-of-pocket expenses including, but not limited to, postage, insurance, wires, stationery, costs of printing forms and letters and publication of notices of redemption); however, such amount shall never be payable from or become a lien upon the Escrow Fund, which fund shall be held solely for the purposes and subject to the liens set forth in Sections 4 and 5, respectively, hereof. To the extent permitted by law, the Authority agrees to indemnify and hold the Trustee/Escrow Agent harmless from and against all claims, suits and actions brought against it, or to which it is made a party, and from all costs, expenses (including reasonable attorneys’ fees of counsel reasonably acceptable to the Authority), losses and damages suffered by it as a result thereof, including the costs and expenses of defending against any such claims, suits or actions, where and to the extent such claim, suit or action arises out of the performance by the Trustee/Escrow Agent of its duties under this Escrow Agreement; provided, however, that such indemnification shall not extend to claims, suits and actions brought against the Trustee/Escrow Agent which result in a judgment being entered, settlement being reached or other disposition made based upon the Trustee/Escrow Agent’s negligence or willful misconduct. The indemnification provided for in this Escrow Agreement shall never be payable from or become a lien upon the Escrow Fund, which Escrow Fund shall be held solely for the purpose and subject to the liens set forth in Sections 4 and 5, respectively, hereof. The obligations of the Authority under this Section 12

shall remain in effect and continue notwithstanding the termination of this Escrow Agreement and the resignation or the removal of the Trustee/Escrow Agent.

**Section 13. Third-Party Beneficiaries and Amendments.** The owners of the Refunded Bonds are hereby recognized as third-party beneficiaries of this Escrow Agreement to the extent of their interests in the Escrow Fund as set forth in Sections 4 and 5 hereof.

**Section 14. Replacement and Resignation of Trustee/Escrow Agent.** The Authority may remove the Trustee/Escrow Agent and/or the Trustee/Escrow Agent may resign pursuant to the provisions of Section 9.09 of the Agreement and the applicable provisions of the Thirty-First Supplemental Agreement.

**Section 15. Severability.** If any one or more of the provisions of this Escrow Agreement should be determined by a court of competent jurisdiction to be contrary to law, such provision shall be deemed and construed to be severable from the remaining provisions herein contained and shall in no way affect the validity of the remaining provisions of this Escrow Agreement.

**Section 16. Successors and Assigns.** All of the covenants and agreements in this Escrow Agreement contained by or on behalf of the Authority or the Trustee/Escrow Agent shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

**Section 17. Governing Law.** This Escrow Agreement shall be governed by the applicable laws of the State of California.

**Section 18. Headings.** Any headings preceding the text of the several Sections hereof, and any table of content appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this Escrow Agreement, nor shall they affect its meaning, construction or effect.

**Section 19. Amendments.** The Authority and the Trustee/Escrow Agent shall not modify this Escrow Agreement without the consent of all of the owners of the Refunded Bonds affected by such modification which have not been paid in full.

**Section 20. Counterparts.** This Escrow Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

[Remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Escrow Agreement to be executed by their duly authorized officers as of the date first above written.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Donna R. Mills, Treasurer

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., as Trustee and Escrow Agent

By \_\_\_\_\_  
Authorized Officer

[Signature page to Escrow Agreement]

**EXHIBIT A**

**REFUNDED BONDS**

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
Series 2011-B**

<b>Maturity Date (July 1)</b>	<b>Principal to be Redeemed</b>	<b>Redemption Price</b>	<b>Redemption Date</b>
2022	\$ 175,000	100%	July 1, 2021
2022	610,000	100	July 1, 2021
2022	43,665,000	100	July 1, 2021
2023	1,250,000	100	July 1, 2021
2023	500,000	100	July 1, 2021
2023	44,910,000	100	July 1, 2021

## EXHIBIT B

### FORM OF DEFEASANCE NOTICE

#### NOTICE OF DEFEASANCE

#### RELATING TO:

Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
Series 2011-B

Notice is hereby given to the holders of the below listed Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2011-B (the “Defeased Series 2011-B Bonds”) that: (i) such Defeased Series 2011-B Bonds have been defeased; (ii) there has been deposited with The Bank of New York Mellon Trust Company, N.A., as Escrow Agent, moneys and investment securities as permitted by the Trust Agreement, dated as of July 1, 1986, as amended (the “Trust Agreement”), by and between the Los Angeles County Metropolitan Transportation Authority (the “Authority”), as successor to the Los Angeles County Transportation Commission, and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A., as successor in interest to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., the successor to First Interstate Bank of California, as trustee (the “Trustee”), and the Thirty-First Supplemental Trust Agreement, dated as of October 1, 2011 (the “Thirty-First Supplement”), by and between the Authority and the Trustee, relating to the Defeased Series 2011-B Bonds, the principal of and the interest on which when due will provide moneys which, together with such other moneys deposited with the Escrow Agent, will be sufficient and available to redeem on July 1, 2021 the Defeased Series 2011-B Bonds, at a redemption price of 100% of the principal amount thereof, and (iii) the Defeased Series 2011-B Bonds are deemed paid for purposes of the Trust Agreement and the Thirty-First Supplement. The Escrow Agent has been irrevocably instructed to redeem the following Defeased Series 2011-B Bonds on July 1, 2021:

<b>CUSIP Number<sup>1</sup></b>	<b>Maturity Date (July 1)</b>	<b>Principal Amount to be Redeemed</b>
5447123T7	2022	\$ 175,000
5447123U4	2022	610,000
5447123V2	2022	43,665,000
5447123W0	2023	1,250,000
5447123X8	2023	500,000
5447123Y6	2023	44,910,000

<sup>1</sup> CUSIP numbers are provided only for the convenience of the reader. Neither the Authority nor the Trustee undertake any responsibility for the accuracy of such CUSIP numbers or for any changes or errors in the list of CUSIP numbers.

At least 20 days, but not more than 60 days, prior to July 1, 2021, in accordance with the terms of the Trust Agreement and the Thirty-First Supplement, the Trustee will mail a redemption notice for the Defeased Series 2011-B Bonds.

Dated this [\_\_\_\_] day of October, 2017.

**Los Angeles County Metropolitan Transportation  
Authority**

**The Bank of New York Mellon Trust Company, N.A., as  
Trustee**

## EXHIBIT C

### FORM OF REDEMPTION NOTICE

#### Notice of Redemption of

#### Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds Series 2011-B

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of Article III of the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the “Agreement”) by and between the Los Angeles County Transportation Commission (the “Commission”), the predecessor to the Los Angeles County Metropolitan Transportation Authority (the “Authority”), and The Bank of New York Mellon Trust Company, N.A., as successor in interest to First Interstate Bank of California, as trustee (the “Trustee”), and pursuant to Section 2.05 of the Thirty-First Supplemental Trust Agreement, dated as of October 1, 2011 (the “Thirty-First Supplemental Agreement,” and together with the Agreement, the “Trust Agreement”), by and between the Authority and the Trustee, all of the outstanding Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B (the “Bonds”), shall be redeemed on July 1, 2021 (the “Redemption Date”) at a redemption price of 100% of the principal amount thereof (the “Redemption Price”), plus accrued interest thereon. The Bonds were originally issued on October 27, 2011. The Bonds selected for full redemption are as follows:

<b>CUSIP Number<sup>1</sup></b>	<b>Maturity Date (July 1)</b>	<b>Principal Amount to be Redeemed</b>	<b>Interest Rate</b>	<b>Redemption Price</b>
5447123T7	2022	\$ 175,000	3.000%	100%
5447123U4	2022	610,000	4.000	100
5447123V2	2022	43,665,000	5.000	100
5447123W0	2023	1,250,000	3.000	100
5447123X8	2023	500,000	4.000	100
5447123Y6	2023	44,910,000	5.000	100

<sup>1</sup> CUSIP numbers are provided only for the convenience of the reader. Neither the Authority nor the Trustee undertake any responsibility for the accuracy of such CUSIP numbers or for any changes or errors in the list of CUSIP numbers.

From and after the Redemption Date, interest on the Bonds shall cease to accrue. For all purposes of the Trust Agreement, the Bonds called for redemption in accordance with the foregoing will be deemed to be no longer outstanding from and after the Redemption Date and no longer secured by or entitled to any lien, benefit or security under the Trust Agreement except for purposes of payment from certain moneys and investments held by the Trustee under the Escrow Agreement entered into with respect to the refunding of the Bonds.

Bonds called for redemption must be surrendered for payment by hand or by mail at the following locations:

BY HAND OR OVERNIGHT BY MAIL

The Bank of New York  
Corporate Trust Operations  
111 Sanders Creek Parkway  
East Syracuse, NY 13057

BY MAIL

The Bank of New York  
Corporate Trust Operations  
P.O. Box 396  
111 Sanders Creek Parkway  
East Syracuse, NY 13057

For Bonds surrendered by mail, the use of registered or certified mail is suggested.

No representation is made as to the correctness of the CUSIP number either as printed on any Bond or as contained herein and any error in the CUSIP number shall not affect the validity of the proceedings for redemption of the Bonds.

**IMPORTANT NOTICE: ALL HOLDERS SUBMITTING THEIR BONDS MUST ALSO SUBMIT A FORM W-9. FAILURE TO PROVIDE A COMPLETED FORM W-9 MAY RESULT IN A TWENTY-EIGHT PERCENT (28%) BACK UP WITHHOLDING PURSUANT TO THE ECONOMIC GROWTH AND TAX RELIEF RECONCILIATION ACT OF 2001 AND BROKER REPORTING REQUIREMENTS. THE FORM W-9 MAY BE OBTAINED FROM THE INTERNAL REVENUE SERVICE.**

By: The Bank of New York Mellon Trust Company, N.A., as Trustee

Dated: \_\_\_\_\_, 2021

**SCHEDULE I**

**INITIAL GOVERNMENT SECURITIES**

<b>Maturity Date</b>	<b>Type</b>	<b>Coupon</b>	<b>Yield</b>	<b>Price</b>	<b>Par Amount</b>	<b>Total Cost</b>	<b>CUSIP No.</b>
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Uninvested cash: \$[\_\_\_\_\_]



## SCHEDULE II

### PAYMENT REQUIREMENTS FOR REFUNDED BONDS

<b>Payment Date</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
January 1, 2018*	\$ 0.00	\$2,257,950.00	\$ 2,257,950.00
July 1, 2018*	0.00	2,257,950.00	2,257,950.00
January 1, 2019*	0.00	2,257,950.00	2,257,950.00
July 1, 2019	0.00	2,257,950.00	2,257,950.00
January 1, 2020*	0.00	2,257,950.00	2,257,950.00
July 1, 2020	0.00	2,257,950.00	2,257,950.00
January 1, 2021*	0.00	2,257,950.00	2,257,950.00
July 1, 2021	91,110,000.00	2,257,950.00	93,367,950.00

\* Not a Business Day. Payment will be made on next succeeding Business Day

## NOTICE INVITING BIDS

\$\_[\_\_\_\_\_]\*

Los Angeles County Metropolitan Transportation Authority  
 Proposition A First Tier Senior Sales Tax Revenue Bonds  
 Series 2017-A (Green Bonds)

\$\_[\_\_\_\_\_]\*

Los Angeles County Metropolitan Transportation Authority  
 Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
 Series 2017-B

NOTICE IS HEREBY GIVEN that electronic bids will be received by the Los Angeles County Metropolitan Transportation Authority (“**LACMTA**”) for the purchase of \$\_[\_\_\_\_\_]\* aggregate principal amount of its Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “**Series 2017-A Bonds**”), and \$\_[\_\_\_\_\_]\* aggregate principal amount of its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “**Series 2017-B Bonds**,” and together with the Series 2017-A Bonds, the “**Series 2017 Bonds**”). Electronic bids for the purchase of each Series of the Series 2017 Bonds will be accepted through the use of the electronic bidding system of Ipreo’s BiDCOMP™/PARITY®. The bids for each Series of the Series 2017 Bonds will be received on the date and up to the respective times specified below:

Date: [DAY], October [\_\_\_], 2017

Time: **Series 2017-A Bonds:** [9:00] a.m. (California Time)

**Series 2017-B Bonds:** [9:30] a.m. (California Time)

*[Separate bids will be received for the Series 2017-A Bonds and the Series 2017-B Bonds]*

Submission  
 of Electronic Bids:

Electronic bids may be submitted only through Ipreo’s BiDCOMP™/PARITY® electronic bid system (the “**Approved Provider**”). The Approved Provider will act as agent of the bidder and not of LACMTA in connection with the submission of bids and LACMTA assumes no responsibility or liability for bids submitted through the Approved Provider. **None of LACMTA, KNN Public Finance, LLC (“Municipal Advisor”) or Kutak Rock LLP (“Bond Counsel”) shall be responsible for, and each bidder expressly assumes the risk of, any incomplete, inaccurate or untimely bid submitted through the Approved Provider by such bidder, including, without limitation, by reason of garbled transmissions, mechanical failure, engaged telephone or telecommunications lines or any other cause arising from delivery through the Approved Provider. See “TERMS OF SALE—Information Regarding Electronic Bids” herein.**

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\* Preliminary; subject to change.

**No written bids or facsimile bids will be accepted.**

All electronic bids shall be deemed to incorporate the provisions of the applicable Bid Form attached hereto. See instructions under “TERMS OF SALE—Form of Bid; Interest Rates” and “TERMS OF SALE—Additional Information” herein.

Bids will be considered by LACMTA at the times set forth above at One Gateway Plaza, Treasury Department, 21<sup>st</sup> Floor, Los Angeles, California 90012. Action will be taken awarding each Series of the Series 2017 Bonds or rejecting all bids for one or more of the Series of Series 2017 Bonds as set forth herein.

**DESCRIPTION OF THE SERIES 2017 BONDS**

**Security; Purpose**

The Series 2017 Bonds will be issued under the terms of the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the “*Trust Agreement*”), by and between the Los Angeles County Transportation Commission, as predecessor to the LACMTA, and First Interstate Bank of California, as predecessor trustee to The Bank of New York Mellon Trust Company, N.A. (the “*Trustee*”). In connection with the issuance of the Series 2017 Bonds, LACMTA will enter into a Thirty-Eighth Supplemental Trust Agreement, to be dated as of October 1, 2017 (the “*Thirty-Eighth Supplemental Agreement*”), by and between LACMTA and the Trustee, to provide for the issuance of the Series 2017 Bonds and related matters. This Notice Inviting Bids refers to the Trust Agreement and the Thirty-Eighth Supplemental Agreement as the “*Agreement*.”

The Series 2017 Bonds are limited obligations of LACMTA payable from and secured by a first lien on and a pledge of the “*Pledged Revenues*,” which are (a) moneys collected as a result of the imposition of a certain 1/2 of 1% retail transactions and use tax applicable in the County of Los Angeles (the “*County*”) pursuant to Ordinance No. 16, which the electors of the County approved on November 4, 1980 (the “*Proposition A Sales Tax*”), less 25% thereof which is allocated to local jurisdictions for local transit purposes and less an administrative fee paid to the California State Board of Equalization in connection with the collection and disbursement of the Proposition A Sales Tax; and (b) certain other limited amounts held by the Trustee under the Agreement, all as further described in the Preliminary Official Statement (the “*Preliminary Official Statement*”) for the Series 2017 Bonds. LACMTA is not obligated to make payments of principal of and interest on the Series 2017 Bonds from any other source of funds.

**NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COUNTY, THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION OR PUBLIC AGENCY THEREOF, OTHER THAN LACMTA TO THE EXTENT OF THE PLEDGED REVENUES AND CERTAIN OTHER AMOUNTS HELD BY THE TRUSTEE UNDER THE AGREEMENT, WILL BE PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE SERIES 2017 BONDS. LACMTA HAS NO POWER TO LEVY PROPERTY TAXES TO PAY THE PRINCIPAL OF OR INTEREST ON THE SERIES 2017 BONDS.**

**The Series 2017 Bonds are limited obligations of LACMTA and are payable, both as to principal and interest, solely from a first lien on and pledge of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, for the payment of the principal of or interest on the Series 2017 Bonds.**

The Series 2017-A Bonds will be issued for the purposes of (a) financing a portion of the costs of the development and construction of certain projects of LACMTA's rail, bus and highway transit system, including projects that have been identified as environmentally beneficial, (b) refunding a portion of LACMTA's outstanding Proposition A Commercial Paper Notes, (c) making a deposit to the Reserve Fund, and (d) paying the costs associated with issuing the Series 2017-A Bonds.

The Series 2017-B Bonds will be issued for the purposes of (a) advance refunding and defeasing all or a portion of LACMTA's outstanding Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B (the "**Refunded Bonds**"), (b) making a deposit to the Reserve Fund, if necessary, and (c) paying the costs associated with issuing the Series 2017-B Bonds.

LACMTA has previously issued several series of its Proposition A First Tier Senior Sales Tax Revenue Bonds payable from the Pledged Revenues on a parity with the Series 2017 Bonds of which \$820,130,000 in aggregate principal amount remains outstanding as of October 1, 2017 (including the Refunded Bonds). Additional future series of parity bonds are expected to be issued by LACMTA, from time to time, with a lien on the Pledged Revenues on a parity with the Series 2017 Bonds subject to the terms and conditions set forth in the Agreement. Bidders are referred to the Agreement and the Preliminary Official Statement for further particulars.

### **Payment; Book-Entry-Only**

The Series 2017 Bonds will be issued in registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof. The Series 2017 Bonds will initially be issued in book-entry form only, registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("**DTC**"). Purchasers will not receive certificates from LACMTA representing their interest in the Series 2017 Bonds. Payments of principal and interest will be made by the Trustee to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Series 2017 Bonds. See the discussion of the Book-Entry-Only System in Appendix G to the hereinafter described Preliminary Official Statement.

### **Interest Payment Dates**

The Series 2017 Bonds will be dated their Date of Delivery (October [\_\_\_], 2017).<sup>\*</sup> The Series 2017 Bonds will bear interest from such date and such interest shall be payable on July 1, 2018 and semiannually thereafter on each July 1 and January 1 until maturity or prior redemption. The Series 2017 Bonds shall bear interest at the rates to be fixed upon the sale thereof.

### **Principal Amortization**

The Series 2017-A Bonds will be issued in the aggregate principal amount of \$[\_\_\_\_\_],<sup>\*</sup> and the Series 2017-B Bonds will be issued in the aggregate principal amount of \$[\_\_\_\_\_],<sup>\*</sup> with principal amounts payable either through serial maturities or by mandatory sinking fund redemption or a combination thereof on July 1 in years and in the amounts set forth in the applicable Bid Form (subject to adjustments described below).

### **Adjustments of Principal Amounts**

The principal amounts set forth in each Bid Form for the Series 2017 Bonds will reflect certain estimates of LACMTA and the Municipal Advisor with respect to the likely interest rates of the winning

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<sup>\*</sup> Preliminary; subject to change.

bids and the premium/discount contained in the winning bids. After selecting each winning bid, the amortization schedule contained in the related Bid Form may be adjusted as necessary in the determination of the Municipal Advisor in \$5,000 increments to reflect the actual interest rates and any premium/discount in the related winning bid, to create a more level annual debt service on LACMTA's Proposition A bonds (including the Series 2017 Bonds), and/or to accommodate certain other sizing requirements or preferences of LACMTA. The dollar amount bid for each Series of the Series 2017 Bonds by the related winning bidder will be adjusted, if applicable, to reflect any such adjustment in the amortization schedule. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and original issue discount/premium, if any, but will not change the per bond underwriter's discount provided in the winning bid. Any such adjustments will be communicated to the applicable winning bidder within twenty-seven (27) hours after the opening of the bid.

Changes in the amortization schedule made as described above will not affect the determination of the applicable winning bidder or give the applicable winning bidder any right to reject the related Series of Series 2017 Bonds.

### **Serial Bonds and/or Term Bonds**

Bidders may provide that all of the applicable Series of Series 2017 Bonds be issued as serial bonds or may provide that any two or more consecutive annual principal amounts be combined into one or more term bonds.

### **Mandatory Sinking Fund Redemption**

If a successful bidder designates principal amounts to be combined into one or more term bonds, each such term bond shall be subject to mandatory sinking fund redemption commencing on July 1 of the first year which has been combined to form such term bond continuing on July 1 in each year thereafter until the stated maturity date of that term bond. The amount redeemed in any year shall be equal to the principal amount for such year set forth in the Bid Form as adjusted in accordance with the provisions described above under the caption "—Adjustments of Principal Amounts." The Series 2017 Bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par and shall be selected by lot from among the Series 2017 Bonds then subject to redemption. LACMTA, at its option, may credit against any mandatory sinking fund redemption requirement term bonds of the maturity then subject to redemption, which have been purchased and cancelled by LACMTA or have been redeemed and not theretofore applied as a credit against any mandatory sinking fund redemption requirement.

No Series 2017A term bond maturing on or after July 1, 20[\_\_\_], may have sinking fund payments prior to July 1, 20[\_\_\_].

### **Optional Redemption of Series 2017-A Bonds**

The Series 2017-A Bonds maturing on and after July 1, 20[\_\_\_] are subject to redemption at the option of LACMTA on or after July 1, 20[\_\_\_], in whole or in part, in denominations of \$5,000 (in such amounts and maturities as may be specified by LACMTA, or if LACMTA fails to specify such maturities, in inverse order of maturity), by lot within a maturity at any time, from any moneys that may be provided for such purpose and at a redemption price of 100% of the principal amount of such Series 2017-A Bonds to be redeemed, plus accrued interest to the date fixed for redemption, without premium.

### **No Optional Redemption of Series 2017-B Bonds**

The Series 2017-B Bonds shall not be subject to optional redemption prior to maturity.

## **TERMS OF SALE**

### **Form of Bid; Interest Rates**

Bidders for each Series of the Series 2017 Bonds must bid to purchase all and not part of such Series of the Series 2017 Bonds, and must submit their bids through electronic means as provided in this Notice Inviting Bids. All electronic bids shall be deemed to incorporate the provisions of the applicable Bid Form attached hereto. Bidders must specify one, and only one, rate of interest for each maturity of the Series of Series 2017 Bonds they are bidding on. Each interest rate must be expressed in multiples of 1/8 or 1/20 of 1%, and no interest rate shall exceed 6% per annum.

Bidders may bid to purchase the Series 2017 Bonds from LACMTA at a discount or with a premium. LACMTA reserves the right to reject any and all bids. Each bid must be in accordance with the terms and conditions set forth in this Notice Inviting Bids.

### **Information Regarding Electronic Bids**

Electronic bids must be submitted through the Approved Provider. Any electronic bid submitted through any other means shall be disregarded.

LACMTA, the Municipal Advisor and Bond Counsel are not responsible for the proper operation of, and shall not have any liability for any delays or interruptions of or any damages caused by, the Approved Provider. Each bidder expressly assumes the risk of any incomplete, inaccurate or untimely bid submitted through the Approved Provider, including, without limitation, by reason of garbled transmissions, mechanical failure, slow or engaged telephone or telecommunications lines or any other cause. LACMTA is using the Approved Provider as a communications mechanism and not as LACMTA's agent to conduct electronic bidding for the Series 2017 Bonds. LACMTA is not bound by any advice and determination of the Approved Provider to the effect that any particular bid complies with the terms of this Notice Inviting Bids. All costs and expenses incurred by prospective bidders in connection with their submission of bids through the Approved Provider are the sole responsibility of the bidders and LACMTA is not responsible for any of such costs or expenses. Further information about the Approved Provider, including any fee charged, may be obtained from Ipreo, 2<sup>nd</sup> Floor, 1359 Broadway, New York, New York 10018, Telephone: (212) 849-5021. LACMTA assumes no responsibility or liability for bids submitted through the Approved Provider. To the extent any instructions or directions set forth by the Approved Provider conflict with this Notice Inviting Bids, the terms of this Notice Inviting Bids shall control.

LACMTA may regard the electronic submission of a bid through the Approved Provider (including information about the purchase price for the Series 2017 Bonds and interest rate or rates to be borne by the various maturities of the Series 2017 Bonds and any other information included in such transmission) as though the same information were submitted by the bidder on the Bid Form and executed on the bidder's behalf by a duly authorized signatory. If such bid is accepted by LACMTA, this Notice Inviting Bids, the Bid Form and the information that is electronically transmitted through the Approved Provider shall form a contract and the winning bidder shall be bound by the terms of such contract.

In the event of any conflict between the information represented by the Approved Provider and the terms set forth in this Notice Inviting Bids and the Bid Form, the terms set forth in this Notice Inviting Bids and the Bid Form shall control.

## **Good Faith Deposit**

A Good Faith Deposit (the “*Series 2017-A Deposit*”) in the amount of \$[\_\_\_\_\_] is required of the winning bidder for the Series 2017-A Bonds.

A Good Faith Deposit (the “*Series 2017-B Deposit*,” and with the Series 2017-A Deposit, each a “*Deposit*”) in the amount of \$[\_\_\_\_\_] is required of the winning bidder for the Series 2017-B Bonds.

The winning bidder for each Series of Series 2017 Bonds is required to submit the applicable Deposit payable to the order of “Los Angeles County Metropolitan Transportation Authority” in the form of a wire transfer as instructed by LACMTA or the Municipal Advisor not later than four (4) hours after LACMTA has notified the applicable winning bidder of the award. If not so received, the bid of the lowest bidder for such applicable Series of Series 2017 Bonds will be rejected and LACMTA may direct the second lowest bidder for such Series of Series 2017 Bonds to submit a Deposit and thereafter may award the sale of such Series of Series 2017 Bonds to the same. **No interest on a Deposit will accrue to the winning bidders.** Each Deposit will be deposited in an escrow fund and applied to the purchase price of the applicable Series of Series 2017 Bonds at the time of delivery of such Series of Series 2017 Bonds.

If after the award of a Series of Series 2017 Bonds, the winning bidder for such Series fails to complete the purchase on the terms stated in its bid, the applicable Deposit received from such bidder by LACMTA will be retained by LACMTA as stipulated liquidated damages. No interest will be paid upon the Deposit made by any bidder. If the aggregate principal amount of the applicable Series of Series 2017 Bonds is adjusted as described under the caption “DESCRIPTION OF THE SERIES 2017 BONDS—Adjustments of Principal Amounts,” the applicable winning bidder will not be required to make an additional deposit and will not be entitled to the return of any portion of the wire transfer previously delivered except as described in this paragraph.

## **Best Bid**

If a satisfactory bid is received for a Series of Series 2017 Bonds, the Series 2017 Bonds of that Series will be awarded to the lowest responsible bidder, considering the rate or rates specified and the discount bid or premium offered, if any. The lowest responsible bidder shall be the bidder submitting a price for such Series of Series 2017 Bonds that results in the lowest true interest cost to LACMTA. The true interest cost shall be computed by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from their respective payment dates to the dated date of such Series of Series 2017 Bonds and to the price bid (including any premium or discount) not including accrued interest, if any. For the purpose of calculating the true interest cost, the principal amount of such Series of Series 2017 Bonds scheduled for mandatory sinking fund redemption as part of a term bond shall be treated as serial maturity for such year. In the event two or more bids offer the same lowest true interest cost for a Series of Series 2017 Bonds, LACMTA reserves the right to exercise its own discretion and judgment in making the award. Upon accepting the best bid, LACMTA shall notify the bidder submitting such bid and shall reject all other bids. LACMTA’s determination of the best bid shall be binding and final absent manifest error.

## **Opening of Bids; Award**

The electronic bids for each Series of Series 2017 Bonds will be retrieved at the applicable times shown above. LACMTA intends to take action awarding each or both Series of Series 2017 Bonds or rejecting each of the bids or both of the bids for the Series 2017 Bonds not later than twenty-seven (27) hours after the time herein prescribed for the receipt of bids, unless such time of award is waived by the applicable winning bidder. LACMTA will notify the winning bidders of its decision to award each Series

of Series 2017 Bonds to the applicable winning bidder through delivery (via facsimile or other electronic means) of a signed Certificate of Award. Each such Certificate of Award will be promptly delivered to the applicable winning bidder after the award is made.

### **Establishment of Issue Price**

(a) Each winning bidder shall assist LACMTA in establishing the issue price of the Series 2017 Bonds and shall execute and deliver to LACMTA on the Date of Delivery of the Series 2017 Bonds an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public of the applicable Series of Series 2017 Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as Exhibit B, with such modifications as may be appropriate or necessary, in the reasonable judgment of each winning bidder, LACMTA and Bond Counsel.

(b) LACMTA intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Series 2017 Bonds) will apply to the initial sale of the Series 2017 Bonds (the “competitive sale requirements”) because:

(1) LACMTA shall disseminate this Notice Inviting Bids to potential underwriters in a manner that is reasonably designed to reach potential underwriters;

(2) all bidders shall have an equal opportunity to bid;

(3) LACMTA may receive bids for each Series of the Series 2017 Bonds from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

(4) LACMTA anticipates awarding the sale of each Series of the Series 2017 Bonds to the bidder who submits a firm offer to purchase such Series at the highest price (or lowest interest cost), as set forth in this Notice Inviting Bids.

Any bid submitted pursuant to this Notice Inviting Bids shall be considered a firm offer for the purchase of the applicable Series of the Series 2017 Bonds, as specified in the bid.

**[IN THE EVENT THAT THE COMPETITIVE SALE REQUIREMENTS ARE NOT SATISFIED FOR EITHER SERIES OF SERIES 2017 BONDS, LACMTA WILL REJECT ALL BIDS AND CANCEL THE SALE.]**

**BIDDERS SHOULD PREPARE THEIR BIDS ON THE ASSUMPTION THAT THE ISSUE PRICE OF EACH SERIES OF THE SERIES 2017 BONDS WILL BE THE REASONABLY EXPECTED INITIAL OFFERING PRICE TO THE PUBLIC.**

### **Right to Reject Bids; Waive Irregularities**

LACMTA reserves the right, in its discretion, to reject any and all bids (in addition to the right to reject bids described in “—Establishment of Issue Price” above) and, to the extent permitted by law, to waive any irregularity or nonconformity in any bid.



## **Delivery and Payment; Book-Entry-Only**

Delivery of the Series 2017 Bonds is expected to be made in the name of Cede & Co., as nominee of The Depository Trust Company in New York, New York on or about October [\_\_\_], 2017\* (the Date of Delivery) and will be available to the winning bidders in book-entry form only, as more fully set forth in the Preliminary Official Statement for the Series 2017 Bonds. The winning bidders shall pay for the Series 2017 Bonds in Los Angeles in immediately available federal funds on the Date of Delivery of such Series 2017 Bonds to DTC. Any expense of providing federal funds shall be borne by the winning bidders.

## **Right of Cancellation**

Each winning bidder shall have the right, at its option, to cancel the contract of purchase if LACMTA shall fail to deliver the related Series of Series 2017 Bonds within sixty (60) days from the date of sale thereof, and in such event each applicable winning bidder shall be entitled to the return of the related Deposit accompanying its bid.

## **List of Account Members**

Prior to the time of its bid, each Bidder is requested to provide to the Municipal Advisor the members of the bidding group on whose behalf such bid is made. (See “—Additional Information” below for information regarding the Municipal Advisor.) Each bid shall constitute the joint and several obligation of all of the members of the bidding group.

## **Equal Opportunity**

IT IS THE POLICY OF LACMTA TO ENSURE THAT DISADVANTAGED BUSINESS ENTERPRISE (“*DBE*”), SMALL BUSINESS ENTERPRISE (“*SBE*”), AND DISABLED VETERAN BUSINESS ENTERPRISE (“*DVBE*”) FIRMS AND ALL OTHER BUSINESS ENTERPRISES HAVE AN EQUAL OPPORTUNITY TO RECEIVE AND PARTICIPATE IN THE PERFORMANCE OF ALL LACMTA CONTRACTS. BIDDERS ARE REQUESTED TO ASSIST LACMTA IN IMPLEMENTING THIS POLICY BY TAKING ALL REASONABLE STEPS TO ENSURE THAT ALL BUSINESS ENTERPRISES, INCLUDING DBES, SBES AND DVBS, HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE IN ANY SYNDICATE SUBMITTING A BID.

## **CUSIP Numbers; Fees**

It is anticipated that CUSIP numbers will be printed on the Series 2017 Bonds, but neither failure to print such numbers on any Series 2017 Bonds nor any error with respect thereto shall constitute cause for a failure or refusal by a winning bidder thereof to accept delivery of and pay for the applicable Series of Series 2017 Bonds. It will be the responsibility of each winning bidder to ensure that CUSIP numbers are obtained for the related Series of Series 2017 Bonds. The CUSIP Service Bureau charge for assignment of the CUSIP numbers shall be paid for by each applicable winning bidder.

## **Official Statement**

LACMTA has delivered a Preliminary Official Statement relating to the Series 2017 Bonds and has authorized the use of said Preliminary Official Statement in connection with the sale of the Series 2017 Bonds. The Preliminary Official Statement has been “deemed final” by LACMTA for purposes of

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\* Preliminary; subject to change.

Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (“**Rule 15c2-12**”). Upon the sale of the Series 2017 Bonds, LACMTA will prepare an Official Statement substantially in the same form as the Preliminary Official Statement subject to such amendments as are necessary, and will deliver such Official Statement to the winning bidders within seven (7) business days of the acceptance of bids by LACMTA. An electronic copy of the Official Statement will be supplied to the winning bidder of each Series of the Series 2017 Bonds for this purpose at the expense of LACMTA. Printed copies may be obtained at the expense of each winning bidder.

### **Continuing Disclosure**

LACMTA will covenant and agree to enter into a written agreement or contract, constituting an undertaking to provide ongoing disclosure about LACMTA, for the benefit of the Bondholders on or before the Date of Delivery of the Series 2017 Bonds as required by Section (b)(5)(i) of Rule 15c2-12, which undertaking shall be in the form as summarized in the Preliminary Official Statement, with such changes as may be agreed to in writing by the winning bidder.

Digital Assurance Corporation, Inc. (“DAC”) has been engaged by LACMTA to review and prepare a report on LACMTA’s compliance with its continuing disclosure undertakings with respect to its bonds during the past five years. Prospective bidders may obtain access to DAC’s report on its website by sending a written request by email to LACMTA ([TreasuryDept@metro.net](mailto:TreasuryDept@metro.net)), referencing “Prop. A. 2017 Bonds” in the email subject line, by no later than 12:00 noon California time on [\_\_\_\_\_], 2017. LACMTA will then request that DAC provide those bidders access to its online report. LACMTA can give no assurance as to the timeliness with which DAC will provide access to the report online or that the procedures performed by DAC in developing the report are sufficient for any purpose.

### **Ratings in Effect**

Each bid will be understood to be conditioned upon there being in place at the Date of Delivery of the Series 2017 Bonds the same (or higher) rating or ratings, if any, as were in place with respect to the Series 2017 Bonds on the date and at the time fixed for receiving bids.

### **Change in Tax-Exempt Status**

At any time before the Series 2017 Bonds are tendered for delivery, the winning bidders may disaffirm and withdraw their bid if the interest received by private holders of obligations of the same type and character of the Series 2017 Bonds (as determined by Bond Counsel) shall be declared to be includible in gross income under present federal income tax laws, either by a ruling of the Internal Revenue Service or by a decision of any federal court, or shall be declared taxable by the terms of any federal income tax law enacted subsequent to the date of this Notice Inviting Bids.

### **Information Required From Winning Bidder; Reoffering Price**

By making a bid for the Series 2017 Bonds, each winning bidder agrees to provide to LACMTA, via facsimile or e-mail, within two (2) hours of the acceptance of its bid, price and yield information for each maturity of the applicable Series of Series 2017 Bonds, the aggregate production, the amount to be retained by such bidder as compensation (i.e., the underwriter’s discount), and such other information as is reasonably requested by Bond Counsel.

Additionally, by making a bid for the Series 2017 Bonds, each winning bidder agrees (a) to provide all information necessary to complete the Official Statement; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement, including any supplements prepared by

LACMTA; (c) to promptly file a copy of the final Official Statement, including any supplements prepared by LACMTA, with the Municipal Securities Rulemaking Board's ("**MSRB**") Electronic Municipal Market Access system; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and MSRB rules governing the offering, sale and delivery of the Series 2017 Bonds to ultimate purchasers.

### **California Debt and Investment Advisory Commission Fee**

All bidders are advised that pursuant to Section 8856 of the California Government Code, it will be the responsibility of each winning bidder to pay the statutory fee to the California Debt and Investment Advisory Commission ("**CDIAC**") with respect to the Series 2017 Bonds. CDIAC will invoice the winning bidders.

### **DTC Fee**

All fees due DTC with respect to the Series 2017 Bonds shall be paid by the winning bidders.

### **Legal Opinion; Closing Documents**

Each bid will be understood to be conditioned upon LACMTA furnishing to each winning bidder, without charge, concurrently with payment and delivery of each Series of Series 2017 Bonds, the following closing papers, each dated the Date of Delivery:

(a) **Legal Opinion; Tax-Exempt Status.** An opinion of Bond Counsel in substantially the form attached to the Preliminary Official Statement as Appendix E.

(b) **No Litigation Certificate.** A certificate of an official of LACMTA that there is no litigation pending concerning the validity of the Series 2017 Bonds, the corporate existence of LACMTA or the entitlement of the officers legally responsible for the authorization, execution and delivery of the Series 2017 Bonds to their respective offices.

(c) **Official Statement Certificate.** A certificate of an official of LACMTA stating that as of the date thereof and as of the Date of Delivery, to the best of the knowledge and belief of said official after reading and reviewing the Official Statement and any amendments thereto, the Official Statement together with any amendments thereto does not contain an untrue statement of a material fact or omit to state any material fact necessary, in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading.

(d) **Continuing Disclosure Certificate.** A Continuing Disclosure Certificate, in substantially the form attached to the Preliminary Official Statement as Appendix F, pursuant to which LACMTA will agree to provide certain financial information and operating data annually and notice of certain enumerated events.

(e) **Receipt.** A receipt of the Trustee showing that the respective purchase price of each Series of Series 2017 Bonds has been received by the Trustee.

(f) **Verification Report.** A verification report to be received by LACMTA with respect to the advance refunding of the Refunded Bonds.

## **Right to Modify or Amend**

LACMTA reserves the right to modify or amend this Notice Inviting Bids and each Bid Form, including, but not limited to, the right to adjust and change the principal amount of each Series of Series 2017 Bonds being offered and/or the structure of the offering; however, such notifications or amendments shall be made not later than 2:00 p.m., California Time, on the last business day prior to any date scheduled for receipt of bids and communicated through Thomson Municipal Market Monitor ([www.tm3.com](http://www.tm3.com)) (“**TM3**”) and by facsimile transmission to any bidder timely requesting such notice.

## **Postponement; Rejection of Bids**

LACMTA reserves the right to postpone, from time to time, the date established for the receipt of bids. Any such postponement will be announced through TM3. If any date fixed for the receipt of bids and the sale of the Series 2017 Bonds is postponed, any alternative sale date will be announced through TM3 at least twenty-four (24) hours prior to such alternative sale date and will be provided by facsimile transmission to any bidder timely requesting such notice. In addition, LACMTA reserves the right, on the date established for the receipt of bids, to reject all bids and establish a subsequent date on which bids for purchase of the Series 2017 Bonds will again be received. If all bids are rejected and a subsequent date for receipt of bids is established, notice of the subsequent sale date will be announced via TM3 at least twenty-four (24) hours prior to such subsequent sale date and will be provided by facsimile transmission to any bidder timely requesting such notice. On any such alternative sale date, any bidder may submit an electronic bid for the purchase of the Series 2017 Bonds in conformity in all respects with the provisions of this Notice Inviting Bids except for the date of sale and except for the changes announced through TM3 at the time the sale date and time are announced.

## **Blue Sky Laws**

Each winning bidder will be responsible for the clearance or exemption with respect to the status of the applicable Series of Series 2017 Bonds for sale under the securities or “Blue Sky” laws of the several states and the preparation of any surveys or memoranda in connection therewith.

## **Governing Law**

This Notice Inviting Bids and the Series 2017 Bonds shall be governed by and construed in accordance with the laws of the State of California.

## **Additional Information**

For further information respecting the terms and conditions of the Series 2017 Bonds, bidders are referred to the Trust Agreement, the Thirty-Eighth Supplemental Agreement and the Preliminary Official Statement. A copy of the Preliminary Official Statement and other information concerning the proposed financing will be furnished upon request made to the Municipal Advisor: KNN Public Finance, LLC, 1300 Clay Street, Suite 1000, Oakland, California 94611, Telephone: (510) 208-8288. Additionally, a copy of the Preliminary Official Statement and complete copy of this Notice Inviting Bids can be obtained in electronic format at [www.MuniOS.com](http://www.MuniOS.com) and [www.i-dealprospectus.com](http://www.i-dealprospectus.com).

Given by order of the Los Angeles County Metropolitan Transportation Authority on October  
[ ], 2017.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
[ ]

**EXHIBIT A-1**

**BID FORM (SERIES 2017-A BONDS)**

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)**

October [\_\_], 2017

The Honorable Board of Directors of  
the Los Angeles County Metropolitan  
Transportation Authority  
c/o Treasurer  
One Gateway Plaza  
21<sup>st</sup> Floor  
Treasury Department  
Los Angeles, CA 90012

Ladies and Gentlemen:

Subject to the provisions of and in accordance with the terms of the Notice Inviting Bids, dated October [\_\_], 2017, of the Los Angeles County Metropolitan Transportation Authority (“*LACMTA*”) for its Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “*Series 2017-A Bonds*”), which is incorporated herein and hereby made a part hereof:

We hereby offer to purchase all, but not less than all, of the \$[\_\_\_\_\_]\* aggregate principal amount of the Series 2017-A Bonds described in the Notice Inviting Bids and to pay therefor the amount of \$\_\_\_\_\_. This offer is for the Series 2017-A Bonds bearing interest at the rates and in the form of serial bonds and term bonds as follows:

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\* Aggregate principal amount and principal amortization amounts may be adjusted as set forth in the Notice Inviting Bids.

<b>Maturity Date July 1</b>	<b>Principal Amount*</b>	<b>Interest Rate</b>	<b>Serial Maturity</b>	<b>Sinking Account Installment</b>	<b>Term Maturity Date</b>
			(check one)		
2018					
2019					
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					
2039					
2040					
2041					
2042					
2043					
2044					
2045					
2046					
2047					

This bid is subject to acceptance not later than twenty-seven (27) hours after the expiration of the time established for the final receipt of bids.

In accordance with the Notice Inviting Bids, we agree that if we are the winning bidder, we will send a wire transfer of immediately available federal funds in the amount of \$1,000,000 not later than four (4) hours after being informed by LACMTA that we are the winning bidder.

We acknowledge and agree that after we submit this bid, LACMTA may modify the aggregate principal amount of the Series 2017-A Bonds and/or the principal amounts of each maturity of the Series 2017-A Bonds, subject to the limitations set forth in the Notice Inviting Bids.

We further acknowledge and agree that in the event that any adjustments are made to the principal amount of the Series 2017-A Bonds, we agree to purchase all of the Series 2017-A Bonds, taking into account such adjustments on the above specified terms of this bid for the Series 2017-A Bonds.

If we are the winning bidder, we will (a) within two (2) hours after being notified of the award of the Series 2017-A Bonds, advise LACMTA of the initial public offering prices of the Series 2017-A

Bonds; and (b) timely furnish the additional information described under the caption “TERMS OF SALE—Information Required from Winning Bidder; Reoffering Price” in the Notice Inviting Bids.

[If we are the winning bidder, we agree to provide to LACMTA as soon as possible after the sale of the Series 2017-A Bonds a complete list of syndicate members, the actual allocation of the Series 2017-A Bonds and the orders placed by the syndicate members.]

We have noted that payment of the purchase price is to be made in immediately available funds at the time of delivery of the Series 2017-A Bonds.

This bid is a firm offer for the purchase of the Series 2017-A Bonds, on the terms set forth in this Bid Form and the Notice Inviting Bids, and is not subject to any conditions, except as permitted by the Notice Inviting Bids. By submitting this bid, we confirm that we have an established industry reputation for underwriting new issuances of municipal bonds.

As set forth in the Notice Inviting Bids, this bid shall be cancelled and deemed to be withdrawn in the event that the competitive sale requirements are not satisfied.

We understand that we may obtain printed copies of the Official Statement at our own expense.

We represent that we have full and complete authority to submit this bid on behalf of our bidding syndicate and that the undersigned will serve as the lead manager for the group if the Series 2017-A Bonds are awarded pursuant to this bid. We further certify (or declare) under penalty of perjury under the laws of the State of California that this bid is genuine, and not a sham or collusive, nor made in the interest of or on behalf of any person not herein named, and that the bidder has not directly or indirectly induced or solicited any other bidder to put in a sham bid or any other person, firm or corporation to refrain from bidding, and that the bidder has not in any manner sought by collusion to secure for itself an advantage over any other bidder.

Respectfully submitted,

By \_\_\_\_\_

Account Manager

Company Name: \_\_\_\_\_

Telephone \_\_\_\_\_

Facsimile \_\_\_\_\_



**EXHIBIT A-2**

**BID FORM (SERIES 2017-B BONDS)**

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
Series 2017-B**

October [\_\_], 2017

The Honorable Board of Directors of  
the Los Angeles County Metropolitan  
Transportation Authority  
c/o Treasurer  
One Gateway Plaza  
21<sup>st</sup> Floor  
Treasury Department  
Los Angeles, CA 90012

Ladies and Gentlemen:

Subject to the provisions of and in accordance with the terms of the Notice Inviting Bids, dated October [\_\_], 2017, of the Los Angeles County Metropolitan Transportation Authority (“**LACMTA**”) for its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “**Series 2017-B Bonds**”), which is incorporated herein and hereby made a part hereof:

We hereby offer to purchase all, but not less than all, of the \$[\_\_\_\_\_]\* aggregate principal amount of the Series 2017-B Bonds described in the Notice Inviting Bids and to pay therefor the amount of \$\_\_\_\_\_. This offer is for the Series 2017-B Bonds bearing interest at the rates and in the form of serial bonds and term bonds as follows:

<b>Maturity Date July 1</b>	<b>Principal Amount*</b>	<b>Interest Rate</b>	<b>Serial Maturity</b>	<b>Sinking Account Installment</b>	<b>Term Maturity Date</b>
			(check one)		
2022					
2023					

This bid is subject to acceptance not later than twenty-seven (27) hours after the expiration of the time established for the final receipt of bids.

In accordance with the Notice Inviting Bids, we agree that if we are the winning bidder, we will send a wire transfer of immediately available federal funds in the amount of \$200,000 not later than four (4) hours after being informed by LACMTA that we are the winning bidder.

We acknowledge and agree that after we submit this bid, LACMTA may modify the aggregate principal amount of the Series 2017-B Bonds and/or the principal amounts of each maturity of the Series 2017-B Bonds, subject to the limitations set forth in the Notice Inviting Bids.

\* Aggregate principal amount and principal amortization amounts may be adjusted as set forth in the Notice Inviting Bids.

We further acknowledge and agree that in the event that any adjustments are made to the principal amount of the Series 2017-B Bonds, we agree to purchase all of the Series 2017-B Bonds, taking into account such adjustments on the above specified terms of this bid for the Series 2017-B Bonds.

If we are the winning bidder, we will (a) within two (2) hours after being notified of the award of the Series 2017-B Bonds, advise LACMTA of the initial public offering prices of the Series 2017-B Bonds; and (b) timely furnish the additional information described under the caption "TERMS OF SALE—Information Required from Winning Bidder; Reoffering Price" in the Notice Inviting Bids.

[If we are the winning bidder, we agree to provide to LACMTA as soon as possible after the sale of the Series 2017-B Bonds a complete list of syndicate members, the actual allocation of the Series 2017-B Bonds and the orders placed by the syndicate members.]

We have noted that payment of the purchase price is to be made in immediately available funds at the time of delivery of the Series 2017-B Bonds.

This bid is a firm offer for the purchase of the Series 2017-B Bonds, on the terms set forth in this Bid Form and the Notice Inviting Bids, and is not subject to any conditions, except as permitted by the Notice Inviting Bids. By submitting this bid, we confirm that we have an established industry reputation for underwriting new issuances of municipal bonds.

As set forth in the Notice Inviting Bids, this bid shall be cancelled and deemed to be withdrawn in the event that the competitive sale requirements are not satisfied.

We understand that we may obtain printed copies of the Official Statement at our own expense.

We represent that we have full and complete authority to submit this bid on behalf of our bidding syndicate and that the undersigned will serve as the lead manager for the group if the Series 2017-B Bonds are awarded pursuant to this bid. We further certify (or declare) under penalty of perjury under the laws of the State of California that this bid is genuine, and not a sham or collusive, nor made in the interest of or on behalf of any person not herein named, and that the bidder has not directly or indirectly induced or solicited any other bidder to put in a sham bid or any other person, firm or corporation to refrain from bidding, and that the bidder has not in any manner sought by collusion to secure for itself an advantage over any other bidder.

Respectfully submitted,

By \_\_\_\_\_  
Account Manager  
Company Name: \_\_\_\_\_  
Telephone \_\_\_\_\_  
Facsimile \_\_\_\_\_

## EXHIBIT B

### WINNING BIDDER'S ISSUE PRICE CERTIFICATE

The undersigned, on behalf of \_\_\_\_\_ (the “[UNDERWRITER]”), hereby certifies as set forth below with respect to the sale of the Los Angeles County Metropolitan Transportation Authority [Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds)] [Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B] (the “Bonds”).

1. Reasonably Expected Initial Offering Price.

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by the [UNDERWRITER] are the prices listed in Schedule A attached hereto (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Bonds used by the [UNDERWRITER] in formulating its bid to purchase the Bonds. Attached as Schedule B hereto is a true and correct copy of the bid provided by the [UNDERWRITER] to purchase the Bonds.

(b) [UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [UNDERWRITER] constituted a firm offer to purchase the Bonds.

2. Defined Terms.

“*Maturity*” means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

“*Public*” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter.

“*Related Party*”. A purchaser of any Bonds is a “Related Party” to an Underwriter if the Underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other).

“*Sale Date*” means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is October [\_\_\_], 2017.

“*Underwriter*” means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract

directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [UNDERWRITER]'s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Los Angeles County Metropolitan Transportation Authority (the "Authority") with respect to certain of the representations set forth in the Tax Compliance Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Kutak Rock LLP, Bond Counsel to the Authority in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Authority from time to time relating to the Bonds.

IN WITNESS WHEREOF, the undersigned has set their hand as of the date set forth below.

Dated: October [\_\_], 2017

[UNDERWRITER]

By: \_\_\_\_\_

**SCHEDULE A**  
**INITIAL OFFERING PRICES OF BONDS**

**SCHEDULE B**  
**BID OF WINNING BIDDER**

**NOTICE OF INTENTION TO SELL BONDS**

Approximately \$[\_\_\_\_\_]\*  
 Los Angeles County Metropolitan Transportation Authority  
 Proposition A First Tier Senior Sales Tax Revenue Bonds  
 Series 2017-A (Green Bonds)

Approximately \$[\_\_\_\_\_]\*  
 Los Angeles County Metropolitan Transportation Authority  
 Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
 Series 2017-B

On [October \_\_], 2017, the Los Angeles County Metropolitan Transportation Authority (“LACMTA”) intends to receive bids, through the electronic bidding services of Ipreo’s BiDCOMP™/PARITY®, for:

- (1) the above-referenced Series 2017-A Bonds until [9:00] a.m., California Time, and
- (2) the above-referenced Series 2017-B Bonds until [9:30] a.m., California Time.

Electronic bids received by LACMTA will be considered by LACMTA at the times described above at One Gateway Plaza, Treasury Department, 21<sup>st</sup> Floor, Los Angeles, California 90012. Awarding and/or rejecting bids for the Series 2017-A Bonds and the Series 2017-B Bonds (collectively, the “Series 2017 Bonds”) will take place in accordance with the provisions of the Notice Inviting Bids. LACMTA reserves the right, in its sole discretion, to reject any and all bids and, to the extent permitted by law, to waive any irregularity or nonconformity in any bid. LACMTA also reserves the right to modify or amend the Notice Inviting Bids as set forth therein, including to modify the size or structure of the transaction.

LACMTA reserves the right to postpone, from time to time, the date established for the receipt of bids as more fully set forth in the Notice Inviting Bids. Any such postponement will be announced via Thomson Municipal Market Monitor ([www.tm3.com](http://www.tm3.com)) (“TM3”). If any date fixed for the receipt of bids and the sale of the Series 2017 Bonds is postponed, any alternative sale date will be announced through TM3 at least 24 hours prior to such alternative sale date.

The Series 2017 Bonds will be dated their Date of Delivery. The principal amount of each Series of the Series 2017 Bonds sold may be adjusted after the award of such Series 2017 Bonds, as set forth in the Notice Inviting Bids.

Copies of the Notice Inviting Bids, the Preliminary Official Statement with respect to the Series 2017 Bonds, the Resolution of LACMTA authorizing the issuance of the Series 2017 Bonds, the Trust Agreement and the form of the Thirty-Eighth Supplemental Trust Agreement related thereto are available from the offices of LACMTA’s municipal advisor: KNN Public Finance, LLC, 1300 Clay Street, Suite 1000, Oakland, California 94611, Telephone: (510) 208-8288. Copies of the Preliminary Official Statement and the Notice Inviting Bids also are available in electronic format at [www.MuniOS.com](http://www.MuniOS.com) and [www.i-dealprospectus.com](http://www.i-dealprospectus.com).

LOS ANGELES COUNTY METROPOLITAN  
 TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
 [\_\_\_\_\_]

\* Preliminary; subject to change.  
 4836-6496-5963.3

**PRELIMINARY OFFICIAL STATEMENT DATED OCTOBER \_\_, 2017**

[DAC Logo]

**NEW ISSUE—BOOK-ENTRY ONLY**

**Ratings: Moody's: "[ ]"**  
**S&P: "[ ]"**  
**See "RATINGS" herein.**

*In the opinion of Kutak Rock LLP, Bond Counsel to LACMTA, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2017 Bonds is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax, except that interest on the Series 2017 Bonds will be included in a corporate taxpayer's adjusted current earnings for purposes of computing its federal alternative minimum tax. Bond Counsel is further of the opinion that interest on the Series 2017 Bonds is exempt from present State of California personal income taxes. For a more complete description, see "TAX MATTERS" herein.*

[climate bond certified logo]

\$[ ]\*

**LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY**

\$[ ]\*

**Proposition A First Tier Senior  
Sales Tax Revenue Bonds,  
Series 2017-A (Green Bonds)**

\$[ ]\*

**Proposition A First Tier Senior Sales  
Tax Revenue Refunding Bonds,  
Series 2017-B**

**Dated: Date of Delivery****Due: As shown on inside cover**

The Los Angeles County Metropolitan Transportation Authority ("LACMTA") is issuing its Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the "Series 2017-A Bonds") and its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the "Series 2017-B Bonds"). The Series 2017-A Bonds and the Series 2017-B Bonds are collectively referred to herein as the "Series 2017 Bonds."

The Series 2017 Bonds are being issued pursuant to the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the "Trust Agreement"), by and between LACMTA and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), and the Thirty-Eighth Supplemental Trust Agreement, to be dated as of [October] 1, 2017 (the "Thirty-Eighth Supplemental Agreement," and together with the Trust Agreement, the "Agreement"), by and between LACMTA and the Trustee. The Series 2017 Bonds are limited obligations of LACMTA payable from and secured by a first lien on and pledge of the Pledged Revenues (which includes the receipts from the imposition in the County of Los Angeles for public transit purposes of a one-half cent retail transactions and use tax, less 25% thereof paid to local jurisdictions and certain administrative fees) and by certain other amounts held under the Agreement. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS" and "PROPOSITION A SALES TAX AND COLLECTIONS" herein. LACMTA will use the proceeds of the Series 2017 Bonds, along with certain other available moneys, to (a) finance or refinance (through the repayment of Proposition A Commercial Paper Notes) the development and construction of certain projects of the rail, bus and highway transit system, including projects that have been identified as environmentally beneficial, as further described herein, (b) refund, on an advance basis, and defease certain of the outstanding bonds as further described herein, (c) make a deposit in the reserve fund as further described herein, and (d) pay the costs of issuance of the Series 2017 Bonds.

The Series 2017 Bonds will be issued in denominations of \$5,000 and integral multiples thereof. The Series 2017 Bonds will be issued in fully registered form and will be registered in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company, New York, New York ("DTC"), the securities depository for the Series 2017 Bonds. Individual purchases and sales of the Series 2017 Bonds may be made in book-entry form only. See "APPENDIX H—BOOK-ENTRY—ONLY SYSTEM." The Series 2017 Bonds will mature in the principal amounts and will bear interest at the rates set forth on the inside front cover page. LACMTA will pay interest on the Series 2017 Bonds on January 1 and July 1, commencing on July 1, 2018.

Certain of the Series 2017-A Bonds are subject to redemption prior to maturity as described in this Official Statement. The Series 2017-B Bonds are not subject to redemption prior to maturity. See "DESCRIPTION OF THE SERIES 2017 BONDS—Redemption."

**Neither the faith and credit nor the taxing power of the County of Los Angeles, the State of California or any political subdivision or public agency thereof, other than LACMTA to the extent of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement, is pledged to the payment of the principal of or interest on the Series 2017 Bonds. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the**

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\* Preliminary, subject to change.



**general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, to the payment of the principal of or interest on the Series 2017 Bonds. LACMTA has no power to levy property taxes to pay the principal of and interest on the Series 2017 Bonds.**

**Purchasers of the Series 2017 Bonds will be deemed to have consented to certain amendments to the Trust Agreement. See “INTRODUCTION—Proposed Amendments to Trust Agreement” herein.**

This cover page contains certain information for general reference only. It is not intended to be a summary of the terms of, or the security for, the Series 2017 Bonds. Investors are advised to read this Official Statement in its entirety to obtain information essential to making an informed investment decision. Capitalized terms used on this cover page and not otherwise defined have the meanings set forth herein.

*LACMTA is offering the Series 2017 Bonds when, as and if it issues the Series 2017 Bonds. The issuance of the Series 2017 Bonds is subject to the approval as to their validity by Kutak Rock LLP, Bond Counsel to LACMTA. The Los Angeles County Counsel, as General Counsel to LACMTA, and Nixon Peabody LLP, as Disclosure Counsel, will pass on certain legal matters for LACMTA. LACMTA anticipates that the Series 2017 Bonds will be available for delivery through the facilities of DTC on or about October [\_\_], 2017.\* Electronic bids for the purchase of the Series 2017-A Bonds will be received by LACMTA until [9:00] a.m., California time, on October [\_\_], 2017 and bids for purchase of the Series 2017-B Bonds will be received by LACMTA until [9:30] a.m., California time, on October [\_\_], 2017, in each case unless postponed as set forth in the Notice Inviting Bids.*

Date of Official Statement: October \_\_, 2017

## MATURITY SCHEDULE

\$\_[\_\_\_\_\_]\*

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)**

<b>Maturity Date (July 1)</b>	<b>Principal Amount</b>	<b>Interest Rate</b>	<b>Yield</b>	<b>Price</b>	<b>CUSIP Nos.<sup>†</sup></b>
2018					
2019					
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					
2039					
2040					
2041					
2042					
2043					
2044					
2045					
2046					
2047					

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\* Preliminary, subject to change.

† Copyright 2017, American Bankers Association. CUSIP® is a registered trademark of the American Bankers Association. The CUSIP data herein is provided by CUSIP Global Services (CGS), which is managed on behalf of the American Bankers Association by S&P Global Market Intelligence. The CUSIP numbers are not intended to create a database and do not serve in any way as a substitute for the CGS database. CUSIP numbers have been assigned by an independent company not affiliated with LACMTA and are provided solely for convenience and reference. The CUSIP numbers for a specific maturity are subject to change after the issuance of the Series 2017 Bonds. LACMTA does not take any responsibility for the accuracy of the CUSIP numbers provided herein.

\$[\_\_\_\_\_]\*  
**Los Angeles County Metropolitan Transportation Authority**  
**Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds**  
**Series 2017-B**

<b>Maturity Date (July 1)</b>	<b>Principal Amount</b>	<b>Interest Rate</b>	<b>Yield</b>	<b>Price</b>	<b>CUSIP Nos.<sup>†</sup></b>
2022					
2023					

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\* Preliminary, subject to change.

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[Insert Map of LACMTA System]

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**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**

**Board Members**

Eric Garcetti, Chair  
Sheila Kuehl, First Vice-Chair  
James T. Butts, Jr., Second Vice-Chair  
Kathryn Barger  
Mike Bonin  
Jacquelyn Dupont-Walker  
John Fasana  
Robert Garcia  
Janice Hahn  
Paul Krekorian  
Ara J. Najarian  
Mark Ridley-Thomas  
Hilda L. Solis  
Carrie Bowen, Non-Voting Member

**LACMTA Officers**

Phillip A. Washington, Chief Executive Officer  
Nalini Ahuja, Chief Financial Officer  
Donna R. Mills, Treasurer

**LACMTA General Counsel**

Office of the County Counsel  
Los Angeles, California

**MUNICIPAL ADVISOR**

KNN Public Finance, LLC  
Oakland, California

**BOND COUNSEL**

Kutak Rock LLP

**DISCLOSURE COUNSEL**

Nixon Peabody LLP

**TRUSTEE AND ESCROW AGENT**

The Bank of New York Mellon Trust Company, N.A.  
Los Angeles, California

**VERIFICATION AGENT**

Causey Demgen & Moore P.C.

LACMTA has not authorized any dealer, broker, salesperson or other person to give any information or to make any representation in connection with the offer or sale of the Series 2017 Bonds other than as set forth in this Official Statement and, if given or made, such other information or representation must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2017 Bonds, by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not a contract with the purchasers or owners of the Series 2017 Bonds. Statements contained in this Official Statement which involve estimates, projections or matters of opinion, whether or not expressly so described in this Official Statement, are intended solely as such and are not to be construed as representations of facts.

The information and expressions of opinion in this Official Statement are subject to change without notice, and the delivery of this Official Statement and any sale made pursuant to this Official Statement do not, under any circumstances, imply that the information and expressions of opinion in this Official Statement and other information regarding LACMTA have not changed since the date hereof. LACMTA is circulating this Official Statement in connection with the sale of the Series 2017 Bonds and this Official Statement may not be reproduced or used, in whole or in part, for any other purpose.

In making an investment decision, investors must rely on their own examination of the terms of the offering and the security and sources of payment of the Series 2017 Bonds, including the merits and risks involved. The Series 2017 Bonds have not been registered under the Securities Act of 1933, as amended, nor has the Agreement been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon exemptions contained in such acts. Neither the U.S. Securities and Exchange Commission nor any other federal, state or other governmental entity, nor any agency or department thereof, has passed upon the merits of the Series 2017 Bonds or the accuracy or completeness of this Official Statement. The Series 2017 Bonds have not been recommended by any federal or state securities commission or regulatory authority. Any representation to the contrary may be a criminal offense.

This Official Statement contains statements relating to future results that are “forward looking statements.” When used in this Official Statement, the words “estimate,” “forecast,” “projection,” “intend,” “expect” and similar expressions identify forward looking statements. Any forward looking statement is subject to uncertainty and risks that could cause actual results to differ, possibly materially, from those contemplated in such forward looking statements. Some assumptions used to develop forward looking statements inevitably will not be realized, and unanticipated events and circumstances may occur. Therefore, investors should be aware that there are likely to be differences between forward looking statements and actual results; those differences could be material.

In connection with this offering, the Winning Bidders may overallocate or effect transactions which stabilize or maintain the market price of the Series 2017 Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing transactions, if commenced, may be discontinued at any time. The Winning Bidders may offer and sell the Series 2017 Bonds to certain dealers and others at yields higher or prices lower than the public offering yields and/or prices stated on the inside cover page of this Official Statement, and such public offering yields and/or prices may be changed from time to time by the Winning Bidders.

#### CERTIFICATION AS CLIMATE BONDS

The certification of the Series 2017-A Bonds as Climate Bonds by the Climate Bonds Initiative is based solely on the Climate Bond Standard and does not, and is not intended to, make any representation

or give any assurance with respect to any other matter relating to the Series 2017-A Bonds or any projects financed with the proceeds of the Series 2017-A Bonds (referred to in this section as the “Nominated Projects”), including but not limited to this Official Statement, the transaction documents, LACMTA or the management of LACMTA.

The certification of the Series 2017-A Bonds as Climate Bonds by the Climate Bonds Initiative was addressed solely to the board of directors of the LACMTA and is not a recommendation to any person to purchase, hold or sell the Series 2017-A Bonds and such certification does not address the market price or suitability of the Series 2017-A Bonds for a particular investor. The certification also does not address the merits of the decision by LACMTA or any third party to participate in any Nominated Project and does not express and should not be deemed to be an expression of an opinion as to LACMTA or any aspect of any Nominated Project (including but not limited to the financial viability of any Nominated Project) other than with respect to conformance with the Climate Bond Standard.

In issuing or monitoring, as applicable, the certification, the Climate Bonds Initiative has assumed and relied upon and will assume and rely upon the accuracy and completeness in all material respects of the information supplied or otherwise made available to the Climate Bonds Initiative. The Climate Bonds Initiative does not assume or accept any responsibility to any person for independently verifying (and it has not verified) such information or to undertake (and it has not undertaken) any independent evaluation of any Nominated Project or LACMTA. In addition, the Climate Bonds Initiative does not assume any obligation to conduct (and it has not conducted) any physical inspection of any Nominated Project. The certification may only be used with the Series 2017-A Bonds and may not be used for any other purpose without the Climate Bonds Initiative’s prior written consent.

The certification does not and is not in any way intended to address the likelihood of timely payment of interest when due on the Series 2017-A Bonds and/or the payment of principal at maturity or any other date.

The certification may be withdrawn at any time in the Climate Bonds Initiative’s sole and absolute discretion and there can be no assurance that such certification will not be withdrawn.



# TABLE OF CONTENTS

	Page		Page
<b>INTRODUCTION .....</b>	<b>1</b>	General .....	36
LACMTA .....	1	Special Considerations With Respect to the	
Purpose of the Series 2017 Bonds.....	2	Series 2017 Bonds .....	36
Description of the Series 2017 Bonds.....	2	Backup Withholding.....	37
Security and Sources of Payment for the Series		Changes in Federal and State Tax Law .....	37
2017 Bonds .....	2	Tax Treatment of Original Issue Premium .....	37
Proposition A Sales Tax Obligations .....	3	<b>MUNICIPAL ADVISOR .....</b>	<b>38</b>
The Series 2017 Bonds Are Limited Obligations		<b>FINANCIAL STATEMENTS .....</b>	<b>38</b>
of LACMTA Only .....	3	<b>CERTAIN ECONOMIC AND DEMOGRAPHIC</b>	
Reserve Fund .....	3	<b>INFORMATION .....</b>	<b>39</b>
Proposed Amendments to Trust Agreement .....	4	<b>VERIFICATION OF MATHEMATICAL</b>	
Continuing Disclosure .....	5	<b>COMPUTATIONS.....</b>	<b>39</b>
Additional Information .....	5	<b>CONTINUING DISCLOSURE.....</b>	<b>39</b>
<b>PLAN OF FINANCE AND APPLICATION OF</b>		<b>SALE OF SERIES 2017 BONDS .....</b>	<b>40</b>
<b>BOND PROCEEDS .....</b>	<b>5</b>	<b>RATINGS .....</b>	<b>40</b>
Use of Proceeds; Plan of Finance.....	5	<b>ADDITIONAL INFORMATION .....</b>	<b>41</b>
Refunding Plan .....	6		
Estimated Sources and Uses of Funds .....	7	APPENDIX A	LOS ANGELES COUNTY
<b>CLIMATE BOND CERTIFICATION OF THE</b>			METROPOLITAN
<b>SERIES 2017-A BONDS .....</b>	<b>7</b>		TRANSPORTATION
<b>RISK FACTORS .....</b>	<b>8</b>		AUTHORITY
Economic Factors May Cause Declines in		APPENDIX B	LOS ANGELES COUNTY
Proposition A Sales Tax Revenues .....	8		METROPOLITAN
California State Legislature or Electorate or			TRANSPORTATION
Federal Law May Change Items Subject to			AUTHORITY COMPREHENSIVE
Proposition A Sales Tax.....	9		ANNUAL FINANCIAL REPORT
Increases in Sales Tax Rate May Cause Declines			FOR THE FISCAL YEAR ENDED
in Proposition A Sales Tax Revenues .....	9		JUNE 30, 2016
Increased Internet Use May Reduce Proposition		APPENDIX C	UNAUDITED PROPOSITION A
A Sales Tax Revenues .....	10		SPECIAL REVENUE FUND
Additional First Tier Senior Bonds .....	10		BALANCE SHEET, STATEMENT
After Amendment Effective Date Series 2017			OF REVENUES, EXPENDITURES
Bonds May Not be Secured by Reserve Fund.....	10		AND FUND BALANCES FOR
Impact of Bankruptcy of LACMTA .....	11		THE FISCAL YEAR ENDED JUNE
Voter Initiatives and California State Legislative			30, 2017
Action May Impair Proposition A Sales Tax .....	13	APPENDIX D	LOS ANGELES COUNTY
<b>DESCRIPTION OF THE SERIES 2017 BONDS .....</b>	<b>13</b>		ECONOMIC AND
General.....	13		DEMOGRAPHIC INFORMATION
Redemption.....	14	APPENDIX E	SUMMARY OF LEGAL
<b>SECURITY AND SOURCES OF PAYMENT FOR</b>			DOCUMENTS; DEFINITIONS
<b>THE SERIES 2017 BONDS .....</b>	<b>15</b>	APPENDIX F	PROPOSED FORM OF BOND
Security for the Series 2017 Bonds .....	15		COUNSEL’S OPINION
Proposition A Sales Tax Obligations .....	16	APPENDIX G	FORM OF CONTINUING
Flow of Funds .....	16		DISCLOSURE CERTIFICATE
Reserve Fund .....	19	APPENDIX H	BOOK-ENTRY ONLY SYSTEM
Additional First Tier Senior Lien Bonds.....	23	APPENDIX I	PROPOSED AMENDMENTS TO
<b>PROPOSITION A SALES TAX AND</b>			TRUST AGREEMENT
<b>COLLECTIONS .....</b>	<b>24</b>		
The Proposition A Sales Tax .....	24		
Initiatives and Changes to Proposition A Sales			
Tax .....	27		
Historical Proposition A Sales Tax Collections .....	29		
<b>PROPOSITION A SALES TAX OBLIGATIONS.....</b>	<b>30</b>		
General.....	30		
Debt Service Coverage .....	31		
Outstanding Proposition A Sales Tax Obligations....	32		
Other Obligations.....	33		
<b>COMBINED DEBT SERVICE SCHEDULE.....</b>	<b>34</b>		
<b>LITIGATION.....</b>	<b>36</b>		
<b>LEGAL MATTERS.....</b>	<b>36</b>		
<b>TAX MATTERS .....</b>	<b>36</b>		

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## OFFICIAL STATEMENT

\$[\_\_\_\_\_]\*  
**LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY**

\$[\_\_\_\_\_]\*                      \$[\_\_\_\_\_]\*  
**Proposition A First Tier Senior    Proposition A First Tier Senior Sales**  
**Sales Tax Revenue Bonds,        Tax Revenue Refunding Bonds,**  
**Series 2017-A (Green Bonds)       Series 2017-B**

### INTRODUCTION

This Official Statement, which includes the cover page and the appendices hereto, sets forth information in connection with the offering by the Los Angeles County Metropolitan Transportation Authority (“LACMTA”) of \$[\_\_\_\_\_]\* aggregate principal amount of its Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “Series 2017-A Bonds”) and its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “Series 2017-B Bonds”). The Series 2017-A Bonds and the Series 2017-B Bonds are collectively referred to herein as the “Series 2017 Bonds.” This Introduction is not a summary of this Official Statement. This Introduction is qualified by the more complete and detailed information contained in this entire Official Statement and the documents summarized or described in this Official Statement. Prospective investors should review this entire Official Statement, including the cover page and appendices, before they make an investment decision to purchase the Series 2017 Bonds. LACMTA is only offering the Series 2017 Bonds to potential investors by means of this entire Official Statement. Capitalized terms used but not defined herein have the meanings ascribed to them in “APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS.”

### LACMTA

LACMTA was established in 1993 pursuant to the provisions of Section 130050.2 et seq. of the California Public Utilities Code (the “LACMTA Act”). LACMTA is the consolidated successor entity to both the Southern California Rapid Transit District (the “District”) and the Los Angeles County Transportation Commission (the “Commission”). As the consolidated successor entity, LACMTA succeeded to all powers, duties, rights, obligations, liabilities, indebtedness, bonded or otherwise, immunities and exemptions of the Commission and the District, including the Commission’s responsibility for planning, engineering and constructing a county-wide rail transit system. The Commission was authorized, subject to approval by the electorate of the County of Los Angeles (the “County”), to adopt a retail transactions and use tax ordinance, with the revenues of such tax to be used for public transit purposes. On November 4, 1980, the voters of the County approved the “Proposition A Sales Tax.” The Proposition A Sales Tax is a ½ of 1 percent sales tax and is not limited in duration. For more information regarding the Proposition A Sales Tax, see “PROPOSITION A SALES TAX AND COLLECTIONS—The Proposition A Sales Tax.”

For further discussion of LACMTA, its other sources of revenues, the services it provides and the projects it is undertaking, see “APPENDIX A—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY.” The information provided in Appendix A is intended as general information only. The Series 2017A Bonds are limited obligations of the LACMTA payable from

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\* Preliminary, subject to change.

Pledged Revenues, which consist primarily of proceeds of the Proposition A Sales Tax. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS.

For certain economic and demographic data about the County, see “APPENDIX D—LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION.”

### **Purpose of the Series 2017 Bonds**

LACMTA will use the proceeds of the Series 2017 Bonds, together with other available funds, to (a) finance or refinance (through the repayment of Proposition A Commercial Paper Notes) the development and construction of certain projects of the rail, bus and highway transit system, including projects that have been identified as environmentally beneficial, as further described herein, (b) refund, on an advance basis, and defease the Refunded Bonds (as defined herein), (c) make a deposit in the Reserve Fund as further described herein, and (d) the costs of issuance of the Series 2017 Bonds. For a more detailed description of LACMTA’s proposed use of proceeds from the issuance of the Series 2017 Bonds, see “PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS.”

### **Description of the Series 2017 Bonds**

The Series 2017 Bonds are limited obligations of LACMTA to be issued pursuant to, and payable from and secured under, the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the “Trust Agreement”), by and between LACMTA (as successor to the Commission) and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., as successor by merger to First Interstate Bank of California), as trustee (the “Trustee”), and to be further amended and supplemented by the Thirty-Eighth Supplemental Trust Agreement, to be dated as of [October] 1, 2017 (the “Thirty-Eighth Supplemental Agreement”), by and between LACMTA and the Trustee. The Trust Agreement and the Thirty-Eighth Supplemental Agreement are collectively referenced herein as the “Agreement.”

The Series 2017 Bonds will be issued in registered form, in denominations of \$5,000 or any integral multiple thereof. The Series 2017 Bonds will be dated their initial date of delivery and will mature and will bear interest at the rates per annum as shown on the inside cover page hereof, computed on the basis of a 360-day year consisting of twelve 30-day months. The Series 2017 Bonds will be delivered in book-entry-only form and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the Series 2017 Bonds. See “APPENDIX H—BOOK-ENTRY-ONLY SYSTEM.”

### **Security and Sources of Payment for the Series 2017 Bonds**

The Series 2017 Bonds are limited obligations of LACMTA payable solely from and secured by a first lien on and pledge of “Pledged Revenues,” which include moneys collected as a result of the imposition of the Proposition A Sales Tax (the imposition of which is not limited in duration), less 25% thereof which is allocated to local jurisdictions for local transit purposes (the “Local Allocation”) and less an administrative fee paid to the California State Board of Equalization (the “State Board of Equalization”) in connection with the collection and disbursement of the Proposition A Sales Tax (the “Pledged Tax”), plus interest, profits and other income received from investment of such amounts held by the Trustee, and all other amounts held by the Trustee under the Agreement except for amounts held in any rebate fund and any escrow fund. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS” and “PROPOSITION A SALES TAX AND COLLECTIONS—The Proposition A Sales Tax.”

## **Proposition A Sales Tax Obligations**

LACMTA has issued other obligations under the Agreement that are secured by and payable from Pledged Revenues on a parity with the Series 2017 Bonds, and LACMTA is permitted to issue additional parity obligations in the future upon satisfaction of certain additional bonds tests contained in the Agreement. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Additional First Tier Senior Lien Bonds.” The Series 2017 Bonds, the existing obligations on a parity with the Series 2017 Bonds and all future obligations issued on a parity with the Series 2017 Bonds are collectively referred to herein as the “First Tier Senior Lien Bonds.” As of September 1, 2017, \$820,130,000 aggregate principal amount of First Tier Senior Lien Bonds (including the Refunded Bonds) were outstanding. See “PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS” and “PROPOSITION A SALES TAX OBLIGATIONS.”

In addition, LACMTA has issued other obligations under the Agreement that are secured by and payable from Pledged Revenues on a basis subordinate to the First Tier Senior Lien Bonds (including the Bonds), and it may issue additional subordinate obligations in the future. See “PROPOSITION A SALES TAX OBLIGATIONS.”

## **The Series 2017 Bonds Are Limited Obligations of LACMTA Only**

Neither the faith and credit nor the taxing power of the County, the State of California or any political subdivision or public agency thereof, other than LACMTA to the extent of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement, is pledged to the payment of the principal of or interest on the Series 2017 Bonds. LACMTA has no power to levy property taxes to pay the principal of or interest on the Series 2017 Bonds.

The Series 2017 Bonds are limited obligations of LACMTA and are payable, as to both principal and interest, solely from a first lien on and pledge of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, to the payment of the principal of or interest on the Series 2017 Bonds.

## **Reserve Fund**

Pursuant to the Agreement, the Reserve Fund was established and is held by the Trustee and is available to make payments of principal of and interest on all First Tier Senior Lien Revenue Bonds, including the Series 2017 Bonds, issued by LACMTA under the Agreement to the extent the amounts in the Bond Interest Account or the Bond Principal Account are not sufficient to pay in full the principal of and interest on the First Tier Senior Lien Bonds when due. The Reserve Fund is required to be funded in an amount equal to the Reserve Fund Requirement. At the time of issuance of the Series 2017 Bonds, the Reserve Fund will be funded in an amount equal to the Reserve Fund Requirement (which is expected to be approximately \$\_\_\_\_\_ at the time of issuance of the Series 2017 Bonds). At the time of issuance of the Series 2017 Bonds, the Reserve Fund Requirement will be satisfied by an existing municipal bond debt service reserve insurance policy (the “AGM Reserve Policy”) provided by Assured Guaranty Municipal Corp. (as successor to Financial Security Assurance Inc.) (“AGM”) with a policy limit of \$85,500,000, and cash and investments in the amount of approximately \$\_\_\_\_\_. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—AGM Reserve Policy.” The Reserve Fund also contains a municipal bond debt service reserve fund policy (the “FGIC Reserve Policy”) provided by Financial Guaranty Insurance Company (National Public Finance Guarantee Corporation by novation). The Reserve Fund Requirement is satisfied without taking into account the

FGIC Reserve Policy. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—FGIC Reserve Policy.”

*Following the Amendment Effective Date (as defined under “—Proposed Amendments to Trust Agreement” below), LACMTA expects to elect that the Series 2017 Bonds will no longer be secured by the Reserve Fund or any other debt service reserve fund.* See “—Proposed Amendments to Trust Agreement” below and “APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT.”

### **Proposed Amendments to Trust Agreement**

Pursuant to the Thirty-Seventh Supplemental Trust Agreement, dated as of March 1, 2016, between LACMTA and the Trustee, certain amendments will be made to the Trust Agreement (the “Proposed Amendments”), which are described in Appendix I hereto. The Proposed Amendments will not become effective until such time as the Bondholders of not less than 60% in aggregate principal amount of the First Tier Senior Lien Bonds then Outstanding have consented to such Proposed Amendments (the “Amendment Effective Date”). ***By the purchase and acceptance of the Series 2017 Bonds, the Bondholders and Beneficial Owners of the Series 2017 Bonds will be deemed to have consented to the Proposed Amendments.*** Any Bondholders and Beneficial Owners of First Tier Senior Lien Bonds issued on and after the date of issuance of the Series 2017 Bonds (including the Series 2017 Bonds) will be deemed to have consented to and will be subject to the Proposed Amendments, but only after the Bondholders of not less than 60% in aggregate principal amount of the First Tier Senior Lien Series 2017 Bonds then Outstanding have consented to the Proposed Amendments. As of September 1, 2017, the Bondholders of 19.9% of the then-Outstanding First Tier Senior Lien Bonds have consented to the Proposed Amendments and none of the other required consents have been obtained. On the date of issuance of the Series 2017 Bonds, approximately \_\_\_% of the Bondholders of the Outstanding First Tier Senior Lien Bonds (including the Bondholders of the Series 2017 Bonds) will have consented to the Proposed Amendments. Only the Bondholders of the Series 2017 Bonds and the Bondholders of LACTMA’s Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2016-A (the “Series 2016 Bonds”) have consented to the Proposed Amendments. None of the Bondholders of the other currently Outstanding First Tier Senior Lien Bonds have consented to the Proposed Amendments, and, LACMTA has no plans to solicit the consent of the Bondholders of the other currently Outstanding First Tier Senior Lien Bonds to the Proposed Amendments. Based on the amortization schedule for the Outstanding First Tier Senior Lien Bonds and the expected amortization schedule for the Series 2017 Bonds, assuming that all First Tier Senior Lien Bonds are paid as scheduled, no additional First Tier Senior Lien Bonds are issued and no First Tier Senior Lien Bonds are refunded after the issuance of the Series 2017 Bonds, the LACMTA expects that it would obtain the consent of the Bondholders of not less than 60% in aggregate principal amount of the First Tier Senior Lien Bonds then-Outstanding in July 2019.\* However, the timing of obtaining the required Bondholder consents could change. There can be no assurance as to when (or whether) the Proposed Amendments will become effective.

The Proposed Amendments include, among other amendments, changes to the requirement under the Trust Agreement that the Series 2016 Bonds and any other Additional First Tier Senior Lien Bonds issued after the date of issuance of the Series 2016 Bonds, including the Series 2017 Bonds, participate in and be secured by the Reserve Fund. The Proposed Amendments will allow the Series 2016 Bonds and any First Tier Senior Lien Bonds issued after the date of issuance of the Series 2016 Bonds, including the Series 2017 Bonds, to (i) participate in and be secured by the Reserve Fund, or (ii) participate in and be secured by a separate debt service reserve fund, or (iii) not participate in or be secured by the Reserve Fund or any other debt service reserve fund. See “APPENDIX I—PROPOSED AMENDMENTS TO

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\* Preliminary, subject to change.

TRUST AGREEMENT.” LACMTA currently expects that upon the Amendment Effective Date it will elect that the Series 2017 Bonds will no longer participate in or be secured by the Reserve Fund or any other debt service reserve fund. At the time the Series 2017 Bonds are no longer secured by the Reserve Fund, LACMTA expects that the Reserve Requirement will be reduced and a portion of the moneys on deposit in the Reserve Fund will be released, at which time such moneys may be applied by LACMTA for any lawful purpose. See “RISK FACTORS—After Amendment Effective Date Series 2017 Bonds May Not be Secured by Reserve Fund.”

### **Continuing Disclosure**

In connection with the issuance of the Series 2017 Bonds, for purposes of assisting the Winning Bidders in complying with Rule 15c2-12 (the “Rule”) promulgated by the U.S. Securities and Exchange Commission (“SEC”) under the Securities Exchange Act of 1934, as amended, LACMTA will agree to provide, or cause to be provided, to the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access system (the “EMMA System”), certain annual financial information and operating data relating to LACMTA and notice of certain enumerated events. See “CONTINUING DISCLOSURE” and “APPENDIX G—FORM OF CONTINUING DISCLOSURE CERTIFICATE.”

### **Additional Information**

Brief descriptions of the Series 2017 Bonds, the Agreement and certain other documents are included in this Official Statement and the appendices hereto. Such descriptions do not purport to be comprehensive or definitive. All references herein to such documents and any other documents, statutes, reports or other instruments described herein are qualified in their entirety by reference to each such document, statute, report or other instrument. The information herein is subject to change without notice, and the delivery of this Official Statement will under no circumstances, create any implication that there has been no change in the affairs of LACMTA since the date hereof. This Official Statement is not to be construed as a contract or agreement between LACMTA or the purchasers or Bondholders of any of the Series 2017 Bonds. LACMTA maintains a website and social media accounts, the information on which is not part of this Official Statement, has not and is not incorporated by reference herein, and should not be relied upon in deciding whether to invest in the Series 2017 Bonds.

Copies of the Agreement may be obtained from LACMTA at One Gateway Plaza, 21<sup>st</sup> Floor, Treasury Department, Los Angeles, California 90012, or by emailing TreasuryDept@metro.net, or by calling (213) 922-2554.

## **PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS**

### **Use of Proceeds; Plan of Finance**

**Series 2017-A Bonds.** LACMTA will use the proceeds of the Series 2017-A Bonds to (a) finance or refinance (through the repayment of Proposition A Commercial Paper Notes) the development and construction of certain projects of the rail, bus and highway transit system which have been identified as environmentally beneficial as further described herein, (b) fund an account in the Reserve Fund as further described herein, and (c) pay the costs of issuance of the Series 2017-A Bonds.

The projects expected to be financed or refinanced with the proceeds of the Series 2017A Bonds consist of improvements to the rail, bus and highway transit system, including (a) construction of the new Southwestern Yard maintenance facility to store, maintain, repair and clean light rail vehicles required for the Crenshaw/LAX project and existing Metro Green Line as well as future lines in the area, (b) construction of the Universal City Station pedestrian bridge, (c) procurement of new light rail vehicles for

the Gold Line Foothill Extension, Exposition Line and Crenshaw LAX projects, (d) procurement of heavy rail vehicles for Purple Line Extension, Segment 1, and to replace vehicles that have met their intended service, and (e) other rail vehicle maintenance and rail facilities improvements. LACMTA may ultimately use the Series 2017-A Bond proceeds for different or additional eligible projects. See “CLIMATE BOND CERTIFICATION OF THE SERIES 2017-A BONDS.”

**Series 2017-B Bonds.** LACMTA will use the proceeds of the Series 2017-B Bonds to (a) refund, on an advance basis, and defease the Refunded Bonds, as described below under “—Refunding Plan,” and (b) pay the costs of issuance of the Series 2017-B Bonds.

## Refunding Plan

LACMTA will use the proceeds of the Series 2017-B Bonds, together with certain other available moneys, to refund, on an advance basis, and defease all or a portion of its outstanding Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B (the portion so refunded, the “Refunded Bonds”) as set forth in more detail in the following table. The specific maturities, if any, to be refunded will depend on market conditions.

### Refunded Bonds\*

<u>Maturity Date (July 1)</u>	<u>Principal Amount</u>	<u>Redemption or Payment Date</u>	<u>Redemption Price</u>
2022	175,000	July 1, 2021 <sup>1</sup>	100%
2022	610,000	July 1, 2021 <sup>1</sup>	100
2022	43,665,000	July 1, 2021 <sup>1</sup>	100
2023	1,250,000	July 1, 2021 <sup>1</sup>	100
2023	500,000	July 1, 2021 <sup>1</sup>	100
2023	44,910,000	July 1, 2021 <sup>1</sup>	100
	<u>\$91,110,000</u>		

<sup>1</sup> The Refunded Bonds will be redeemed on July 1, 2021 at a redemption price of 100% of the principal thereof, plus accrued interest.

A portion of the proceeds of the Series 2017-B Bonds, together with certain other available moneys, will be deposited with The Bank of New York Mellon Trust Company, N.A., as trustee and escrow agent, and will be held in an escrow fund (the “Escrow Fund”) for the Refunded Bonds to be created under the terms of an escrow agreement to be entered into between LACMTA and The Bank of New York Mellon Trust Company, N.A., as trustee and escrow agent. Amounts deposited into the Escrow Fund will be invested in direct, noncallable obligations of the United States Treasury and/or held uninvested in cash. Amounts on deposit in the Escrow Fund will be used to pay: (i) interest on the Refunded Bonds, when due; and (ii) the redemption price of the Refunded Bonds on July 1, 2021.

Causey Demgen & Moore P.C., certified public accountants, will deliver a report stating that the firm has verified the mathematical accuracy of certain computations relating to the adequacy of the moneys to be deposited to the Escrow Fund to pay: (i) interest on the Refunded Bonds, when due; and (ii) the redemption price of the Refunded Bonds on July 1, 2021. See “VERIFICATION OF MATHEMATICAL COMPUTATIONS” herein.

\* Preliminary, subject to change.



## Estimated Sources and Uses of Funds

The following table presents the estimated sources and uses of funds in connection with the issuance of the Series 2017 Bonds.

<u>Sources</u>	2017-A Bonds	2017-B Bonds
Principal Amount	\$	\$
Original Issue Premium		
Release of Funds from Refunded Bonds Interest and Principal Subaccounts		
Release of Funds from Reserve Fund		
Total Sources	<u>\$</u>	<u>\$</u>
 <u>Uses</u>		
Deposit to Construction Fund <sup>1</sup>		
Deposit to Escrow Fund		
Deposit to Reserve Fund		
Costs of Issuance <sup>2</sup>		
Total Uses	<u>\$</u>	<u>\$</u>

<sup>1</sup> Includes amounts to repay approximately \$123.7 million of Proposition A Commercial Paper Notes.

<sup>2</sup> Includes underwriter's discount, legal fees, rating agency fees, financial advisor fees, verification agent fees, financial printer costs and other costs of issuance.

## CLIMATE BOND CERTIFICATION OF THE SERIES 2017-A BONDS

*The information set forth under this caption "Climate Bond Certification of the Series 2017-A Bonds" concerning (1) the Climate Bonds Initiative (the "Climate Bonds Initiative") and the process for obtaining Climate Bond Certification (the "Climate Bond Certification"), and (2) First Environment, Inc. ("First Environment") in its role as a verifier with respect to the Climate Bond Certification, all as more fully described below, has been extracted from materials provided by the Climate Bonds Initiative and First Environment, respectively, for such purposes, and none of such information is guaranteed as to accuracy or completeness or is to be construed as a representation by LACMTA or the Underwriters. Additional information relating to the Climate Bonds Initiative, the Climate Bonds Standard, the Certification Process (defined herein) and the process for obtaining Climate Bond Certification can be found at [www.climatebonds.net](http://www.climatebonds.net). This website is included for reference only and the information contained therein is not incorporated by reference in this Official Statement.*

*The terms "Climate Bond Certified" and "green bonds" are neither defined in, nor related to the Agreement, and their use herein is for identification purposes only and is not intended to provide or imply that a holder of the Series 2017-A Bonds is entitled to any additional security other than as provided in the Agreement. LACMTA has no continuing legal obligation to maintain the Climate Bond Certification of the Series 2017-A Bonds.*

**Introduction.** Green Bonds, also known as Climate Bonds, were popularized in 2008 as a method for raising capital for climate-friendly projects across the globe. In 2016, \$81 billion in Climate Bonds were issued worldwide, according to the Climate Bonds Initiative, an international nongovernmental, nonprofit organization dedicated to stimulating investment in projects and assets supporting environmental sustainability. LACMTA has requested, and the Climate Bonds Standard

Board [has approved], the labeling of the Series 2017-A Bonds as “Climate Bond Certified” based on the Climate Bonds Standard Verification Statement provided by First Environment. First Environment’s factual findings assessed that the proceeds of the Series 2017-A Bonds will be used on eligible projects conforming to the Climate Bonds - Low Carbon Land Transport Standard.

**The Climate Bonds Initiative and Climate Bond Certification.** The Series 2017-A Bonds are being issued to finance or refinance projects that assist LACMTA in providing mass transit services using an electrified railway that provides a low-carbon alternative to automobile travel.

As such, LACMTA applied to the Climate Bonds Initiative under the Climate Bonds Standard & Certification Scheme (the “Certification Process”) for designation of the Series 2017-A Bonds as “Climate Bond Certified.” The Certification Process is a voluntary verification initiative which allows LACMTA to demonstrate to the investor market, the users of LACMTA’s system, and other stakeholders that the Series 2017-A Bonds meet international standards for climate integrity, management of proceeds and transparency. The Certification Process provides a scientific framework for determining which projects and assets are consistent with a low carbon and climate resilient economy and, therefore, eligible for inclusion in a Certified Climate Bond. The Certification Process relating to the 2017-A Bonds includes pre-issuance and post-issuance requirements.

The pre-issuance requirements are designed to ensure that LACMTA has established appropriate internal processes and controls prior to issuance of the Series 2017-A Bonds, and that these internal processes and controls are sufficient to enable conformance with the Certification Process after the 2017-A Bonds have been issued and bond proceeds are expended.

As required by the Certification Process, LACMTA will engage First Environment to provide a post-issuance certification of compliance. LACMTA will provide to the Climate Bonds Initiative an annual statement with respect to the Series 2017-A Bonds certifying, to the best of its knowledge, its conformance with the certification requirements of the Climate Bonds Standard. LACMTA will also provide periodic reports to bondholders of the Series 2017-A Bonds regarding the projects financed by proceeds of the Series 2017-A Bonds, and may voluntarily file such report on EMMA (as defined herein).

## **RISK FACTORS**

*The following factors, together with all other information provided in this Official Statement, should be considered by potential investors in evaluating the purchase of the Series 2017 Bonds. The discussion below does not purport to be, nor should it be construed to be, complete nor a summary of all factors which may affect LACMTA, the Proposition A Sales Tax revenues, or the Series 2017 Bonds. In addition, the order in which the following information is presented is not intended to reflect the relative importance of any such risks.*

### **Economic Factors May Cause Declines in Proposition A Sales Tax Revenues**

The Series 2017 Bonds are limited obligations of LACMTA payable solely from and secured by a first lien on and pledge of Pledged Revenues, consisting primarily of certain revenues of the Proposition A Sales Tax and other amounts that are held by the Trustee under the Agreement. The level of Proposition A Sales Tax revenues collected depends on the level of taxable sales transactions within the County, which, in turn, depends on the level of general economic activity in the County. In Fiscal Years 2009 and 2010, the national economic recession and regional general economic conditions resulted in reductions in economic activity and taxable sales within the County and correspondingly Proposition A Sales Tax revenues received by LACMTA declined. Sales tax revenues increased in Fiscal Years 2011

through 2017. It is possible that Proposition A Sales Tax revenues could decline in the future, reducing amounts available to pay the principal of and interest on the Series 2017 Bonds.

To project future Proposition A Sales Tax revenues for budgetary purposes, LACMTA incorporates actual long-term experience combined with forecasts from local economists and other publicly available sources of data. LACMTA does not itself develop forecasts of current or future economic conditions. Furthermore, the State Board of Equalization does not provide LACMTA with any forecasts of Proposition A Sales Tax revenues for future periods. Therefore, LACMTA is unable to forecast or predict with certainty future levels of Proposition A Sales Tax revenues. In addition, the County is located in a seismically active region. A major earthquake or other natural disaster could adversely affect the economy of the County and the amount of Proposition A Sales Tax revenues. Future significant declines in the amount of Proposition A Sales Tax revenues could ultimately impair the ability of LACMTA to pay principal of and interest on the Series 2017 Bonds. See “PROPOSITION A SALES TAX AND COLLECTIONS—Historical Proposition A Sales Tax Collections.” Also see “APPENDIX D—LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION.”

### **California State Legislature or Electorate or Federal Law May Change Items Subject to Proposition A Sales Tax**

With limited exceptions, the Proposition A Sales Tax is imposed on the same transactions and items subject to the general sales tax levied throughout the State of California. In the past, the California State Legislature and the California State electorate have made changes to the transactions and items subject to the State of California’s general sales tax and, therefore, the Proposition A Sales Tax. In 1991, the California State Legislature enacted legislation which expanded the transactions and items subject to the general statewide sales tax to include fuel for aviation and shipping, bottled water, rental equipment and newspapers and magazines. In 1992, the California State electorate approved an initiative which eliminated candy, gum, bottled water and confectionery items as items subject to the California State’s general sales tax. In each case, the same changes were made to transactions or items subject to the Proposition A Sales Tax. In the future, the California State Legislature or the California State electorate could further change the transactions and items upon which the statewide general sales tax and the Proposition A Sales Tax are imposed. Such a change could either increase or decrease Proposition A Sales Tax revenues depending on the nature of the change. See “PROPOSITION A SALES TAX AND COLLECTIONS.”

Federal law may also cause transactions and items to be excluded from the State of California’s general sales tax, and, therefore, the Proposition A Sales Tax. For example, under federal law, local taxes on aviation fuel (except taxes in effect on December 30, 1987) must be used for airport-related purposes, as a condition for receiving federal funding for airports. On November 7, 2014, the Federal Aviation Administration (the “FAA”) adopted an amendment to its “Policy and Procedures Concerning the Use of Airport Revenue,” (the “FAA Policy”) which clarifies that local sales taxes derived from aviation fuel are subject to the airport use restriction, and the FAA definition of local sales tax includes the Proposition C Sales Tax, Measure R Sales Tax and Measure M Sales Tax (see “PROPOSITION A SALES TAX AND COLLECTIONS—The Proposition A Sale Tax” for descriptions of these sales taxes). Although the FAA Policy does not affect the Proposition A Sales Tax, which was approved in November 1980, the FAA Policy is illustrative of federal laws that may affect which transactions and items are subject to the State of California’s general sales tax.

### **Increases in Sales Tax Rate May Cause Declines in Proposition A Sales Tax Revenues**

Increases in sales tax rates, whether by the electorate of a municipality within the County, the County or the State or by the State Legislature, may affect consumer spending decisions and as a result

adversely impact sales transactions in the County and, thereby, reduce Proposition A Sales Tax revenues. Several increases in sales tax rates have occurred in recent years. In November 2008, County voters approved Measure R, which increased the sales tax rate within the County by ½ of 1% for a period of 30 years to fund LACMTA transportation projects and operations. Collection of the additional sales tax rate (known as the Measure R Sales Tax) commenced July 1, 2009. In June 2012, the Board of Directors of LACMTA approved a proposal to extend the Measure R Sales Tax for 30 years beyond its current expiration date (June 30, 2039), but the proposed extension failed to receive the required voter approval. In November 2012, the voters of the State approved an additional ¼ of 1% State general sales tax, which became effective on January 1, 2013 and expired on December 31, 2016.

At the election held on November 8, 2016, more than two-thirds of the electors of the County voting on the issue approved an additional transportation and use tax (known as the Measure M Sales Tax). The Measure M Sales Tax is a new one-half cent sales tax starting July 1, 2017 that increases to one cent in 2039 when the Measure R Sales Tax expires. The Measure M Sales Tax does not have a scheduled expiration date. Additional increases in sales tax rates that will impact the County, while not currently pending, can be expected to be proposed and imposed, from time to time. Proposition C Sales Tax revenues, Measure R Sales Tax revenues and Measure M Sales Tax revenues are separate from Proposition A Sales Tax revenues and do not secure the First Tier Senior Lien Bonds, including the Series 2017 Bonds.

### **Increased Internet Use May Reduce Proposition A Sales Tax Revenues**

The increasing use of the Internet to conduct electronic commerce may affect the levels of Proposition A Sales Tax revenues. Internet sales of physical products by businesses located in the State of California, and Internet sales of physical products delivered to the State of California by businesses located outside of the State of California are generally subject to the retail transactions and use tax imposed by Proposition A. Legislation passed as part of the California Budget Act of 2011 imposes a use tax collection responsibility for certain out-of-state, and particularly Internet, retailers that meet certain criteria. The new responsibility took effect in September 2012. However, LACMTA believes that some Internet transactions still may avoid taxation either through error or deliberate non-reporting, and this potentially reduces the amount of Proposition A Sales Tax revenues.

### **Additional First Tier Senior Bonds**

The LACMTA expects to issue additional debt secured by Proposition A Sales Tax revenues, including additional First Tier Senior Lien Bonds. The LACMTA's March 2016 Financial Forecast assumes the issuance of approximately \$755.6 of First Tier Senior Lien Bonds (including the Series 2017-A Bonds) between Fiscal Years 2018 and 2022. The LACMTA has several major transit projects under construction and has future plans for additional major capital projects. The LACMTA may ultimately issue more First Tier Senior Lien Bonds than its current plans include to finance these projects than are presently anticipated, particularly if costs of completing projects are higher than expected or other funding sources are not available as planned. In addition, the LACMTA is likely to undertake additional capital projects in the future, and additional First Tier Senior Lien Bonds may be issued to finance these projects. The LACMTA may issue additional First Tier Senior Lien Bonds only if the additional bonds tests described under "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Additional First Tier Senior Lien Bonds" are satisfied.

### **After Amendment Effective Date Series 2017 Bonds May Not be Secured by Reserve Fund**

At the time of issuance of the Series 2017 Bonds, the Series 2017 Bonds will be secured by the Reserve Fund. However, LACMTA currently expects that upon the Amendment Effective Date it will

elect that the Series 2017 Bonds will no longer participate in or be secured by the Reserve Fund or any other debt service reserve fund. See “INTRODUCTION—Proposed Amendments to Trust Agreement,” “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund” and APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT.”

### **Impact of Bankruptcy of LACMTA**

As a municipal entity, LACMTA may be authorized to file a petition for relief under Chapter 9 of the United States Bankruptcy Code (“Chapter 9”) under certain circumstances. Should LACMTA file for bankruptcy relief, there could be adverse effects on the holders of the Series 2017 Bonds.

If the Pledged Tax constitutes “special revenues” under the Bankruptcy Code, then Pledged Tax collected before and after the date of the bankruptcy filing should be subject to the lien of the Agreement. “Special revenues” are defined to include taxes specifically levied to finance one or more projects or systems, and also to include receipts from the ownership, operation, or disposition of projects or systems that are primarily used or intended to be used primarily to provide transportation, utility or other services, as well as other revenues or receipts derived from particular functions of the debtor, but the Bankruptcy Code excludes receipts from general property, sales, or income taxes levied to finance the general purposes of the governmental entity.

The results of Chapter 9 bankruptcy proceedings are difficult to predict. If a court determined that the Proposition A Sales Tax was levied to finance the general purposes of LACMTA rather than specific projects, then the Pledged Tax would not be special revenues. No assurance can be given that a court would hold that the Pledged Tax constitutes special revenues or that the Series 2017 Bonds are of a type protected by the “special revenues” provisions of the Bankruptcy Code. If a bankruptcy court were to determine that the Pledged Tax were not “special revenues,” then Pledged Tax collected after the commencement of the bankruptcy case would likely not be subject to the lien of the Agreement. If a bankruptcy court were to so hold, the owners of the First Tier Senior Lien Bonds (including the Series 2017 Bonds) would no longer be entitled to any special priority to the Pledged Tax and could be treated as general unsecured creditors of LACMTA without a lien as to the Pledged Tax.

If the revenues pledged under the Agreement are determined to be special revenues, the Bankruptcy Code provides (in order to maintain the revenue-generating capacity of the municipal entity) that a special revenues lien is subject to the necessary operating expenses of the project or system from which the special revenues are derived, which expenses are to be paid before other obligations (including to bondholders). This rule applies regardless of the provisions of the transaction documents. The law is not clear, however, (i) as to whether, or to what extent, the Pledged Tax would be considered to be “derived” from a project or system, or (ii) precisely which expenses would constitute necessary operating expenses. To the extent that the Pledged Tax is determined to be derived from a project or system, LACMTA may be able to use Pledged Tax to pay necessary operating expenses, before the remaining Pledged Tax is turned over to the Trustee to pay amounts owed to the holders of the Series 2017 Bonds.

If LACMTA files for relief under Chapter 9, the parties (including the Trustee and the holders of the Series 2017 Bonds) may be prohibited from taking any action to collect any amount from LACMTA or to enforce any obligation of LACMTA, unless the permission of the bankruptcy court is obtained. These restrictions may also prevent the Trustee from making payments to the holders of the Series 2017 Bonds from funds in the Trustee’s possession. In addition, the procedure pursuant to which the Pledged Tax is paid directly to the Trustee by the California State Board of Equalization may no longer be enforceable, and LACMTA may be able to require that the Pledged Tax be paid directly to it by the Board of Equalization.

If LACMTA has possession of Pledged Tax (whether collected before or after commencement of the bankruptcy case) and if LACMTA does not voluntarily pay such moneys to the Trustee, it is not entirely clear what procedures the Trustee or the holders of the Series 2017 Bonds would have to follow to attempt to obtain possession of such Pledged Tax, how much time it would take for such procedures to be completed, or whether such procedures would ultimately be successful.

The obligations of LACMTA under the Agreement, including its obligations to pay principal of and interest on the Series 2017 Bonds, are limited obligations and are payable solely from the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Accordingly, if LACMTA filed for relief under Chapter 9, the owners of the Series 2017 Bonds may not have any recourse to any assets or revenues of LACMTA other than the Pledged Revenues and other amounts.

In the event of an LACMTA bankruptcy filing, LACMTA may be able to borrow additional money that is secured by a lien on any of its property (including the Pledged Revenues), which lien could have priority over the lien of the Agreement, as long as the bankruptcy court determines that the rights of the owners of the Series 2017 Bonds will be adequately protected. LACMTA may also be able to cause some of the Pledged Revenues to be released to it, free and clear of lien of the Agreement, as long as the bankruptcy court determines that the rights of the Trustee and the owners of the Series 2017 Bonds will be adequately protected.

Through a Chapter 9 proceeding LACMTA may also be able, without the consent and over the objection of the Trustee and the owners of the Series 2017 Bonds, to alter the priority, principal amount, interest rate, payment terms, collateral, maturity dates, payment sources, covenants (including tax-related covenants), and other terms or provisions of the Agreement and the Series 2017 Bonds, as long as the bankruptcy court determines that the alterations are fair and equitable.

As noted in its financial statements (see “Note III—DETAILED NOTES ON ALL FUNDS—I. Employees’ Retirement Plans” in the Notes to the Financial Statements and the related Required Supplementary Schedules in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016”), LACMTA has been informed that it has unfunded pension plan actuarial accrued liabilities. In a bankruptcy of LACMTA, the amounts of current and, if any, accrued (unpaid) contributions owed to the California Public Employees’ Retirement System (“CalPERS”), the LACMTA-administered plans, or to any other pension system (collectively the “Pension Systems”), as well as future material increases in required contributions, could create additional uncertainty as to LACMTA’s ability to pay debt service on the Series 2017 Bonds. Given that municipal pension systems in California are usually administered pursuant to state constitutional provisions and, as applicable, other state and/or municipal law, the Pension Systems may take the position, among other possible arguments, that their claims enjoy a higher priority than all other claims, that Pension Systems are instrumentalities of the State and have the right to enforce payment by injunction or other proceedings outside of an LACMTA bankruptcy case, and that Pension System claims cannot be the subject of adjustment or other impairment under the Bankruptcy Code because that would purportedly constitute a violation of state statutory, constitutional and/or municipal law. It is uncertain how a bankruptcy judge in a bankruptcy of LACMTA would rule on these matters. In addition, this area of law is presently very unsettled. This is because, though the issues of pension underfunding claim priority, pension contribution enforcement, and related bankruptcy plan treatment of such claims (among other pension-related matters) have been the subject of litigation in the Chapter 9 cases of several California municipalities, including Stockton and San Bernardino, the relevant disputes have not been litigated to decision in the Federal circuit appellate courts, and thus there are no rulings from which definitive guidance can be taken on pension matters in Chapter 9.

There may be delays in payments on the Series 2017 Bonds while the court considers any of these issues, and any of these issues could result in delays or reductions in payments on the Series 2017 Bonds. There may be other possible effects of a bankruptcy of LACMTA that could result in delays or reductions in payments on the Series 2017 Bonds, or result in losses to the holders of the Series 2017 Bonds. Regardless of any specific adverse determinations in an LACMTA bankruptcy proceeding, the fact of an LACMTA bankruptcy proceeding could have an adverse effect on the liquidity and market value of the Series 2017 Bonds.

### **Voter Initiatives and California State Legislative Action May Impair Proposition A Sales Tax**

Voters have the right to place measures before the electorate in the County or the State of California and the California State Legislature may take actions to limit the collection and use of the Proposition A Sales Tax. Such initiatives or actions may impact various aspects of the security, source of payment and other credit aspects of the Series 2017 Bonds. See “PROPOSITION A SALES TAX AND COLLECTIONS—Initiatives and Changes to Proposition A Sales Tax.”

## **DESCRIPTION OF THE SERIES 2017 BONDS**

### **General**

The Series 2017 Bonds are limited obligations of LACMTA to be issued pursuant to and secured under the Agreement. In connection with the issuance of the Series 2017 Bonds, LACMTA will enter into the Thirty-Eighth Supplemental Agreement to provide for the issuance of the Series 2017 Bonds and related matters.

The Series 2017 Bonds will bear interest at the rates and mature in the amounts and on the dates shown on the inside cover of this Official Statement. LACMTA will pay interest on each January 1 and July 1, beginning July 1, 2018. Interest on the Series 2017 Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The Series 2017 Bonds will be issued in fully registered form in denominations of \$5,000 or any integral multiple thereof. Upon initial issuance, the Series 2017 Bonds will be registered in the name of Cede & Co. as registered owner and nominee of DTC. As long as the Series 2017 Bonds are registered in such name or in the name of a successor nominee, the ownership of the Series 2017 Bonds will be evidenced by book-entry as described in “APPENDIX H—BOOK-ENTRY-ONLY SYSTEM.” Purchasers will not receive certificated Series 2017 Bonds. So long as Cede & Co. is the registered owner of the Series 2017 Bonds, reference herein to the Bondholders or registered owners will mean Cede & Co. as aforesaid and will not mean the Beneficial Owners (as defined herein) of the Series 2017 Bonds.

So long as Cede & Co. is the registered owner of the Series 2017 Bonds, principal and redemption price of and interest on the Series 2017 Bonds are payable by wire transfer of funds by the Trustee to Cede & Co., as nominee of DTC. DTC is obligated, in turn, to remit such amounts to its participants as described herein for subsequent disbursement to the Beneficial Owners. If the Series 2017 Bonds cease to be held by DTC or by a successor securities depository, the principal and redemption price of the Series 2017 Bonds will be payable at maturity or earlier redemption upon presentation and surrender of the Series 2017 Bonds at the principal office or agency of the Trustee, and interest on the Series 2017 Bonds will be payable by check mailed by first class mail on each Interest Payment Date to the Owners of the Series 2017 Bonds as of the Regular Record Date; provided, that Owners of \$1,000,000 or more in aggregate principal amount of Series 2017 Bonds may arrange for payment by wire transfer of immediately available funds upon written request given to the Trustee at least 15 days prior to an Interest Payment Date.

## Redemption

**Optional Redemption.** The Series 2017-A Bonds maturing on or before July 1, 2026 are not subject to redemption prior to their stated maturities. The Series 2017-A Bonds maturing on or after July 1, 2027 are subject to redemption at the option of LACMTA on or after July 1, 2026, in whole or in part in Authorized Denominations at any time, from any moneys that may be provided for such purpose and at a redemption price of 100% of the principal amount of such Series 2017-A Bonds to be redeemed, plus accrued interest to the date fixed for redemption.

The Series 2017-B Bonds are not subject to optional redemption.

**Mandatory Sinking Fund Redemption.** The Series 2017-A Bonds maturing on July 1, 20[\_\_\_] (the “Series 2017-A Term Bonds”) are subject to mandatory sinking fund redemption in the amount of the principal thereof, without premium, plus accrued interest thereon to the redemption date, from amounts in the Bond Principal Account of the Debt Service Fund to be paid in the years and amounts set forth below:

<u>Redemption Date</u> <u>(July 1)</u>	<u>Principal Amount</u>
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\*Final Maturity

If some but not all of the Series 2017-A Term Bonds have been redeemed, the total amount of all sinking account payments shall be reduced by the aggregate principal amount of the Series 2017-A Term Bonds so redeemed to be allocated among such sinking account payments as determined by LACMTA (notice of which determination shall be given by LACMTA to the Trustee).

At the option of the LACMTA, to be exercised by delivery of a written certificate to the Trustee on or before the sixtieth (60th) day next preceding any mandatory sinking fund redemption date, it may (i) deliver to the Trustee for cancellation any Series 2017-A Term Bonds or portions thereof (in Authorized Denominations) purchased in the open market or otherwise acquired by the LACMTA or (b) specify a principal amount of such Series 2017-A Term Bonds or portions thereof (in Authorized Denominations) which prior to said date have been purchased and previously cancelled by the Trustee at the request of the LACMTA and not theretofore applied as a credit against any mandatory sinking fund redemption requirement. Each such Series 2017-A Term Bond or portion thereof so delivered or previously redeemed shall be credited by the Trustee at 100% of the principal amount of such Series 2017-A Term Bond against the obligation of the LACMTA on such mandatory sinking fund redemption date.

**Selection of Series 2017-A Bonds to be Redeemed.** The Series 2017-A Bonds are subject to redemption in such order of maturity and interest rate as LACMTA may direct and by lot within such maturity and interest rate selected in such manner as the Trustee (or DTC, as long as DTC is the securities depository for the Series 2017-A Bonds), deems appropriate.

**Notice of Redemption.** The Trustee is required to give notice of redemption to the registered owners affected by such redemption at least 20 days but not more than 60 days before each redemption date, and to send such notice of redemption by first class mail (or, with respect to Series 2017-A Bonds held by DTC, by an express delivery service for delivery on the next following Business Day). Each



notice of redemption will specify the Series 2017-A Bonds to be redeemed; the maturity date and interest rate of the Series 2017-A Bonds to be redeemed; the redemption date; the CUSIP numbers of the Series 2017-A Bonds to be redeemed, the redemption price and the place or places where amounts due upon such redemption will be payable and if less than all of the Series 2017-A Bonds of a maturity date and interest rate are to be redeemed, the numbers of the Series 2017-A Bonds and the portions of Series 2017-A Bonds to be redeemed; any condition to the redemption; and that on the redemption date, and upon the satisfaction of any such condition, the Series 2017-A Bonds to be redeemed shall cease to bear interest.

If at the time of mailing of notice of an optional redemption moneys sufficient to redeem all the Series 2017-A Bonds called for redemption have not been deposited with the Trustee, at the election of LACMTA such notice may state that it is conditional, that is, subject to the deposit of the redemption moneys with the Trustee not later than the opening of business one Business Day prior to the scheduled redemption date, and such notice will be of no effect unless such moneys are so deposited. In the event sufficient moneys are not on deposit on the required date, then the redemption will be canceled and on such cancellation date notice will be mailed to the holders of such Series 2017-A Bonds to be redeemed in the same manner as the notice of redemption.

Failure to give any required notice of redemption or any defect therein will not affect the validity of the call for redemption of any Series 2017-A Bonds in respect of which no failure or defect occurs. Any notice sent as provided above will be conclusively presumed to have been given whether or not actually received by the addressee.

***Effect of Redemption.*** If notice is given as described above under “Notice of Redemption” and the moneys for payment of the redemption price are on deposit with the Trustee, the Series 2017-A Bonds called for redemption will be due and payable on the redemption date, interest on such Series 2017-A Bonds will cease to accrue after such date, such Series 2017-A Bonds will cease to be entitled to any lien, benefit or security under the Agreement, and the registered owners of the redeemed Series 2017-A Bonds will have no rights under the Agreement after the redemption date other than the right to receive the redemption price for such Series 2017-A Bonds.

## **SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS**

### **Security for the Series 2017 Bonds**

The Series 2017 Bonds are limited obligations of LACMTA payable from and secured by a first lien on and a pledge of the Pledged Revenues, which are moneys collected as a result of the imposition of the Proposition A Sales Tax, less 25% thereof which constitutes the Local Allocation and less an administrative fee paid to the State Board of Equalization in connection with the collection and disbursement of the Proposition A Sales Tax. In addition, the Series 2017 Bonds are secured by all other amounts held by the Trustee under the Agreement except for amounts held in any rebate fund and any escrow fund. Additionally, the Agreement provides that Pledged Revenues also include any Local Allocation that a local jurisdiction authorizes to be pledged to secure the Series 2017 Bonds, plus such additional sources of revenue, if any, which are hereafter pledged to pay the Series 2017 Bonds under a subsequent supplemental trust agreement. As of the date of this Official Statement, no local jurisdiction has pledged any of its Local Allocation to secure any bonds issued under the Agreement, including the Series 2017 Bonds. Pledged Revenues do not include any Proposition A Sales Tax revenues that are released by the Trustee to (a) the payment of the Second Tier Obligations (as defined herein) (there are no Second Tier Obligations outstanding), (b) the payment of the Proposition A Commercial Paper Notes, or (c) LACMTA for the payment, if necessary, of the General Revenue Bonds (as defined herein) and certain other amounts described herein and any other lawful purposes of LACMTA.

**Neither the faith and credit nor the taxing power of the County, the State of California or any political subdivision or public agency thereof, other than LACMTA to the extent of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement, is pledged to the payment of the principal of or interest on the Series 2017 Bonds. LACMTA has no power to levy property taxes to pay the principal of or interest on the Series 2017 Bonds.**

**The Series 2017 Bonds are limited obligations of LACMTA and are payable, as to both principal and interest, solely from a first lien on and pledge of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, to the payment of the principal of or interest on the Series 2017 Bonds.**

### **Proposition A Sales Tax Obligations**

LACMTA has outstanding a variety of obligations that are payable from the Proposition A Sales Tax, including sales tax revenue bonds, commercial paper notes and certain amounts owed under letter of credit reimbursement agreements, pledge agreements and covenant agreements. At this time, LACMTA has three priority levels of obligations secured by the Proposition A Sales Tax: its First Tier Senior Obligations (which include all First Tier Senior Lien Bonds (including the Series 2017 Bonds)), its Second Tier Obligations (there are no Second Tier Obligations outstanding) and its Third Tier Obligations (which include the Proposition A Commercial Paper Notes and related obligations). Additionally, LACMTA has incurred other obligations which are secured by certain “remaining” Proposition A Sales Tax cash receipts. LACMTA has the ability to issue additional obligations that are payable from the Proposition A Sales Tax if it satisfies certain tests. See “PROPOSITION A SALES TAX OBLIGATIONS.”

### **Flow of Funds**

Pursuant to an agreement between LACMTA and the State Board of Equalization, the State Board of Equalization is required to remit monthly directly to the Trustee the Proposition A Sales Tax revenues after deducting the State Board of Equalization’s costs of administering the Proposition A Sales Tax and after paying directly to LACMTA the Local Allocation (25% of net Proposition A Sales Tax cash receipts) (which for purposes of administrative ease is actually transferred first to the Trustee who then disburses the Local Allocation to LACMTA). Under the Agreement, the Trustee is required to deposit and apply the moneys received from the State Board of Equalization, as needed (75% of net Proposition A Sales Tax cash receipts), taking into consideration any other funds previously deposited or applied in such month for such purposes, as follows:

FIRST, to the credit of the Bond Interest Account for the First Tier Senior Lien Bonds, an amount equal to the Aggregate Accrued Interest for the current calendar month less any Excess Deposit made with respect to the last preceding calendar month plus any Deficiency existing on the first day of the calendar month plus any amount of interest which has become due and has not been paid and for which there are insufficient funds in the Bond Interest Account or another special account to be used to make such payment;

SECOND, to the credit of the Bond Principal Account for the First Tier Senior Lien Bonds, the Aggregate Accrued Principal for the current calendar month plus any Accrued Premium and any Deficiency existing on the first day of the calendar month plus any amount of principal which has become due and has not been paid and for which there are insufficient funds in the Bond Principal Account or another special account to be used to make such payment;

THIRD, to the credit of the Reserve Fund, such portion of the balance, if any, remaining after making the deposits to the Bond Interest Account and the Bond Principal Account described above, as is necessary to increase the amount on deposit in the Reserve Fund to an amount equal to the Reserve Fund Requirement, or if the entire balance is less than the amount necessary, then the entire balance will be deposited into the Reserve Fund; provided, however, that so long as any Reserve Fund Insurance Policy is in effect and the Reserve Insurer is not in default of its obligations thereunder, the Trustee will pay the Reserve Insurer the greater of (i) the minimum amount required to be paid in accordance with the provisions of such Reserve Fund Insurance Policy and any related agreements between LACMTA and the Reserve Insurer, or (ii) the amount necessary to reinstate the amount available to be drawn under such Reserve Fund Insurance Policy in order to meet the Reserve Fund Requirement (see “—Reserve Fund” below);

FOURTH, to make deposits for the payment of any Second Tier Obligations (there are no Second Tier Obligations outstanding); and

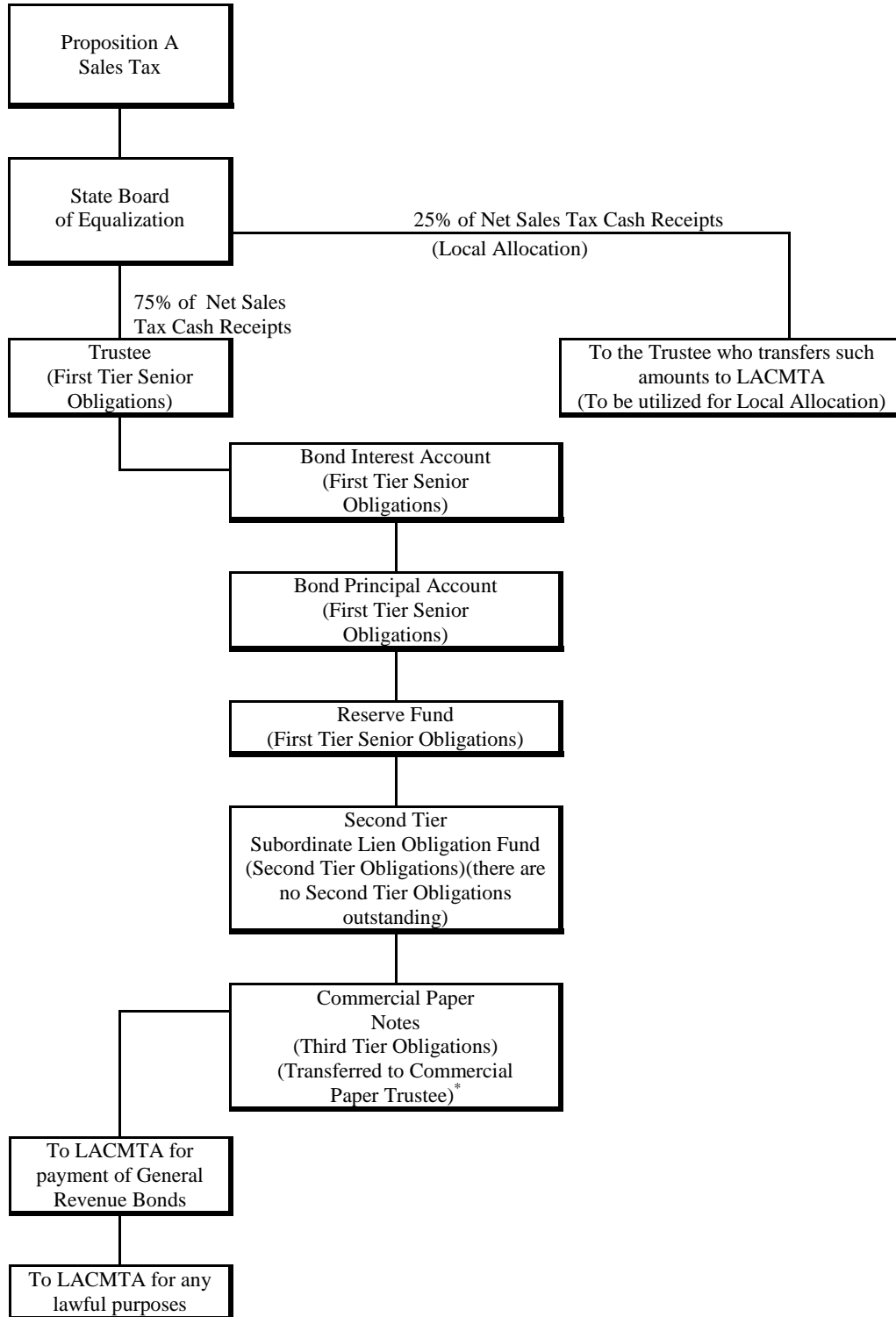
FIFTH, to pay any remaining amount to the trustee under a subordinate trust agreement in such amounts and at such times as will be needed to provide for payment of such obligations in accordance with a Supplemental Trust Agreement or Supplemental Trust Agreements relating to such subordinate debt, including but not limited to the obligation of LACMTA with respect to the Proposition A Commercial Paper Notes described herein (including the reimbursement obligations of LACMTA related to letters of credit for such Proposition A Commercial Paper Notes).

Any remaining funds will then be transferred to LACMTA and will be available to be used for any lawful purpose. Any Pledged Revenues after making deposits First through Fourth above will no longer be available to pay debt service on the First Tier Senior Lien Bonds. As of the date of this Official Statement, LACMTA has granted pledges on the remaining Proposition A Sales Tax revenues to the payment of and reserve requirements for the General Revenue Bonds. See “PROPOSITION A SALES TAX OBLIGATIONS—Outstanding Proposition A Sales Tax Obligations—Other Obligations” for definitions of the capitalized terms used in the preceding sentence. After the payment of the General Revenue Bonds, LACMTA may use any remaining Proposition A Sales Tax revenues in accordance with the provisions of Ordinance No. 16 (as defined herein).

Table 1 on the following page provides a graphic presentation of the flow of funds for Proposition A Sales Tax cash receipts as of the date of issuance of the Series 2017 Bonds.

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**TABLE 1  
Proposition A Sales Tax  
Flow of Funds**



\* Also includes reimbursement obligations of LACMTA related to letters of credit for such Commercial Paper Notes.

## Reserve Fund

**General.** The Agreement currently requires the Trustee to establish and hold the Reserve Fund to secure the payment of the principal of and interest on all of the First Tier Senior Lien Revenue Bonds, including the Series 2017 Bonds. Amounts on deposit in the Reserve Fund will be used to make payments of principal of and interest on all First Tier Senior Lien Revenue Bonds, including the Series 2017 Bonds, to the extent amounts in the Bond Interest Account or the Bond Principal Account are not sufficient to pay in full the principal of or interest on the First Tier Senior Lien Bonds when due. The Reserve Fund is required to be funded in an amount equal to the Reserve Fund Requirement, which is generally Maximum Annual Debt Service on outstanding First Tier Senior Lien Bonds. See “APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS—Reserve Fund Requirement” for the complete definition of Reserve Fund Requirement.

Under the terms of the Agreement, LACMTA may substitute an insurance policy provided by a bond insurer or a letter of credit in lieu of or in partial substitution for cash or securities deposited in the Reserve Fund in order to meet the Reserve Fund Requirement. The entity providing a Reserve Fund Insurance Policy must be rated, at the time such policy is issued, in one of the two highest classifications by Moody’s Investors Service Inc. (“Moody’s”) and Standard & Poor’s Ratings Services, a Standard & Poor’s Financial Services LLC business (“S&P”). The Agreement provides that any Reserve Fund Insurance Policy is to be valued at its face value less any unreimbursed drawings (of which there currently are none). See “APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS—Reserve Fund Insurance Policy.”

On the date of delivery of the Series 2017 Bonds, the Reserve Fund Requirement is expected to equal approximately \$\_\_\_\_\_, which will be satisfied in part by the AGM Reserve Policy with a policy limit of \$85,500,000, with the balance satisfied by cash and investments held in the Reserve Fund totaling approximately \$\_\_\_\_\_. The Reserve Fund Requirement is satisfied without taking into account the FGIC Reserve Policy described below.

*See “INTRODUCTION—Proposed Amendments to Trust Agreement” and “APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT” with respect to certain amendments being made to the Trust Agreement that would allow the Series 2016 Bonds and First Tier Senior Lien Bonds issued after the date of issuance of the Series 2016 Bonds, including the Series 2017 Bonds, to not be secured by the Reserve Fund or any other debt service reserve fund. LACMTA currently expects that upon the Amendment Effective Date it will elect that the Series 2017 Bonds will no longer participate in or be secured by the Reserve Fund or any other debt service reserve fund. At the time the Series 2017 Bonds are no longer secured by the Reserve Fund, LACMTA expects that the Reserve Requirement will be reduced and a portion of the moneys on deposit in the Reserve Fund will be released, at which time such moneys may be applied by LACMTA for any lawful purpose.*

**AGM Reserve Policy.** Generally, the AGM Reserve Policy unconditionally and irrevocably guarantees the payment of that portion of the principal of and interest on the First Tier Senior Lien Bonds that becomes due for payment but is unpaid by reason of “nonpayment” by LACMTA. “Nonpayment” means, in respect of a First Tier Senior Lien Bond, the failure of LACMTA to have provided sufficient funds for the payment in full of all principal and interest that is due for payment on such First Tier Senior Lien Bond. Nonpayment also includes any payment of principal or interest that is due for payment made to an Owner by or on behalf of LACMTA that has been recovered from such Owner pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with a final, nonappealable order of a court having competent jurisdiction. The AGM Reserve Policy does not cover payments due as a result of optional redemption or acceleration of a First Tier Senior Lien Bond or payments of purchase price on tendered First Tier Senior Lien Bonds.

The AGM Reserve Policy will terminate on July 1, 2021. The AGM Reserve Policy is noncancellable and the premium therefor has been paid in full. The cash and investments that are expected to be in the Reserve Fund as of the date of delivery of the Series 2017 Bonds are in an amount at least sufficient to satisfy the Reserve Fund Requirement until July 1, 2021 with respect to the First Tier Senior Lien Bonds that will be outstanding as of the date of delivery of the Series 2017 Bonds (excluding any future issuances of First Tier Senior Lien Bonds and assuming debt service is paid on the outstanding First Tier Senior Lien Bonds as scheduled). If the Proposed Amendments are not effective prior to July 1, 2021 (see “INTRODUCTION—Proposed Amendments” and “APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT”), an additional deposit to the Reserve Fund is expected to be required to be made on (or before) such date. A deposit may also be required in the event that LACMTA issues additional First Tier Senior Lien Bonds in the future or does not pay debt service on First Tier Senior Lien Bonds as scheduled.

The AGM Reserve Policy is not covered by the Property/Casualty Insurance Security Fund specified in Article 76 of the New York Insurance Law or by the California Insurance Guaranty Association established pursuant to Article 14.2 (commencing with Section 1063) of Chapter 1 of Part 2 of Division 1 of the California Insurance Code.

If LACMTA fails to reimburse AGM for draws on the AGM Reserve Policy or to pay expenses and accrued interest thereon, AGM is entitled to exercise any remedies available to it, including those provided under the Agreement, other than (i) acceleration of the First Tier Senior Lien Bonds, or (ii) remedies which would adversely affect holders of the First Tier Senior Lien Bonds.

In addition, LACMTA and the Trustee have agreed with AGM that all cash and investments on deposit in the Reserve Fund will be used to pay debt service on the First Tier Senior Lien Bonds prior to any drawing on the AGM Reserve Policy or any other Reserve Policy and that draws on Reserve Policies will be made on a pro rata basis. Further, draws on the AGM Reserve Policy and any other Reserve Policy are required to be reimbursed on a pro rata basis prior to the replenishment of any cash withdrawn from the Reserve Fund.

#### ***Assured Guaranty Municipal Corp.***

*The following information has been furnished by AGM for use in this Official Statement. LACMTA makes no representation as to the accuracy or the completeness of such information or as to the absence of material adverse changes in such information. Additionally, LACMTA undertakes no responsibility for and makes no representations as to the accuracy or the completeness of the content of any material contained on the SEC’s website or AGL’s (as defined herein) website as described in this section including, but not limited to, updates of such information or links to other Internet sites accessed through the aforementioned websites.*

AGM is a New York domiciled financial guaranty insurance company and an indirect subsidiary of Assured Guaranty Ltd. (“AGL”), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol “AGO”. AGL, through its operating subsidiaries, provides credit enhancement products to the U.S. and global public finance, infrastructure and structured finance markets. Neither AGL nor any of its shareholders or affiliates, other than AGM, is obligated to pay any debts of AGM or any claims under any insurance policy issued by AGM.

AGM’s financial strength is rated “AA” (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”), “AA+” (stable outlook) by Kroll Bond Rating Agency, Inc. (“KBRA”) and “A2” (stable outlook) by Moody’s Investors Service, Inc. (“Moody’s”). Each rating of AGM should be evaluated independently. An explanation of the significance of the above

ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AGM in its sole discretion. In addition, the rating agencies may at any time change AGM's long-term rating outlooks or place such ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AGM. AGM only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AGM on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

#### Current Financial Strength Ratings

On June 26, 2017, S&P issued a research update report in which it affirmed AGM's financial strength rating of "AA" (stable outlook). AGM can give no assurance as to any further ratings action that S&P may take.

On December 14, 2016, KBRA issued a financial guaranty surveillance report in which it affirmed AGM's insurance financial strength rating of "AA+" (stable outlook). AGM can give no assurance as to any further ratings action that KBRA may take.

On August 8, 2016, Moody's published a credit opinion affirming its existing insurance financial strength rating of "A2" (stable outlook) on AGM. AGM can give no assurance as to any further ratings action that Moody's may take.

For more information regarding AGM's financial strength ratings and the risks relating thereto, see AGL's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

#### Capitalization of AGM

At June 30, 2017, the policyholders' surplus of AGM was approximately \$2,222 million. The contingency reserves of AGM and its indirect subsidiary Municipal Assurance Corp. ("MAC") (as described below) were approximately \$1,289 million. Such amount includes 100% of AGM's contingency reserve and 60.7% of MAC's contingency reserve. The net unearned premium reserves of AGM and its subsidiaries (as described below) were approximately \$1,699 million. Such amount includes (i) 100% of the net unearned premium reserves of AGM and AGM's wholly owned subsidiary Assured Guaranty (Europe) plc, Assured Guaranty (UK) plc, CIG Europe S.A. and Assured Guaranty (London) plc (together, the "AGM European Subsidiaries") and (ii) 60.7% of the net unearned premium reserve of MAC.

The policyholders' surplus of AGM and the contingency reserves and net unearned premium reserves of AGM and MAC were determined in accordance with statutory accounting principles. The net unearned premium reserves of the AGM European Subsidiaries were determined in accordance with accounting principles generally accepted in the United States of America.

### Incorporation of Certain Documents by Reference

Portions of the following documents filed by AGL with the Securities and Exchange Commission (the “SEC”) that relate to AGM are incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

- (i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (filed by AGL with the SEC on February 24, 2016);
- (ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017 (filed by AGL with the SEC on May 5, 2017); and
- (iii) the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 (filed by AGL with the SEC on August 3, 2017).

All consolidated financial statements of AGM and all other information relating to AGM included in, or as exhibits to, documents filed by AGL with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, excluding Current Reports or portions thereof “furnished” under Item 2.02 or Item 7.01 of Form 8-K, after the filing of the last document referred to above and before the termination of the offering of the Series 2017 Bonds shall be deemed incorporated by reference into this Official Statement and to be a part hereof from the respective dates of filing such documents. Copies of materials incorporated by reference are available over the internet at the SEC’s website at <http://www.sec.gov>, at AGL’s website at <http://www.assuredguaranty.com>, or will be provided upon request to Assured Guaranty Municipal Corp.: 1633 Broadway, New York, New York 10019, Attention: Communications Department (telephone (212) 974-0100). Except for the information referred to above, no information available on or through AGL’s website shall be deemed to be part of or incorporated in this Official Statement.

Any information regarding AGM included herein under the caption “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—Assured Guaranty Municipal Corp.” or included in a document incorporated by reference herein (collectively, the “AGM Information”) shall be modified or superseded to the extent that any subsequently included AGM Information (either directly or through incorporation by reference) modifies or supersedes such previously included AGM Information. Any AGM Information so modified or superseded shall not constitute a part of this Official Statement, except as so modified or superseded.

### Miscellaneous Matters

AGM makes no representation regarding the Series 2017 Bonds or the advisability of investing in the Series 2017 Bonds. In addition, AGM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AGM supplied by AGM and presented under the heading “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—Assured Guaranty Municipal Corp.”

***FGIC Reserve Policy.*** Concurrently with the issuance of the Proposition A Sales Tax Revenue Refunding Bonds, Series 1991B on December 4, 1991, Financial Guaranty Insurance Company (“Financial Guaranty”), issued the FGIC Reserve Policy in an amount not to exceed the lesser of \$111,463,547.50 or the Reserve Fund Requirement. The FGIC Reserve Policy terminates on July 1, 2021. The amount of cash and other investments in the Reserve Fund together with the AGM Reserve



Policy satisfy the Reserve Fund Requirement without taking into account the FGIC Reserve Policy. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—Assured Guaranty Municipal Corp.”

FGIC is a New York stock insurance corporation and a wholly owned subsidiary of FGIC Corporation. FGIC emerged from rehabilitation on August 19, 2013, and is responsible for administering its outstanding insurance policies in accordance with the terms of the First Amended Plan of Rehabilitation for FGIC, dated June 4, 2013. As part of the Rehabilitation Plan, FGIC entered into a Novation Agreement dated as of September 14, 2012 (the “Novation Agreement”) with National Public Finance Guarantee Corporation (“National Public”), pursuant to which the parties agreed to novate from FGIC to National Public certain FGIC policies covering U.S. public finance credits with total net par in force of approximately \$92.6 billion as of the effective date of the Novation Agreement (the “Novation Effective Date”), including the FGIC Reserve Policy, which previously had been reinsured by National Public (collectively, the “National Public Reinsured Policies”). The novation of the National Public Reinsured Policies and the other transactions contemplated by the Novation Agreement became effective on the Novation Effective Date, whereupon (i) National Public rather than FGIC became the issuer of the National Public Reinsured Policies and became directly responsible for all obligations under the National Public Reinsured Policies and (ii) FGIC was released from all obligations under the National Public Reinsured Policies.

No review of the business or affairs of Financial Guaranty or National Public has been conducted in connection with the issuance of the Series 2017 Bonds. This Official Statement does not contain any financial information about Financial Guaranty, National Public or the FGIC Reserve Policy and does not refer to any such information that may be available elsewhere, and neither Financial Guaranty nor National Public has reviewed or approved this Official Statement.

Both before and after the occurrence of a payment or other default by LACMTA in respect of the Series 2017 Bonds, National Public may be entitled to exercise certain rights and remedies pursuant to the Agreement and a debt service reserve policy agreement with LACMTA; such remedies will not include acceleration or remedies which would adversely affect the holders of First Tier Senior Lien Bonds. While the FGIC Reserve Policy remains in effect, and so long as National Public is not in default with respect to its obligations thereunder, National Public will be entitled to consent to certain changes in documents, and if past due amounts are owing to National Public under the FGIC Reserve Policy, National Public will have the right to consent to the issuance of additional First Tier Senior Lien Bonds. The interests of National Public and the interests of the Bondholders may not be aligned with respect to these matters.

### **Additional First Tier Senior Lien Bonds**

Upon compliance with the terms of the Agreement, LACMTA is permitted to issue Additional First Tier Senior Lien Bonds under the Agreement secured by Pledged Revenues on a parity basis with the Outstanding First Tier Senior Lien Bonds. First Tier Senior Lien Bonds may be issued for any purpose for which LACMTA at the time of issuance may incur debt, including, if LACMTA may then otherwise do so, for the purpose of loaning the proceeds to other entities.

Pursuant to the Agreement, prior to issuance of any First Tier Senior Lien Bonds, including the issuance of the Series 2017 Bonds, there will be delivered to the Trustee, in addition to other items, a certificate prepared by a Consultant showing that 35% (or such greater percentage permitted by the immediately following paragraph) of the Proposition A Sales Tax collected for any 12 consecutive months out of the 15 consecutive months immediately preceding the issuance of the proposed First Tier Senior Lien Bonds was at least equal to 115% of Maximum Annual Debt Service for all First Tier Senior

Lien Bonds which will be outstanding immediately after the issuance of the proposed First Tier Senior Lien Bonds.

This covenant, combined with the fact that 75% of the Proposition A Sales Tax collected is available to LACMTA and pledged to debt service, creates an additional bonds test effectively requiring that Pledged Revenues be at least 246% Maximum Annual Debt Service.

If any city entitled to receive a Local Allocation has authorized the pledging of all or a portion of its share of the Local Allocation to secure the First Tier Senior Lien Bonds, the duration of such pledge is not less than the term of any First Tier Senior Lien Bonds then issued and Outstanding or currently proposed to be issued, and a certified copy of the city's ordinance, resolution or other official action authorizing the pledge and setting forth the terms of such pledge and a written opinion of bond counsel that the pledge of such portion of the Local Allocation is a valid pledge of LACMTA have been filed with the Trustee, then the reference to 35% in the immediately preceding paragraph will be replaced with the percentage which is equal to 35% plus the percentage determined by dividing the amount of the Local Allocation then included in Pledged Tax by the total Proposition A Sales Tax.

For purposes of the comparisons set forth in the Consultant's certificate, the actual historical Proposition A Sales Tax revenues may be adjusted by the Consultant if there has been or upon the issuance of the proposed First Tier Senior Lien Bonds there will be a change in the base upon which the Proposition A Sales Tax is imposed, the Proposition A Sales Tax revenues for the 12 months used in the comparisons will be adjusted to reflect the amount of Proposition A Sales Tax revenues which would have resulted had the change in the base occurred on the first day of such 12 month period.

Under the Agreement, "Maximum Annual Debt Service" generally means the greatest amount of principal and interest becoming due and payable on all First Tier Senior Lien Bonds in the Fiscal Year in which the calculation is made or in any subsequent Fiscal Year. However, if LACMTA issues variable rate bonds and enters into an interest rate swap agreement related to any First Tier Senior Lien Bonds, the Agreement permits LACMTA to use the fixed rate it pays under the interest rate swap agreement for purposes of determining the maximum amount of interest becoming due and payable on such First Tier Senior Lien Bonds, For the definition of Maximum Annual Debt Service, see "APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS."

The certificate described above will not be required, however, if the Additional First Tier Senior Lien Bonds to be issued are being issued for the purpose of refunding then Outstanding First Tier Senior Lien Bonds and there is delivered to the Trustee, instead, a certificate of the Authorized Authority Representative showing that Maximum Annual Debt Service on all First Tier Senior Lien Bonds Outstanding after the issuance of the refunding First Tier Senior Lien Bonds will not exceed Maximum Annual Debt Service on all First Tier Senior Lien Bonds Outstanding prior to the issuance of such First Tier Senior Lien Bonds.

## **PROPOSITION A SALES TAX AND COLLECTIONS**

### **The Proposition A Sales Tax**

Under the California Public Utilities Code, LACMTA is authorized to adopt retail transactions and use tax ordinances applicable in the incorporated and unincorporated territory of the County in accordance with California's Transaction and Use Tax Law (California Revenue and Taxation Code Section 7251 et seq.), upon authorization by a specified percentage of the electors voting on the issue. In accordance with the County Transportation Commissions Act (Section 130000 et seq. of the California Public Utilities Code (the "Transportation Commissions Act")), the Commission (as predecessor to

LACMTA), on August 20, 1980, adopted Ordinance No. 16 (“Ordinance No. 16”) which imposed a retail transactions and use tax. Ordinance No. 16 was submitted to the electors of the County in the form of “Proposition A” and approved at an election held on November 4, 1980. Ordinance No. 16 imposes a tax of ½ of 1% of the gross receipts of retailers from the sale of tangible personal property sold at retail in the County and a use tax at the same rate upon the storage, use or other consumption in the County, subject to certain limited exceptions. The retail transactions and use tax imposed by Ordinance No. 16 and approved by the voters with the passage of Proposition A is referred to in this Official Statement as the “Proposition A Sales Tax.” As approved by the voters, the Proposition A Sales Tax is not limited in duration. The validity of the Proposition A Sales Tax was upheld in 1982 by the California Supreme Court in *Los Angeles County Transportation Commission v. Richmond*. See “LITIGATION.”

Collection of the Proposition A Sales Tax is administered by the State Board of Equalization, which imposes a charge for administration. Such charge is based on the actual costs incurred by the State Board of Equalization in connection with the administration of the collection of the Proposition A Sales Tax. In accordance with Ordinance No. 16, LACMTA is required to allocate the proceeds of the Proposition A Sales Tax as follows:

**TABLE 2**  
**Proposition A Sales Tax Apportionment**

Use	Percentage
Local Allocation	25%
Rail Development Program <sup>1</sup>	35
Discretionary	40
TOTAL	100% <sup>2</sup>

<sup>1</sup> Pursuant to the Act of 1998 (as defined herein) LACMTA is prohibited from spending Proposition A Sales Tax revenues on the costs of planning, design, construction or operation of any New Subway (as defined herein), including debt service on bonds, notes or other evidences of indebtedness issued for such purposes after March 30, 1998. See “—Initiatives and Changes to Proposition A Sales Tax—The Act of 1998” below.

<sup>2</sup> Up to 5% of the Proposition A Sales Tax revenues received by LACMTA may be used by LACMTA to pay administrative costs. Administrative costs are payable only from Proposition A Sales Tax revenues that have been released to LACMTA and are no longer Pledged Revenues. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Flow of Funds” above.

Source: LACMTA

As described below, the State Board of Equalization has agreed to remit directly on a monthly basis the remaining Proposition A Sales Tax revenues to the Trustee after deducting the costs of administering the Proposition A Sales Tax and disbursing the Local Allocation to LACMTA (which for purposes of administrative ease, is first transferred to the Trustee who then disburses the Local Allocation to LACMTA). After application of Proposition A Sales Tax revenues to the funds and accounts related to the First Tier Senior Lien Bonds in accordance with the Agreement, the Trustee is required to transfer the remaining unapplied Proposition A Sales Tax revenues for deposit to the funds and accounts established and maintained for the Second Tier Obligations and the Proposition A Commercial Paper Notes and related obligations. Any Proposition A Sales Tax revenues remaining after the deposits described above are required to be released to LACMTA to be used by LACMTA first, if necessary, to pay debt service on the General Revenue Bonds, and second, for any lawful purposes of LACMTA. The First Tier Senior Lien Bonds do not have a lien on and are not secured by any Proposition A Sales Tax revenues that are

released by the Trustee and deposited to the funds and accounts established and maintained for the Second Tier Obligations or the Proposition A Commercial Paper Notes or that are transferred to LACMTA to be used to pay debt service on the General Revenue Bonds or for any lawful purposes of LACMTA.

The amount retained by the State Board of Equalization from collections of Proposition A Sales Tax is based on the total local entity cost reflected in the annual budget of the State of California, and includes direct, shared and central agency costs incurred by the State Board of Equalization. The amount retained by the State Board of Equalization is adjusted to account for the difference between the State Board of Equalization’s recovered costs and its actual costs during the prior two Fiscal Years. For Fiscal Years 2013 through 2017, the State Board of Equalization’s fee for administering the Proposition A Sales Tax was as follows:

**TABLE 3**  
**Fee For Administering the Proposition A Sales Tax**

<b>Fiscal Year Ended (June 30)</b>	<b>Fee (\$'s in millions)</b>	<b>Percentage of Proposition A Sales Tax Revenues</b>
2013	\$6.4	0.9%
2014	8.3	1.2
2015	8.6	1.2
2016	9.2	1.2
2017	9.2	1.2

LACMTA assumes that such State Board of Equalization fee may increase incrementally each year. The State Board of Equalization can change the fee at its discretion in the future.

Under the Agreement, LACMTA has covenanted that (a) it will not take any action which will impair or adversely affect in any manner the pledge of the Pledged Revenues or the rights of the holders of the First Tier Senior Lien Bonds, including the Series 2017 Bonds; and (b) it will be unconditionally and irrevocably obligated, so long as any of the First Tier Senior Lien Bonds, including the Series 2017 Bonds, are outstanding and unpaid, to take all lawful action necessary or required to continue to entitle LACMTA to receive the Pledged Revenues at the same rates as provided by law (as of the date of the Agreement), to pay from the Pledged Revenues the principal of and interest on the First Tier Senior Lien Bonds in the manner and pursuant to the priority set forth in the Agreement, and to make the other payments provided for in the Agreement.

Under the LACMTA Act, the State of California pledges to, and agrees with, the holders of any bonds issued under the LACMTA Act and with those parties who may enter into contracts with LACMTA pursuant to the LACMTA Act that the State of California will not limit or alter the rights vested by the LACMTA Act in LACMTA until such bonds, together with the interest thereon, are fully met and discharged and the contracts are fully performed on the part of LACMTA. However, such pledge and agreement does not preclude the State of California from changing the transactions and items subject to the statewide general sales tax and thereby altering the amount of Proposition A Sales Tax collected. See “RISK FACTORS—California State Legislature or Electorate May Change Items Subject to Proposition A Sales Tax.”

The ½ of 1% Proposition A Sales Tax imposed by LACMTA in the County is in addition to the general sales tax levied statewide by the State of California (currently 7.25%), the ½ of 1% sales tax imposed by LACMTA pursuant to Ordinance No. 49 of the Commission known as “Proposition C” (such sales tax is referred to herein as the “Proposition C Sales Tax”), the 30-year ½ of 1% sales tax approved by County voters in November 2008 to fund LACMTA transportation projects and operations known as the “Measure R Sales Tax,” the ½ of 1% sales tax approved by County voters in November 2016 to fund LACMTA transportation projects and operations known as the “Measure M Sales Tax” and the taxes that apply only within certain cities in the County. The cities of Avalon, Commerce, Culver City, Downey, El Monte, Inglewood, San Fernando, and South El Monte in the County have each enacted a sales tax of ½ of 1% applicable to transactions within their respective city limits, and the cities of Compton, La Mirada, Long Beach, Lynwood, Pico Rivera, Santa Monica, and South Gate in the County have each enacted a sales tax of 1% applicable to transactions within their respective city limits. The combined various sales taxes described above results in (a) transactions within the County, and outside the cities of Avalon, Commerce, Compton, Culver City, Downey, El Monte, Inglewood, La Mirada, Long Beach, Lynwood, Pico Rivera, San Fernando, Santa Monica, South El Monte, and South Gate, currently being taxed at an effective rate of 9.25%, (b) transactions within the cities of Avalon, Commerce, Culver City, Downey, El Monte, Inglewood, San Fernando, and South El Monte currently being taxed at an effective rate of 9.75%, and (c) transactions within the cities of Compton, La Mirada, Long Beach, Lynwood, Pico Rivera, Santa Monica, and South Gate currently being taxed at an effective rate of 10.25%. These tax rates and the items subject to the Proposition A Sales Tax are subject to change. See “RISK FACTORS—California State Legislature or Electorate May Change Items Subject to Proposition A Sales Tax” and “—Increases in Sales Tax Rate May Cause Declines in Proposition A Sales Tax Revenues.” See also “APPENDIX A—THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY—OUTSTANDING DEBT.”

### **Initiatives and Changes to Proposition A Sales Tax**

**Proposition 218.** In 1996, the voters of the State of California approved Proposition 218, known as the “Right to Vote on Taxes Act.” Proposition 218 added Articles XIII C and XIII D to the California State Constitution. Among other things, Article XIII C removes limitations, if any, that exist on the initiative power in matters of local taxes, assessments, fees and charges. Even though LACMTA’s enabling legislation did not limit the initiative power of the electorate prior to Proposition 218, Proposition 218 has affirmed the right of the voters to propose initiatives that could impact the Proposition A Sales Tax.

**The Act of 1998.** One such initiative was approved by the voters of the County in 1998 in the form of the “Metropolitan Transportation Authority Reform and Accountability Act of 1998” (the “Act of 1998”). The Act of 1998 prohibits the use of Proposition A Sales Tax and Proposition C Sales Tax (but not the use of Measure R Sales Tax or Measure M Sales Tax) to pay any costs of planning, design, construction or operation of any “New Subway,” including debt service on bonds, notes or other evidences of indebtedness issued for such purposes after March 30, 1998. “New Subway” is defined in the Act of 1998 to mean any rail line which is in a tunnel below the grade level of the earth’s surface (including any extension or operating segment thereof), except for Segment 1, Segment 2 and Segment 3 (North Hollywood) of the Red Line. The Act of 1998 does not limit the use of Proposition A Sales Tax or Proposition C Sales Tax revenues to provide public mass transit improvements to railroad right-of-ways. The Act of 1998 does not limit in any way the collection of the Proposition A Sales Tax or the Proposition C Sales Tax; it only limits the uses of such taxes. LACMTA believes that the proceeds of all obligations previously issued by LACMTA which are secured by the Proposition A Sales Tax and/or the Proposition C Sales Tax have been used for permitted purposes under the Act of 1998. **Therefore, the Act of 1998 has no effect on LACMTA’s ability to continue to use the Proposition A Sales Tax or the Proposition C Sales Tax to secure payment of its outstanding obligations secured by the**

**Proposition A Sales Tax or the Proposition C Sales Tax. Additionally, LACMTA will covenant not to use the proceeds of the Series 2017 Bonds in a manner inconsistent with the provisions of the Act of 1998, and the Act of 1998 will not limit the ability of LACMTA to secure payment of the Series 2017 Bonds with a pledge of the Proposition A Sales Tax.**

As required by the Act of 1998, LACMTA contracted with an independent auditor to complete an audit with respect to the receipt and expenditure of Proposition A Sales Tax and Proposition C Sales Tax between the effective dates of Proposition A and Proposition C and June 30, 1998. The independent auditor completed the audit in November 1999. The Act of 1998 further requires LACMTA to contract for an independent audit each subsequent Fiscal Year to determine LACMTA's compliance with the provisions of Proposition A, Proposition C and the Act of 1998 relating to the receipt and expenditure of Proposition A Sales Tax revenues and Proposition C Sales Tax revenues. For Fiscal Years 1999 through 2016, the independent auditors determined that LACMTA was in compliance with Proposition A, Proposition C and the Act of 1998 for each such respective Fiscal Year (the "Annual Act of 1998 Audit").

In connection with each Annual Act of 1998 Audit, the independent auditor annually audits how LACMTA spends Proposition A Sales Tax revenues during the related Fiscal Year to ensure that it spends those revenues for the categories of use set forth in Proposition A. See "—The Proposition A Sales Tax" above. Each Fiscal Year, a substantial portion of the Proposition A Sales Tax revenues are spent on the payment of principal of and interest on the First Tier Senior Lien Bonds. See "COMBINED DEBT SERVICE SCHEDULE." For purposes of determining LACMTA's compliance with the categories of use set forth in Proposition A, LACMTA allocates the annual payments of principal and interest with respect to each series of First Tier Senior Lien Bonds to the categories of use for which such series of First Tier Senior Lien Bonds financed or refinanced.

The Act of 1998 also established the "Independent Citizens' Advisory and Oversight Committee" (the "Committee") whose responsibilities include reviewing LACMTA's annual audit of its receipt and expenditure of Proposition A Sales Tax and Proposition C Sales Tax, the holding of public hearings regarding the annual audit and issuing reports based upon those audits and public hearings. The Committee is made up of five members, of which one member is appointed by the chair of the Los Angeles County Board of Supervisors, one member is appointed by the chair of the Board, one member is appointed by the Mayor of the City of Los Angeles, one member is appointed by the Mayor of the City of Long Beach, and one member is appointed by the Mayor of the City of Pasadena.

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## Historical Proposition A Sales Tax Collections

The following table presents, among other things, collections of net Proposition A Sales Tax revenues and corresponding Pledged Revenues for the Fiscal Years ended June 30, 2007 through June 30, 2016.

**TABLE 4**  
**Historical Net Proposition A Sales Tax Revenues,**  
**Local Allocations and Pledged Revenues**  
**(dollars in millions<sup>1</sup>)**

<b>Fiscal Year</b>	<b>Net Proposition A Sales Tax Revenue<sup>2</sup></b>	<b>Annual Percentage Change</b>	<b>Allocations to Local Governments</b>	<b>Pledged Revenues<sup>3</sup></b>
2007	\$686.2	2.57%	\$171.6	\$514.7
2008	683.3	(0.42)	170.8	512.5
2009	620.8	(9.15)	155.2	465.6
2010	565.7	(8.88)	141.4	424.3
2011	601.9	6.40	150.5	451.4
2012	648.7	7.78	162.2	486.5
2013	687.2	5.93	171.8	515.4
2014 <sup>4</sup>	717.1	4.35	179.3	537.8
2015	745.7	3.99	186.4	559.2
2016	763.6	2.40	190.9	572.7

<sup>1</sup> Rounded to closest \$100,000.

<sup>2</sup> Reflects Proposition A Sales Tax revenues, reported according to accrual basis accounting, presented in LACMTA's audited financial statements, less administrative fees paid to the State Board of Equalization.

<sup>3</sup> Net Proposition A Sales Tax revenues less Allocations to Local Governments.

<sup>4</sup> Net Proposition A Sales Tax Revenues and Pledged Revenues are reported excluding the \$61.4 million accounting accrual adjustment.

Source: LACMTA

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The following table sets forth the amount of Proposition A Sales Tax revenues for the most recent nine quarters and the changes in such amounts from the corresponding period in the prior year.

**TABLE 5**  
**Selected Actual Proposition A Sales Tax Revenue Information**  
(values are cash basis)

<u>Quarter Ended</u>	<u>Quarterly Receipts (\$ millions)</u>	<u>Change from Same Period of Prior Year</u>	<u>Rolling 12 Months Receipts (\$ millions)</u>	<u>Change from Same Period of Prior Year</u>
September 30, 2017	\$[___]	[___]%	\$[___]	[___]%
June 30, 2017	188.7	1.56	778.84	2.04
March 31, 2017	201.9	4.86	775.94	2.59
December 31, 2016	196.3	1.53	766.58	1.89
September 30, 2016	191.9	0.17	763.63	2.01
June 30, 2016	185.8	3.87	763.30	2.93
March 31, 2016	192.5	2.11	756.37	2.73
December 31, 2015	193.3	1.90	752.39	3.00
September 30, 2015	191.6	3.80	748.61	4.38

<sup>1</sup> Reported according to cash basis accounting.  
Source: LACMTA

The Proposition A Sales Tax revenues on a cash basis for a quarterly period are determined by sales tax revenues generated by sales activity generally occurring in the last two months of the previous quarter and the first month of the current quarter. For example, for the fiscal quarter ended September 30, 2017, reported according to cash basis accounting, Proposition A Sales Tax revenues were approximately \$[\_\_\_] million, which receipts generally represented sales activity occurring in May, June and July, 2017.

Total Proposition A Sales Tax revenues on a cash basis for Fiscal Year 2017 were approximately \$778.8 million compared to \$763.3 million for Fiscal Year 2016. LACMTA’s Fiscal Year 2018 budget assumes total Proposition A Sales Tax revenues of \$802.0 million, and Proposition A Sales Tax revenues net of Local Allocation of \$611.5 million.

Proposition A Sales Tax revenues fluctuate based on general economic conditions within the County. To project future Proposition A Sales Tax revenues for budgetary purposes, LACMTA relies on reports from local economists and other publicly available sources of data. LACMTA does not itself develop forecasts of current or future economic conditions. Furthermore, the State Board of Equalization does not provide LACMTA with any forecasts of Proposition A Sales Tax revenues for future periods. Therefore, LACMTA is unable to predict with certainty future levels of Proposition A Sales Tax revenues. See “RISK FACTORS—Economic Factors May Cause Declines in Proposition A Sales Tax Revenues” above.

## PROPOSITION A SALES TAX OBLIGATIONS

### General

As of the date of this Official Statement, LACMTA has three priority levels of obligations for Proposition A Sales Tax revenues: its First Tier Senior Lien Bonds (which includes the Series 2017 Bonds), its Second Tier Obligations and its Third Tier Obligations (which include the Proposition A Commercial Paper Notes and related obligations). LACMTA may issue additional subordinate obligations, including additional Second Tier Obligations and Third Tier Obligations in the future.



LACMTA has incurred other obligations which are secured by certain “remaining” Proposition A Sales Tax cash receipts. See “—Outstanding Proposition A Sales Tax Obligations—Other Obligations.”

LACMTA had outstanding the following Proposition A Sales Tax obligations as of September 1, 2017: First Tier Senior Lien Bonds in the aggregate principal amount of \$820,130,000 (including the Refunded Bonds) and Proposition A Commercial Paper Notes in the aggregate principal amount of \$183,693,000. See “—Outstanding Proposition A Sales Tax Obligations.” A portion of the proceeds of the Series 2017-A Bonds will be used to repay \$123,693,000 of outstanding Proposition A Commercial Paper Notes. LACMTA is currently authorized to issue up to \$350,000,000 aggregate principal amount of Proposition A Commercial Paper Notes. See “—Outstanding Proposition A Sales Tax Obligations—Third Tier Obligations.”

LACMTA may issue additional First Tier Senior Lien Bonds upon the satisfaction of certain conditions contained in the Agreement. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Additional First Tier Senior Lien Bonds.”

### Debt Service Coverage

The following table presents historical Pledged Revenues and First Tier Senior Lien Bond debt service coverage ratios for the Fiscal Years ended June 30, 2007 through June 30, 2016.

**TABLE 6**  
**Proposition A Pledged Revenues and**  
**Debt Service Coverage**  
**(dollars in millions)<sup>1</sup>**

<b>Fiscal Year</b>	<b>Pledged Revenues<sup>2</sup></b>	<b>First Tier Senior Lien Bonds Total Debt Service<sup>3</sup></b>	<b>First Tier Senior Lien Bonds Debt Service Coverage Ratio</b>	<b>Proposition A Sales Tax Revenues Remaining After Payment of First Tier Senior Lien Bonds</b>
2007	\$514.7	\$147.9	3.48x	\$366.6
2008	512.5	148.1	3.46	364.4
2009	465.6	148.7	3.13	316.9
2010	424.3	156.5	2.71	267.8
2011	451.4	150.7	3.00	300.7
2012	486.5	144.6	3.36	341.9
2013	515.4	152.0	3.39	363.4
2014 <sup>4</sup>	537.8	145.1	3.71	392.7
2015	559.2	144.5	3.87	414.7
2016	572.7	142.9	4.01	429.8

<sup>1</sup> Rounded to the closest \$100,000.

<sup>2</sup> 75% of Net Proposition A Sales Tax revenue (less administrative fee, special adjustments and Local Allocations). See Table 3 above.

<sup>3</sup> Calculated on a bond year ending July 1 as opposed to a Fiscal Year ending June 30.

<sup>4</sup> Excludes \$61.4 million of additional Proposition A Sales Tax revenue due to a one-time accounting accrual adjustment. Pledged Revenues and debt service coverage are reported and calculated excluding the \$61.4 million accounting accrual adjustment.

Source: LACMTA

## Outstanding Proposition A Sales Tax Obligations

Outstanding obligations of LACMTA payable from the Proposition A Sales Tax consist of sales tax revenue bonds, commercial paper notes, and certain amounts owed under letter of credit reimbursement agreements.

**First Tier Senior Lien Bonds.** LACMTA had the following First Tier Senior Lien Bonds outstanding as of September 1, 2017.

**TABLE 7**  
**Los Angeles County Metropolitan Transportation Authority**  
**Proposition A First Tier Senior Sales Tax Revenue Bonds**  
**(Outstanding as of September 1, 2017)**

<u>Proposition A First Tier Senior Sales Tax Revenue Bonds<sup>1</sup></u>	<u>Outstanding Principal Amount</u>
Senior Sales Tax Revenue Refunding Bonds, Series 2016-A	\$163,350,000
Senior Sales Tax Revenue Refunding Bonds, Series 2015-A	24,310,000
Senior Sales Tax Revenue Refunding Bonds, Series 2014-A	124,120,000
Senior Sales Tax Revenue Refunding Bonds, Series 2013-A	219,355,000
Senior Sales Tax Revenue Refunding Bonds, Series 2012-A	46,810,000
Senior Sales Tax Revenue Refunding Bonds, Series 2011-A	5,010,000
Senior Sales Tax Revenue Refunding Bonds, Series 2011-B <sup>2</sup>	91,110,000
Senior Sales Tax Revenue Refunding Bonds, Series 2009-A	127,355,000
Senior Sales Tax Revenue Refunding Bonds, Series 2008-B	18,710,000
	<u>\$820,130,000</u>
Total	

<sup>1</sup> The First Tier Senior Lien Bonds are payable from and constitute prior first liens on Proposition A Sales Tax revenue.

<sup>2</sup> Upon the issuance of the Series 2017 Bonds, all or a portion of the Series 2011-B Bonds will be refunded and defeased. See "PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS."

Source: LACMTA

**Second Tier Obligations.** Prior to December 2016, the LACMTA had obligations to make payments on certain bonds issued by the Community Redevelopment Agency of the City of Los Angeles (collectively, the "CRA Bonds") from a portion of the Proposition A Sales Tax Revenues on a basis subordinate to the Proposition A First Tier Senior Lien Bonds. The CRA Bonds constituted "Proposition A Second Tier Obligations." In December 2016, all of the approximately \$16,865,000 of the CRA Bonds then outstanding were defeased with cash. There are no Proposition A Second Tier Obligations outstanding.

**Third Tier Obligations.** Pursuant to the Subordinate Trust Agreement, dated as of January 1, 1991, as amended and supplemented, by and between LACMTA (as successor to the Commission) and U.S. Bank National Association, the successor to the BankAmerica Trust Company, as the successor to Security Pacific National Trust Company (New York), as trustee, LACMTA is authorized to issue up to \$350,000,000 aggregate principal amount of its Proposition A commercial paper notes (the "Proposition A Commercial Paper Notes"). The Proposition A Commercial Paper Notes can only be issued and

outstanding if they are supported by a letter of credit. The Proposition A Commercial Paper Notes are payable from Proposition A Sales Tax revenues on a subordinate basis to the First Tier Senior Lien Bonds (including the Series 2017 Bonds) and the Second Tier Obligations.

Proposition A Commercial Paper Notes totaling \$321,463,000 are supported by three letters of credit (the “Proposition A CP Letters of Credit”) issued by Sumitomo Mitsui Banking Corporation, acting through its New York Branch, MUFG Union Bank, N.A., and Citibank, N.A. LACMTA’s reimbursement obligations with respect to the Proposition A CP Letters of Credit are payable from Proposition A Sales Tax revenues on parity with the Proposition A Commercial Paper Notes and on a subordinate basis to the First Tier Senior Lien Bonds (including the Series 2017 Bonds) and any Second Tier Obligations. The following table sets forth certain terms of the Proposition A CP Letters of Credit.

**TABLE 8**  
**Proposition A CP Letters of Credit**

<u>Letter of Credit Provider</u>	<u>Amount of Letter of Credit</u>	<u>Issuance Date</u>	<u>Expiration Date</u>
Sumitomo Mitsui Banking Corporation, acting through its New York Branch	\$124,999,176 <sup>1</sup>	March 8, 2016	March 7, 2019
MUFG Union Bank, N.A.	74,999,724 <sup>2</sup>	March 8, 2016	March 7, 2019
Citibank, N.A.	\$149,999,448 <sup>3</sup>	August 17, 2017	August 14, 2020

<sup>1</sup> Supports \$114,808,000 of principal and \$10,191,176 of interest.

<sup>2</sup> Supports \$68,885,000 of principal and \$6,114,724 of interest.

<sup>3</sup> Supports \$137,770,000 of principal and \$12,229,448 of interest.

Source: LACMTA

The Proposition A Commercial Paper Notes and LACMTA’s reimbursement obligations under the reimbursement agreement entered into with respect to the Proposition A CP Letters of Credit constitute “Third Tier Obligations.” As of September 1, 2017, \$232,860,000 aggregate principal amount of Proposition A Commercial Paper Notes were outstanding. A portion of the proceeds of the Series 2017-A Bonds will be used to repay approximately \$123,693,000 of outstanding Proposition A Commercial Paper Notes.

**Other Obligations.**

**General Revenue Bonds.** As of September 1, 2017, there was \$64,770,000 aggregate principal amount of LACMTA’s General Revenue Refunding Bonds (Union Station Gateway Project), Series 2015 (the “Series 2015 General Revenue Bonds”) outstanding, and \$30,290,000 aggregate principal amount of LACMTA’s General Revenue Refunding Bonds (Union Station Gateway Project), Series 2010-A (the “Series 2010-A General Revenue Bonds,” and together with the Series 2015 General Revenue Bonds, the “General Revenue Bonds”) outstanding. The General Revenue Bonds are secured by a pledge of farebox revenues, fee and advertising revenues (collectively, “General Revenues”) and Proposition A Sales Tax and Proposition C Sales Tax revenues that remain after the application of those revenues to the payment of principal and interest on the First Tier Senior Lien Bonds (including the Series 2017 Bonds), Second Tier Obligations and Third Tier Obligations, in the case of the Proposition A Sales Tax, and certain Proposition C Sales Tax secured obligations, in the case of the Proposition C Sales Tax (the “Proposition A Remaining Sales Tax” and the “Proposition C Remaining Sales Tax,” respectively). LACMTA’s

obligation to pay principal of and interest on the General Revenue Bonds is secured by a lien on Proposition A Sales Tax that is junior and subordinate to the First Tier Senior Lien Bonds (including the Series 2017 Bonds), the Second Tier Obligations and the Third Tier Obligations as to the lien on and source and security for payment from Pledged Revenues.

### **COMBINED DEBT SERVICE SCHEDULE**

The following table shows the combined parity debt service requirements on LACMTA's First Tier Senior Lien Bonds after giving effect to the issuance of the Series 2017 Bonds and the refunding and defeasance of the Refunded Bonds.

**TABLE 9**  
**Los Angeles County Metropolitan Transportation Authority**  
**Combined Debt Service Schedule**  
**First Tier Senior Lien Bonds<sup>1</sup>**

Bond Years Ending July 1	Other Outstanding First Tier Senior Lien Bonds Debt Service <sup>2</sup>	Series 2017-A Bonds Debt Service			Series 2017-B Bonds Debt Service			Combined Total Debt Service First Tier Senior Lien Bonds
		Principal	Interest	Total Debt Service	Principal	Interest	Total Debt Service	
2017	\$133,857,569	\$	\$	\$	\$	\$	\$	\$
2018	134,261,719							
2019	137,426,969							
2020	137,759,519							
2021	135,263,969							
2022	96,639,269							
2023	97,042,943							
2024	48,498,194							
2025	48,931,831							
2026	49,310,881							
2027	35,560,631							
2028	22,882,656							
2029	13,770,931							
2030	13,826,831							
2031	13,847,531							
2032	11,303,881							
2033	11,301,031							
2034	11,306,806							
2035	11,302,263							
2036	—							
2037	—							
2038	—							
2039	—							
2040	—							
2041	—							
2042	—							
2043	—							
2044	—							
2045	—							
2046	—							
2047	—							
2048	—							
Total	\$	\$	\$	\$	\$	\$	\$	\$

<sup>1</sup> Numbers may not total due to rounding to nearest dollar.

<sup>2</sup> Includes debt service on the Refunded Bonds, which will be defeased on the date of issuance of the Series 2017-B Bonds.

Source: LACMTA and KNN Public Finance, LLC

## LITIGATION

There is no litigation pending or, to the knowledge of LACMTA, threatened, in any way questioning or affecting the validity of the Series 2017 Bonds, the imposition and collection of the Proposition A Sales Tax or the pledge of the Pledged Revenues. On April 30, 1982, the California Supreme Court, in *Los Angeles County Transportation Commission v. Richmond*, upheld the validity of the Proposition A Sales Tax. Various claims of other types have been asserted against LACMTA. See “APPENDIX A—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY—LITIGATION AND OTHER REGULATORY ACTIONS.”

## LEGAL MATTERS

The validity of the Series 2017 Bonds and certain other legal matters are subject to the approving opinion of Kutak Rock LLP, Bond Counsel to LACMTA. The proposed form of the opinion to be delivered by Bond Counsel is attached hereto as Appendix F. Bond Counsel undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement. Certain legal matters will be passed upon for LACMTA by the Los Angeles County Counsel, General Counsel to LACMTA. Certain legal matters will be passed upon for LACMTA by Nixon Peabody LLP, as Disclosure Counsel.

## TAX MATTERS

### General

In the opinion of Kutak Rock LLP, Bond Counsel to LACMTA, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2017 Bonds is excluded from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinions described in the preceding sentence assume the accuracy of certain representations and compliance by LACMTA with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended (the “Code”), that must be met subsequent to the issuance of the Series 2017 Bonds. Failure to comply with such requirements could cause interest on the Series 2017 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2017 Bonds. LACMTA will covenant to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2017 Bonds.

Notwithstanding Bond Counsel’s opinion that interest on the Series 2017 Bonds is not a specific preference item for purposes of the federal alternative minimum tax, such interest will be included in adjusted current earnings of certain corporations, and such corporations are required to include in the calculation of federal alternative minimum taxable income 75% of the excess of such corporations’ adjusted current earnings over their federal alternative minimum taxable income (determined without regard to such adjustment and prior to reduction for certain net operating losses).

Bond Counsel is further of the opinion that interest on the Series 2017 Bonds is exempt from present State personal income taxes.

### Special Considerations With Respect to the Series 2017 Bonds

The accrual or receipt of interest on the Series 2017 Bonds may otherwise affect the federal income tax liability of the owners of the Series 2017 Bonds. The extent of these other tax consequences will depend upon such owner’s particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Series 2017

Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers otherwise entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2017 Bonds.

### **Backup Withholding**

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2017 Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2017 Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

### **Changes in Federal and State Tax Law**

From time to time, there are legislative proposals in the Congress and in the various state legislatures that, if enacted, could alter or amend federal and state tax matters referred to above or adversely affect the market value of the Series 2017 Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2017 Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2017 Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2017 Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2017 Bonds and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

### **Tax Treatment of Original Issue Premium**

The Series 2017-A Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_, and Series 2017-B Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_ (collectively, the “Series 2017 Premium Bonds”) are being sold at a premium. An amount equal to the excess of the issue price of a Series 2017 Premium Bond over its stated redemption price at maturity constitutes premium on such Series 2017 Premium Bond. An initial purchaser of a Series 2017 Premium Bond must amortize any premium over such Series 2017 Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity (or, in the case of Series 2017 Premium Bonds callable prior to their maturity, by amortizing the premium to the call date, based on the purchaser’s yield to the call date and giving effect to the call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period and the purchaser’s basis in such Series 2017 Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Series 2017 Premium Bond prior to its maturity. Even though the purchaser’s basis may be reduced, no federal income tax

deduction is allowed. Purchasers of the Series 2017 Premium Bonds should consult with their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Series 2017 Premium Bond.

### **Tax Treatment of Original Issue Discount**

The Series 2017-A Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_, and Series 2017-B Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_ (collectively, the “Series 2017 Discount Bonds”) are being sold at an original issue discount. The difference between the initial public offering prices of such Series 2017 Discount Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described under “—General” above.

The amount of original issue discount which is treated as having accrued with respect to such Series 2017 Discount Bond is added to the cost basis of the owner in determining, for federal income tax purposes, gain or loss upon disposition of such Series 2017 Discount Bond (including its sale, redemption or payment at maturity). Amounts received upon disposition of such Series 2017 Discount Bond which are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Series 2017 Discount Bond, on days which are determined by reference to the maturity date of such Series 2017 Discount Bond. The amount treated as original issue discount on such Series 2017 Discount Bond for a particular semiannual accrual period is equal to the product of (i) the yield to maturity for such Series 2017 Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount which would have been the tax basis of such Series 2017 Discount Bond at the beginning of the particular accrual period if held by the original purchaser, less the amount of any interest payable for such Series 2017 Discount Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Series 2017 Discount Bond the sum of the amounts which have been treated as original issue discount for such purposes during all prior periods. If such Series 2017 Discount Bond is sold between semiannual compounding dates, original issue discount which would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Series 2017 Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date and with respect to the state and local tax consequences of owning a Series 2017 Discount Bond.

### **MUNICIPAL ADVISOR**

LACMTA has retained KNN Public Finance, LLC as Municipal Advisor (the “Municipal Advisor”) for the sale of the Series 2017 Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification, or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

### **FINANCIAL STATEMENTS**

The financial statements of LACMTA for the Fiscal Year ended June 30, 2016 and the Management’s Discussion and Analysis and certain supplementary information, and the Independent Auditors’ Report of Crowe Horwath LLP, independent accountants, dated December 16, 2016



(collectively, the “2016 Financial Statements”) are included as “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.” LACMTA’s financial statements as of June 30, 2016 and for the year then ended, included in this Official Statement, have been audited by Crowe Horwath LLP, independent accountants, as stated in their Report appearing in Appendix B. LACMTA has not requested, nor has Crowe Horwath LLP given, Crowe Horwath LLP’s consent to the inclusion in Appendix B of its Report on such financial statements. In addition, Crowe Horwath LLP has not performed any post-audit review of the financial condition of LACMTA and has not reviewed this Official Statement.

An unaudited Balance Sheet and Statement of Revenues, Expenditures and Fund Balances for the Proposition A Special Revenue Fund for the Fiscal Year ended June 30, 2017 are included in APPENDIX C. These amounts are preliminary and are subject to change. Audited amounts may be different.

### **CERTAIN ECONOMIC AND DEMOGRAPHIC INFORMATION**

Certain economic and demographic information about the County is included in “APPENDIX D—LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION.” The economic and demographic information provided has been collected from sources that LACMTA considers to be reliable. Because it is difficult to obtain timely economic and demographic information, the economic condition of the County may not be fully apparent in all of the publicly available local and regional economic statistics provided herein. In particular, the economic statistics provided herein may not fully capture the impact of current economic conditions.

### **VERIFICATION OF MATHEMATICAL COMPUTATIONS**

Causey Demgen & Moore P.C., certified public accountants, will verify, from the information provided to them, the mathematical accuracy of the computations contained in the provided schedules to determine that the amounts to be held in the Escrow Fund will be sufficient to pay: (i) interest on the Refunded Bonds, when due; and (ii) the redemption price of the Refunded Bonds on July 1, 2021. Causey Demgen & Moore P.C. will express no opinion on the assumptions provided to them, nor as to the exemption from taxation of the interest on the Series 2017 Bonds.

### **CONTINUING DISCLOSURE**

At the time of issuance of the Series 2017 Bonds, LACMTA will execute a Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”), which will provide for disclosure obligations on the part of LACMTA. Under the Continuing Disclosure Certificate, LACMTA will covenant for the benefit of Bondholders and Beneficial Owners of the Series 2017 Bonds to provide certain financial information and operating data relating to LACMTA by not later than 195 days after the end of the prior Fiscal Year (the “Annual Reports”), and to provide notices of the occurrence of certain enumerated events (the “Listed Events”). The Annual Reports and the notices of Listed Events will be filed with the MSRB through its EMMA System. See “APPENDIX G—FORM OF CONTINUING DISCLOSURE CERTIFICATE.” LACMTA has become aware that some information that was made available in a timely manner on the EMMA System pursuant to LACMTA’s continuing disclosure obligations was not linked to the CUSIP numbers for all affected series of bonds. LACMTA has corrected this issue. In addition, LACMTA has become aware that in a few instances, notices of changes in ratings on some of LACMTA’s bonds were not filed in a timely manner. LACMTA has made corrective filings regarding these ratings changes.

## SALE OF SERIES 2017 BONDS

The Series 2017-A Bonds were sold at competitive sale on October \_\_, 2017 and awarded to \_\_\_\_\_ (the “Series 2017-A Winning Bidder”) at a purchase price of \$ \_\_\_\_\_ (consisting of the par amount of the Series 2017-A Bonds, [plus/less an] original issue premium/discount of \$ \_\_\_\_\_, and less an amount retained by the Series 2017-A Winning Bidder as compensation (i.e., underwriter’s discount) of \$ \_\_\_\_\_). The Series 2017-A Winning Bidder will purchase all of the Series 2017-A Bonds, subject to certain terms and conditions set forth in the Notice Inviting Bids, dated [September \_\_], 2017, the approval of certain legal matters by counsel, and certain other conditions.

The Series 2017-B Bonds were sold at competitive sale on October \_\_, 2017 and awarded to \_\_\_\_\_ (the “Series 2017-B Winning Bidder” and together with the Series A Winning Bidder, the “Winning Bidders”) at a purchase price of \$ \_\_\_\_\_ (consisting of the par amount of the Series 2017-B Bonds, [plus/less an] original issue premium/discount of \$ \_\_\_\_\_, and less an amount retained by the Series 2017-B Winning Bidder as compensation (i.e., underwriter’s discount) of \$ \_\_\_\_\_). The Series 2017-B Winning Bidder will purchase all of the Series 2017-B Bonds, subject to certain terms and conditions set forth in the Notice Inviting Bids, dated [September \_\_], 2017, the approval of certain legal matters by counsel, and certain other conditions.

## RATINGS

Moody’s and S&P have assigned the Series 2017 Bonds ratings of “\_\_” (stable outlook) and “\_\_” (stable outlook), respectively. Such credit ratings reflect only the views of such organizations and any desired explanation of the meaning and significance of such credit ratings, including the methodology used and any outlook thereon, should be obtained from the rating agency furnishing the same, at the following addresses, which are current as of the date of this Official Statement: Moody’s Investors Service, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007; and Standard & Poor’s, 55 Water Street, New York, New York 10041. Generally, a rating agency bases its credit rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance that the ratings will remain in effect for any given period of time or that any such rating will not be revised, either downward or upward, or withdrawn entirely, or a positive, negative or stable outlook announced, by the applicable rating agency, if, in its judgment, circumstances so warrant. LACMTA undertakes no responsibility to bring to the attention of the Owners of the Series 2017 Bonds any announcement regarding the outlook of any rating agency with respect to the Series 2017 Bonds. Any downward revision or withdrawal or announcement of negative outlook could have an adverse effect on the market price of the Series 2017 Bonds. Maintenance of ratings will require periodic review of current financial data and other updating information by assigning agencies.

**ADDITIONAL INFORMATION**

Additional information may be obtained upon request from the office of the Treasurer of the Los Angeles County Metropolitan Transportation Authority, One Gateway Plaza, Los Angeles, California 90012, Attention: Treasury Department, Email: TreasuryDept@metro.net, Telephone: (213) 922-2554, or from LACMTA's Financial Advisor, KNN Public Finance, LLC Telephone: 510-208-8205. LACMTA maintains a website at <http://www.metro.net>. Information on such website is not part of this Official Statement and such information has not been incorporated by reference in this Official Statement and should not be relied upon in deciding whether to invest in the Series 2017 Bonds.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Treasurer

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## APPENDIX A

### LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

#### GENERAL

*Prospective purchasers of the Series 2017 Bonds should be aware that the following discussion of the Los Angeles County Metropolitan Transportation Authority (the “LACMTA”) is intended as general information only. The Series 2017A Bonds are limited obligations of the LACMTA payable from Pledged Revenues, which consist primarily of proceeds of the Proposition A Sales Tax.*

#### **Establishment; Jurisdiction**

The Los Angeles County Metropolitan Transportation Authority (“LACMTA”) is the largest public transit operator west of Chicago. As the principal transit provider in the southern California region, LACMTA serves about 75% of all transit trips within its 1,433 square mile service area, carrying an estimated 1.0 million passengers per day on buses and nearly 345,000 passengers on rail. LACMTA operates four light rail lines, serving 80 stations along 80 miles of track and two heavy rail lines that serve 16 stations along 17.4 miles of track. In addition to the transit services provided by LACMTA, it also provides funding to 40 other municipal operators that offer fixed route service and more than 100 other local return and non-profit agencies that provide community-based transportation. LACMTA also provides highway construction funding and traffic flow management.

LACMTA was established in 1993 pursuant to the provisions of Section 130050.2 et seq. of the California Public Utilities Code (the “LACMTA Act”). LACMTA is the consolidated successor entity to both the Southern California Rapid Transit District (the “District”) and the Los Angeles County Transportation Commission (the “Commission”). As the consolidated successor entity, LACMTA succeeded to all powers, duties, rights, obligations, liabilities, indebtedness, bonded or otherwise, immunities and exemptions of the Commission and the District, including the Commission’s responsibility for planning, engineering and constructing a county-wide rail transit system. The Commission was authorized, subject to approval by the electorate of the County of Los Angeles (the “County”), to adopt a retail transactions and use tax ordinance, with the revenues of such tax to be used for public transit purposes. On November 4, 1980, the voters of the County approved the Proposition A Sales Tax pursuant to Ordinance No. 16. The Proposition A Sales Tax is in addition to a ½ of 1 percent sales tax imposed by LACMTA beginning in 1990 known as “Proposition C Sales Tax,” a 30-year ½ of 1 percent sales tax imposed by LACMTA beginning in 2009 known as the “Measure R Sales Tax,” and a ½ of 1 percent sales tax imposed by LACMTA beginning on July 1, 2017 known as “Measure M Sales Tax.”

#### **Board of Directors**

LACMTA is governed by a 14-member Board of Directors (the “Board”). The Board is composed of the five members of the County Board of Supervisors, the Mayor of the City of Los Angeles, two public members and one member of the City Council of the City of Los Angeles appointed by the Mayor of the City of Los Angeles, four members who are either a mayor or a member of a city council of a city in the County (other than the City of Los Angeles) and who have been appointed by the Los Angeles County City Selection Committee (comprised of individuals appointed by the Mayors of each city in the County), and a non-voting member appointed by the Governor.

The Board of LACMTA exclusively exercises and discharges the following powers and responsibilities: (a) establishment of overall goals and objectives, (b) adoption of the aggregate budget for

all of its organizational units, (c) designation of additional municipal bus operators under criteria enumerated in the LACMTA Act, (d) approval of all final rail corridor selections, (e) final approval of labor contracts covering employees of LACMTA and its organizational units, (f) establishment of LACMTA's organizational structure, (g) conducting hearings and setting fares for the operating organizational units, (h) approval of transportation zones, (i) approval of any debt instrument with a maturity date exceeding the end of the Fiscal Year in which it is issued, (j) approval of benefit assessment districts and assessment rates and (k) approval of contracts for construction and transit equipment acquisition which exceed \$5,000,000 and making findings in connection with certain procurement decisions.

The current members of the Board and a brief biography of each member are provided below.

***Eric Garcetti, Chair.*** Mr. Garcetti was elected Mayor of Los Angeles in 2013. From 2001 until taking office as Mayor, Mr. Garcetti served on the Los Angeles City Council representing the Thirteenth District and was elected to serve as President of the Los Angeles City Council four times from 2006 to 2012. Mr. Garcetti earned his B.A. and M.A. from Columbia University. He has also studied as a Rhodes Scholar at Oxford and the London School of Economics and taught at Occidental College and University of Southern California.

***Sheila Kuehl, First Vice-Chair.*** Ms. Kuehl was elected to the Board representing the Third Supervisorial District in 2014. Ms. Kuehl served eight years in the State Senate and six years in the State Assembly, and, in 2008, left the legislature under California's term limits statute. She served as Founding Director of the Public Policy Institute at Santa Monica College. In 2012, she was appointed Regents' Professor of Public Policy at UCLA. Prior to her election to the Legislature, Ms. Kuehl was a law professor at Loyola, UCLA and USC Law Schools and co-founded and served as managing attorney of the California Women's Law Center. She graduated from Harvard Law School in 1978. She served on the Harvard University Board of Overseers from 1998 to 2005.

***James T. Butts, Jr., Second Vice Chair.*** Mr. Butts was elected as Mayor of the City of Inglewood on January 11, 2011 and reelected on November 4, 2014. Mr. Butts has more than 39 years of public safety and municipal government experience. He has held the rank of general manager or assistant general manager of large and complex municipal organizations for the past 27 years. He served 19 years in the Inglewood Police Department rising to the rank of Deputy Chief, 15 years as the Chief of Police for the City of Santa Monica, and 5 years as an Assistant General Manager for the Los Angeles World Airport system in charge of Public Safety and Counter-Terrorism. Mr. Butts received a Bachelor of Science degree in Business Administration from California State University, Los Angeles and a master's degree in Business Administration from California Polytechnic University in Pomona.

***Kathryn Barger.*** Ms. Barger was elected to the Los Angeles County Board of Supervisors representing the Fifth Supervisorial District in November 2016. Ms. Barger began her career in public service as a student intern in the office of Supervisor Michael D. Antonovich while earning her B.A. in Communications from Ohio Wesleyan University. She became his Chief Deputy Supervisor in 2001, and served in this role until her election in November 2016. During the course of her county career as chief policy advisor on Health, Mental Health, Social Service and Children's issues, Ms. Barger provided leadership to deliver efficient and effective services and programs that have significantly improved the quality of life for foster children, seniors, veterans, the disabled and the mentally ill. She has worked with state and federal leaders along with our County District Attorney's office, Sheriff, and other law enforcement agencies to implement tough laws and vital public safety initiatives.

***Mike Bonin.*** Mr. Bonin was elected to Los Angeles City Council in July 2013 to represent the Eleventh District. He was appointed to the Board by Mayor Garcetti in July 2013 and acts as Chair of the

City Council's Transportation Committee and as Vice Chair of the Metro Exposition Line Construction Authority. Previously, Mr. Bonin served as chief deputy to former Councilmember Bill Rosendahl. In that role, he was an alternate member on the Board of the Metro Exposition Line Construction Authority and a Co-Chair of the North Runway Safety Advisory Committee. He has also served as district director for U.S. Congresswoman Jane Harman and deputy chief of staff for Councilmember Ruth Galanter and is co-founder and program director of Camp Courage, a training program for LGBT community organizers. Mr. Bonin received his B.A. in U.S. History from Harvard University.

**Jacquelyn Dupont-Walker.** Ms. Dupont-Walker is the founding President of Ward Economic Development Corporation, a faith-based community development organization, and is chair of the USC Master Plan Advisory Committee where she represents the residents of the West Adams district. She was appointed to the Board by Mayor Garcetti in July 2013 and is involved in numerous other civic organizations. She serves as the AME Church International Social Action Officer and as the Social Action Chair of Delta Sigma Theta–Century City.

**John Fasana.** Mr. Fasana has served on the Duarte City Council since 1987, and served as Mayor of the City of Duarte in 1990, 1997, 2004, and 2009. Mr. Fasana was selected by the Los Angeles County City Selection Committee and has represented the San Gabriel Valley Sector on the Board since its inception in 1993. Mr. Fasana serves as Chair of the San Gabriel Valley Council of Governments Transportation Committee and is a member of the board of the Metro Gold Line Foothill Extension Construction Authority. Mr. Fasana has worked 30 years with Southern California Edison and is a graduate of Whittier College with a Bachelor of Arts in Business Administration.

**Robert Garcia.** Dr. Robert Garcia is the Mayor of Long Beach and represents the Southeast Long Beach Sector. He holds a master's degree in Communication Management from the University of Southern California and a baccalaureate degree in Communication Studies from California State University, Long Beach. As Vice Mayor and First District Councilmember, a position he held from 2009-2014, Dr. Garcia served as the Chair of the Long Beach Public Safety Committee and the Long Beach Housing Authority, and on both the Federal Legislative and State Legislative Council Committees. He also served on the California Coastal Commission from January 2013 until taking office as Mayor of Long Beach.

**Janice Hahn.** Ms. Hahn serves on the Los Angeles County Board of Supervisors representing the Fourth Supervisorial District, having been elected in November 2016. She previously served in Congress as the representative for California's 44th congressional district (2013-2016) and 36th congressional district (2011-2012). Before she was elected to Congress in 2011, Ms. Hahn served eight years on the Los Angeles City Council representing the Harbor Area, District 15. Prior to her career in public service, Hahn worked in the private sector. She attended Abilene Christian University in Texas, earning a Bachelor of Science in education in 1974. She taught at the Good News Academy, a private school in Westchester from 1974 to 1978. Her other work in the private sector has included Public Affairs Region Manager at Southern California Edison from 1995 to 2000, Vice President for Prudential Securities in Public Finance, Director of Community Outreach for Western Waste Industries, and Director of Marketing for the Alexander Haagen Company.

**Paul Krekorian.** Mr. Krekorian was elected to the Los Angeles City Council to represent the Second District in 2009 and was re-elected in 2013 and 2015. He was appointed to the Board by Mayor Garcetti in July 2013. Prior to his election to the Los Angeles City Council, he represented California's 43rd Assembly District in the California State Assembly for three years. Prior to being elected to public office, Mr. Krekorian served as President of the Burbank Board of Education and practiced law. He attended the University of Southern California and received his Juris Doctor from the University of California, Berkeley, School of Law.

**Ara Najarian.** Mr. Najarian was elected to the Glendale City Council in April of 2005 and re-elected in 2009 and 2013; he served as Mayor from 2007 to 2008 and 2010 to 2011. He was selected to the Board in 2006 by the Los Angeles County City Selection Committee to represent the North County/San Fernando Valley Sector. He served as LACMTA Chairman from 2009-2010. He is past Chair of the Glendale Housing Authority and previously served as Chair of the Glendale Redevelopment Agency. He was elected to serve on the Glendale Community College Board of Trustees from 2003 to 2005. Mr. Najarian was Chair of the Glendale Transportation and Parking Commission. Mr. Najarian also serves on Metrolink's Board of Directors. Mr. Najarian has been an attorney in private practice in Glendale for over 25 years. He attended Occidental College where he received a Bachelor of Arts in Economics and later earned his Juris Doctor from University of Southern California School of Law.

**Mark Ridley-Thomas.** Mr. Ridley-Thomas was elected to the Board representing the Second Supervisorial District in November 2008 and was reelected in June 2012 and June 2016. Previously, he served as a California State Senator, 26th District, 2006 to 2008, and chaired the Senate Committee on Business, Professions and Economic Development. Mr. Ridley-Thomas was first elected to public office in 1991, serving on the Los Angeles City Council for nearly a dozen years during which time he sat on the Board. He later served two terms in the California State Assembly, where he chaired the Committee on Jobs, Economic Development and the Economy and the Assembly Democratic Caucus. He earned a baccalaureate degree in Social Relations, minor in Government, and a master's degree in Religious Studies (concentration in Christian Ethics) from Immaculate Heart College. Mr. Ridley-Thomas received his Ph.D. in Social Ethics and Policy Analysis from the University of Southern California.

**Hilda L. Solis.** Ms. Solis was elected to the Board representing the First Supervisorial District in 2014. Prior to her election to the Board, Ms. Solis was confirmed as U.S. Secretary of Labor on February 24, 2009, becoming the first Latina to serve in the United States Cabinet. Prior to confirmation as Secretary of Labor, Secretary Solis represented the 32nd Congressional District in California, a position she held from 2001 to 2009. Solis graduated from California State Polytechnic University, Pomona, and earned a Master of Public Administration from the University of Southern California. A former federal employee, she worked in the Carter White House Office of Hispanic Affairs and was later appointed as a management analyst with the Office of Management and Budget in the Civil Rights Division.

**Carrie Bowen, Ex Officio Member.** Ms. Bowen became the Acting Director of the California Department of Transportation District 7 in August 2013. She was appointed to the Board by Governor Brown in August 2013 and provides oversight to all divisions including administration, construction, design, environmental, external affairs, maintenance, operations, planning, project management and right-of-way. Previously, Ms. Bowen served as District 10 Director, following her appointment in January 2011. She has worked for Caltrans for approximately 30 years, rising to the position of Deputy District Director for the Central Region, Environmental Division. In addition to her work with Caltrans, Ms. Bowen also served on Assemblyman Jim Costa's staff from 1985 to 1991.

## **Management**

**General.** The management of LACMTA is carried out under the direction of its Chief Executive Officer, who performs any duties delegated to him or her by the Board. The Board also appoints a General Counsel, Inspector General, Chief Ethics Officer and Board Secretary. The Chief Executive Officer serves at the pleasure of the Board, as do the General Counsel, Inspector General, Chief Ethics Officer and Board Secretary. Certain of LACMTA's executives and a brief biography of each executive are provided below.

**Chief Executive Officer.** Phillip A. Washington became Chief Executive Officer in May 2015. Prior to his appointment as Chief Executive Officer, Mr. Washington served as General Manager of the



Denver Regional Transportation District (“RTD”). Mr. Washington served in that position since December 2009, with previous service as Interim General Manager since June 2009 and Assistant General Manager, Administration since 2000. Mr. Washington is credited with completing the Eagle P3 project, a \$2.2 billion public-private partnership that built RTD’s East Rail Line, a commuter rail from Denver International Airport to downtown Denver. Mr. Washington was a highly decorated 24-year military professional, having attained the highest military noncommissioned officer rank, that of Command Sergeant Major, E-9, before retiring from service in June 2000. He began his military career in Air Defense Artillery units and served in virtually every noncommissioned officer leadership role. He has also been a distinguished project manager, strategic planner, contract representative, human resource director, trainer and budget technician. Mr. Washington received a Bachelor of Arts degree in Business Administration from Columbia College and a master’s degree in Management from Webster University.

***Chief Financial Officer.*** Nalini Ahuja was appointed as Executive Director, Finance and Budget in February 2014 (renamed Chief Financial Officer in July 2016). Prior to her appointment as Executive Director, Finance and Budget, Ms. Ahuja served as LACMTA’s Executive Director, Office of Management, Budget & Local Programming from 2010 to 2012, at which point her duties were expanded to include oversight of LACMTA’s Transit Access Pass (“TAP”) operations. As Chief Financial Officer, she is responsible for oversight of LACMTA’s Office of Management, Budget, Local Programming & TAP operations and the agency’s Financial Services including accounting and treasury functions. She has also served LACMTA as Director, Countywide Planning; Transportation Manager V, Local Programming; Acting Budget Director, Office of Management & Budget; and Project Manager, South Bay Area Team. Ms. Ahuja began her career with LACMTA’s predecessor, the Los Angeles County Transportation Commission, in 1986, as a technical and administrative analyst, which led to her position as Project Manager with the South Bay Area Team in 1990. Ms. Ahuja earned a bachelor’s degree in Economics from Miranda House, University of Delhi as well as a master’s degree in Economics from Delhi School of Economics and a master’s degree in Urban Planning from UCLA.

***Treasurer.*** Donna R. Mills was appointed Treasurer in July 2013, following her appointment to Interim Treasurer in January 2013. Ms. Mills previously served LACMTA as Assistant Treasurer beginning in April 2001, and as Senior Investment Manager beginning in December 1995. As Treasurer, she is responsible for directing LACMTA’s investment management and debt management programs, and for overseeing pension and benefits administration. Prior to joining LACMTA, Ms. Mills served as a Financial Planning Administrator and as Cash Manager for Pacific Enterprises. She also worked as a Banking Analyst and as a Research Assistant for the Federal Reserve Bank of Philadelphia. Ms. Mills received a Bachelor of Arts in Economics and Sociology from the University of Pennsylvania and an MBA from the University of California, Berkeley.

## **Public Transportation Services Corporation**

In December 1996, LACMTA created the Public Transportation Services Corporation (“PTSC”), a nonprofit public benefit corporation organized under the laws of the State. PTSC was created in order to transfer certain functions, then performed by LACMTA, and the employees related to those functions, to this new corporation. The purpose of PTSC is to conduct essential public transportation activities including but not limited to the following: (a) to coordinate multimodal multi-jurisdictional transportation planning; (b) to program federal, State and local funds for transportation projects County-wide within the County; (c) to oversee construction; (d) to provide certain administrative services to the Los Angeles County Service Authority for Freeway Emergencies and the Southern California Regional Rail Authority; (e) to provide administrative support and security services for the foregoing and to the operation of LACMTA’s bus and rail system; and (f) such other activities and services as it deems necessary. One advantage of PTSC is that it allows its employees, including those transferred from LACMTA, to participate in the California Public Employees Retirement System.

## TRANSPORTATION SERVICES

LACMTA is a multi-faceted transportation agency responsible for the coordination of transportation policy, funding and planning within the County as well as the development and operation of bus, light rail and heavy rail within the greater Los Angeles region. This breadth of services distinguishes LACMTA from other transportation agencies across the country. Most other transportation agencies specialize in three or fewer of the referenced transportation services.

### Bus System

LACMTA operates the second largest bus system in the United States. LACMTA provides bus service within its service area in the County and to portions of Orange and Ventura Counties, operating a vehicle fleet of over 2,450 buses. LACMTA's bus system covers over 170 routes and serves approximately 16,000 bus stops, including two premium bus rapid transit dedicated busways. Systemwide, LACMTA buses provide approximately 7.0 million revenue service hours annually with an average of approximately 912,000 weekday boardings on a system-wide basis for the fiscal quarter ended June 30, 2017 and total boardings of 58.4 million for the fiscal quarter ended June 30, 2017, including Orange Line busway ridership. In addition, LACMTA contracts with outside service providers, with approximately 42,500 average weekday boardings for the fiscal quarter ended June 30, 2017. Virtually all of LACMTA's bus fleet is composed of compressed-natural gas ("CNG") powered buses. As of August 1, 2017, the average age of LACMTA's bus fleet was approximately 7.90 years. At the October 27, 2016 Board meeting, the Board approved a motion calling for staff to draw up plans to fully electrify LACMTA's Orange Line by 2020. LACMTA received a \$4.3 million grant from the US Department of Transportation to partially fund the acquisition of five new 60-foot electric buses and eight new charging stations to be utilized on the Orange Line. In July, 2017, the LACMTA Board approved the purchase of approximately 95 electric buses to be added to its fleet and committed to converting the entire fleet to zero emission vehicles by 2030.

***Metro Rapid Bus.*** In June 2000, LACMTA launched the Metro Rapid Demonstration Program ("Metro Rapid"). Initially, Metro Rapid consisted of two lines—one along Ventura Boulevard in the San Fernando Valley and the other along the Wilshire/Whittier transit corridor. In September 2002, based on the success of Metro Rapid, the Board adopted the Metro Rapid Five-Year Implementation Plan that identified additional Metro Rapid corridors to be implemented through Fiscal Year 2007-08. All of the 25 Metro Rapid corridors are now operating, covering approximately 400 miles in the City of Los Angeles, the County and 34 other cities. In addition to LACMTA, Santa Monica's Big Blue Bus, Culver CityBus and Torrance Transit operate Metro Rapid. The Metro Rapid Program provides fast, frequent regional bus service throughout the County. Key features of the Metro Rapid Program include simple route layouts, frequent service, fewer stops, low-floor buses to facilitate boarding and alighting, color-coded buses and stations, and traffic signal priority.

***Metro Orange Line.*** The Metro Orange Line is a 14-mile Bus Rapid Transit service that operates along an exclusive right-of way and transports thousands of commuters between Warner Center in the west San Fernando Valley to the Metro Red Line subway station in North Hollywood. The Metro Orange Line buses operate in exclusive lanes along a 13-mile stretch of LACMTA-owned right-of-way and one mile in mixed flow traffic on public streets. The Metro Orange Line has 14 stations, each located roughly one mile apart, with park and ride facilities at seven stations providing approximately 4,700 parking spaces. The Metro Orange Line Extension Project, which opened in June 2012, extended the Orange Line four-miles north from the Canoga park-and-ride lot to the Chatsworth Amtrak/Metrolink Station.

## Highway System

The High Occupancy Vehicle (“HOV”) lane program is a cooperative effort between Caltrans and LACMTA, and is funded through a combination of federal, State and local resources. As part of a congestion reduction demonstration program, LACMTA converted I-10 and I-110 High Occupancy Vehicle (“HOV”) Lanes to High Occupancy Toll (“HOT”) Lanes and provide the choice for drivers of single occupant vehicles to pay to travel in a high occupancy lane, based on congestion pricing. The general purpose lanes on these highways are not tolled. This program also includes improvements to the transit service along the freeways, transit facility improvements and increased funding for vanpools. In March 2017, the LACMTA Board approved a plan to convert additional existing HOV lanes to HOT Lanes (also known Express Lanes) in phases over the next 30 years. LACMTA also provides highway construction funding and traffic flow management.

## Rail System

**General.** In 1992, the Commission developed a comprehensive rail rapid transit system development plan (the “Rail System”) which has been revised from time to time. The Rail System currently consists of four light rail lines: the Metro Blue Line, the Metro Green Line, the Metro Gold Line (including the Gold Line Eastside Extension) and the Exposition Line; and two heavy rail lines: Metro Red Line and the Metro Purple Line.

**Metro Blue Line.** The Metro Blue Line is an approximately 22 mile light rail line that extends from downtown Los Angeles, where it links to the Metro Red Line, to the City of Long Beach. The Metro Blue Line passes through portions of the cities of Los Angeles, Long Beach, Compton, Carson and other cities, and certain unincorporated areas of the County. The Metro Blue Line consists of a dual-track line with 22 stations, with a fleet of 54 articulated rail cars and a primary maintenance facility (which also supports vehicles from the Metro Green Line) and yard located in Long Beach adjacent to the Long Beach Freeway with a storage and maintenance capacity of 89 vehicles. Passenger service began in July 1990. The Metro Blue Line had estimated ridership of approximately 5.4 million for the fiscal quarter ended June 30, 2017.

**Metro Green Line.** The Metro Green Line is a 19.5-mile light rail line linking the El Segundo employment area near the Los Angeles International Airport to the City of Norwalk near the San Gabriel River Freeway. The Metro Green Line has 14 stations including a station that intersects the Metro Blue Line and one that provides passenger connections to the Harbor Freeway Transitway, an elevated busway developed by Caltrans. The Metro Green Line began operations in August 1995, and had estimated ridership of approximately 2.4 million for the fiscal quarter ended June 30, 2017.

**Metro Gold Line.** The Metro Gold Line is a 13.7-mile light rail line which extends from downtown Los Angeles (where it links to the Metro Red Line) to the City of Pasadena. The Metro Gold Line consists of a dual-track line with 13 stations. The Metro Gold Line began operations in July 2003. The Gold Line Eastside Extension, which opened in November 2009, is a six-mile, dual track light rail system with eight new stations and one station modification. The system originates at Union Station in downtown Los Angeles, where it connects with the Metro Gold Line, traveling generally east to Pomona and Atlantic Boulevards through one of the most densely populated areas of the County. In March 2016, service began on an 11-mile extension of the Gold Line from Pasadena to Azuza. Estimated ridership for the entire Metro Gold Line was approximately 4.1 million for the fiscal quarter ended June 30, 2017.

The Metro Gold Line is being further extended as discussed below under “FUTURE TRANSPORTATION PROJECTS – *Gold Line Foothill Extension.*”

***Exposition Line.*** The Exposition Line is an approximately 15 mile long light rail line that runs from downtown Los Angeles to Santa Monica along the Exposition Boulevard corridor. The first portion of the Exposition Line opened in June 2012 and extended approximately 8.6 miles from downtown Los Angeles to Culver City. The second portion, which began revenue operations in May 2016, extends 6.6 miles westward from Culver City to downtown Santa Monica and adds seven stations to the Exposition Line. Estimated ridership for the Exposition Line was approximately 4.8 million for the fiscal quarter ended June 30, 2017.

***Metro Red Line and Metro Purple Line.*** The Metro Red Line and Metro Purple Line were designed as state-of-the-art, modern heavy rail subway lines comparable to transit systems in San Francisco, Atlanta and Washington, DC. The Metro Red Line and Metro Purple Line are dual-rail steel-wheeled, high speed rapid subway systems that originally were to consist of a 19.7 mile 18-station line that was to connect the Los Angeles central business district to the San Fernando Valley, through the Wilshire Corridor and Hollywood, and to East Los Angeles through Union Station. However, due to the “Metropolitan Transportation Authority Reform and Accountability Act of 1998” (the “Act of 1998”) and federal and State funding shortfalls, the development of the Metro Red Line and the Metro Purple Line were significantly reduced, including the indefinite suspension of certain of the extensions. The Act of 1998 prohibits LACMTA from utilizing any of the Proposition A Sales Tax or the Proposition C Sales Tax revenues for the costs of planning, design, construction or operation of any new subway, including debt service on any obligations issued for such purposes after March 30, 1998. However, the Act of 1998 did not prohibit LACMTA from continuing the construction of the Metro Red Line and the Metro Purple Line as long as such design, construction and operation are paid from other funds.

The Metro Red Line was constructed in segments, which opened in 1993, 1999 and 2000. The Red Line extends from Union Station in the downtown section of the City of Los Angeles to Vermont Avenue, where it travels north to Hollywood Boulevard and Vine Street, continuing up to the North Hollywood terminus. The Red Line is 14.9 miles long with 14 stations.

The Purple Line extends west from Wilshire/Vermont to the current terminus at Wilshire/Western and is 6.8 miles long with eight stations from Union Station to the Wilshire/Western station. The west branch became operational in July 1996 and was renamed the Purple Line in August 2006. LACMTA is in the process of extending the Metro Purple Line from its current terminus at Wilshire/Western to the westside of Los Angeles. This project is described under “FUTURE TRANSPORTATION IMPROVEMENTS—Transit Projects” below.

***Commuter Rail.*** The Southern California Regional Rail Authority (“SCRRA”) oversees commuter rail services in the region that includes Los Angeles, Riverside, Ventura, Orange, San Bernardino and San Diego Counties. SCRRA operates the Metrolink system, which consists of seven lines totaling 512 miles and 55 stations and is primarily geared toward providing commuter rail service from outlying communities to downtown Los Angeles. Average weekday boardings were approximately 39,400 for the third quarter of Fiscal Year 2017. LACMTA is the Los Angeles County participant in SCRRA and contributes funds to SCRRA. Other participants include the Orange County Transportation Authority, the Riverside County Transportation Commission, the San Bernardino Association of Governments and the Ventura County Transportation Authority.

## **Transit System Enterprise Fund**

LACMTA accounts for the revenues and expenses of its transit system as an enterprise fund, separate from accounting of its governmental funds, such as the Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues. See “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL

REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.” As indicated in Appendix B and as is generally true with large transit systems, the operating expenses for LACMTA’s transit system greatly exceed operating revenues. The Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues are a primary source of funding for the transit system. Additionally, LACMTA relies heavily on other local, State and federal sources to pay for operating expenses and capital improvements. LACMTA is currently undertaking future transit improvements to the transit system, which require substantial investment and increase operating costs. As the system expands, the LACMTA is committed to looking for additional revenue sources, to re-prioritize existing and new programs, and to regularly reassessing the service provided to minimize duplication and improve efficiency. Proposition A Sales tax revenues are available to pay operating expenses only after debt service on the First Tier Senior Obligations and certain other amounts are paid. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS – Flow of Funds.”

## **FUTURE TRANSPORTATION IMPROVEMENTS**

LACMTA, as the State-designated planning and programming agency for the County, identifies future transportation needs and transportation funding and construction priorities in the County. LACMTA prepares a Long Range Transportation Plan that identifies the costs of major transportation projects and the anticipated funding sources. See “RISK FACTORS—Project Costs; Capital Needs” in the front part of this Official Statement.

### **Long Range Transportation Plan**

In October 2009, the Board approved a 2009 Long Range Transportation Plan (“2009 LRTP”), which updated the prior Long Range Transportation Plan. The 2009 LRTP identifies projected costs of planning, constructing and running the transportation system based on a financial forecast of future revenue assumptions through 2040. During the planning process, data was reviewed that predict where and what the current challenges are on the existing transportation system, where mobility issues could arise in 2040, and how the transportation system could be improved with new investments.

The 2009 LRTP reflects LACMTA’s assessment of growth patterns, regional congestion, strategies to improve local air quality, transit-oriented development, the latest technical assumptions and climate change issues, and incorporates Measure R projects. The 2009 LRTP identified a \$297.6 billion countywide investment in the County’s transportation system through 2040, funded with more than 45 sources of federal, State and local funds. The 2009 LRTP is now the guiding policy behind funding decisions on subsequent transportation projects and programs in the County. Major capital projects and programs that are identified in the 2009 LRTP have priority for future programming of funds. While these projects and programs require further Board approval at various stages of their development, they are priorities for further planning, design, construction and the pursuit of additional funding.

The Board-approved 2009 LRTP, and subsequent updated financial forecasts include projections of debt financing by LACMTA composed of a combination of Proposition A, Proposition C and Measure R-secured debt. The March 2016 Financial Forecast of the 2009 LRTP updates the assumptions about debt issuance and assumes approximately \$2.7 billion (excluding commercial paper notes) in new debt financing from Fiscal Year 2018 through Fiscal Year 2022, not including the TIFIA loans described under “—Transit Projects” below. The March 2016 update of the 2009 LRTP assumes the funding of approximately \$755.6 million, \$795.7 million, and \$1.1 billion through the issuance of additional Proposition A First Tier Senior Lien Bonds, Proposition C Senior Bonds, and Measure R Senior Bonds, respectively, from Fiscal Year 2018 through Fiscal Year 2022. LACMTA’s March 2016 Financial Forecast assumes the issuance of approximately \$755.6 million in additional Proposition A First Tier Senior Lien Bonds from Fiscal Year 2018 through Fiscal Year 2022. The March 2016 financial update

also forecasts bond issuance from Fiscal Year 2018 through Fiscal Year 2057 of approximately \$14.2 billion, of which approximately \$5.8 billion is projected to be First Tier Senior Lien Bonds.

The 2009 LRTP and financial updates are planning tools and not projections, and therefore the timing and amount of any debt issuance is likely to change. The actual amount and timing of any debt issuance depends on a number of factors including the actual scope, timing and cost of transportation projects, the ability to obtain funding from other sources and the amount of Proposition A, Proposition C and Measure R Sales Tax revenues available to fund the projects in the LRTP. With the passage of Measure M on November 8, 2016, the 2009 LRTP has been amended to include Measure M Sales Tax revenues and Expenditure Plan. The financial forecast is expected to be updated by the end of fiscal year 2018 and a new LRTP is expected to be adopted by 2020.

## **Transit Projects**

LACMTA has several major transit projects in planning and under construction: the Crenshaw/LAX Transit Project, the Regional Connector and the Westside Purple Line Extension.

***Crenshaw/LAX Transit Project.*** The Crenshaw/LAX Transit Project is a north/south corridor that serves the cities of Los Angeles, Inglewood, Hawthorne and El Segundo as well as portions of unincorporated Los Angeles County. The line extends 8.5 miles, from the intersection of Crenshaw and Exposition Boulevards to a connection with the Metro Green Line at the Aviation/LAX Station. The total project budget is currently \$2.058 billion. The costs of the project are expected to be paid from Measure R Sales Tax revenues, Proposition A Sales Tax revenues, Proposition C Sales Tax revenues, other local sources, and federal and State sources. The project has received a \$545.9 million TIFIA loan, which is to be repaid from available Measure R Sales Tax. LACMTA has drawn the full amount of the TIFIA loan.

***Regional Connector.*** The Regional Connector is a 1.9-mile light rail line with three underground stations in downtown Los Angeles. The Project will provide a direct connection from the 7th/Metro Center Station to the existing Metro Gold Line tracks to the north and east of 1st and Alameda. This connection will provide through service between the Metro Blue Line, Metro Gold Line and Metro Exposition Line corridors. The total project budget is currently \$1.77 billion. LACMTA has been awarded a \$669.9 million federal grant for the Regional Connector project. Additionally, the project has received a \$160 million TIFIA loan, which is to be repaid from Measure R Sales Tax revenues. As of September 1, 2017, LACMTA has drawn down \$61.9 million of the TIFIA loan proceeds. The remaining project costs are expected to be paid from other Federal, State and local sources (other than Proposition A Sales tax Revenues).

***Westside Purple Line Extension.*** The Westside Purple Line Extension (the “Purple Line Extension”) is an extension of the Metro Purple Line from its current terminus at Wilshire/Western to the westside of Los Angeles. The Board has certified the Final Environmental Impact Report and has adopted the project definition for the nine-mile Purple Line Extension. The Purple Line Extension currently is planned to be constructed in three sections. Section 1 is currently under construction and extends the existing Metro Purple Line by 3.92 miles beginning at the Wilshire/Western Station and adds three stations to the Phase 1 terminus at Wilshire/La Cienega. The total budget for Section 1 of the Purple Line Extension is \$2.53 billion, excluding finance charges and unallocated contingency. LACMTA has been awarded a \$1.25 billion federal grant and has entered into an agreement for an \$856 million TIFIA loan, to be repaid from Measure R Sales Tax revenues, with respect to Section 1 of the Purple Line Extension. As of September 1, 2017, LACMTA had drawn down \$123.0 million of the TIFIA loan proceeds. The remaining project costs for Section 1 are expected to be paid from Measure R Sales Tax revenues, State sources and other local sources (other than Proposition A Sales Tax Revenues).

Section 2 of the Purple Line Extension is located entirely underground, primarily following Wilshire Boulevard, and includes the design and construction of approximately 2.59 miles of double-track heavy rail and two new stations. The estimated total project cost is \$2.16 billion, excluding finance charges and unallocated contingency. LACMTA has been awarded a \$1.187 billion federal grant and has entered into an agreement for a TIFIA loan for \$307 million to be repaid from Measure R Sales Tax revenues. The remaining costs for Section 2 are expected to be paid from Measure R Sales Tax revenues, other Federal sources, and State sources.

Section 3 of the Purple Line Extension is planned to extend 2.59 miles from Section 2 terminus at Century City to Westwood and add two stations. Currently, estimated project cost is \$2.9 billion, excluding finance costs.

***Gold Line Foothill Extension.*** LACMTA is extending the Metro Gold Line 12.3 miles from Azusa to Claremont. LACMTA is currently working with the Gold Line Foothill Extension Construction Authority (“GLFECA”), an independent transportation planning and construction agency created in 1999. The GLFECA is tasked with designing and construction the line. Once built, LACMTA will operate it in conjunction with existing LACMTA rail services. The total project budget for the extension is \$1.4 billion. Project costs are expected to be paid primarily from Measure M Sales Tax Revenues. In addition, the San Bernardino Associated Governments has requested that an additional station in Montclair be added to the plans for this second phase if this occurs, the extension to Montclair and the Montclair station would be funded by San Bernardino County, not by the LACMTA.

### **State Transportation Improvement Program**

The California State Transportation Improvement Program (“STIP”) is a biennial five-year plan adopted by the California Transportation Commission (“CTC”) for future allocation of certain state transportation funds for state highway and other transit improvements. The CTC updates the STIP in even numbered years with each new STIP adding two years to prior programming commitments. The draft of the 2018 STIP covers the period from Fiscal Year 2018 through Fiscal Year 2023. LACMTA is statutorily entitled to program the County regional share of STIP. With the passage of the Senate Bill No. 1 (“SB1”), there is a new balance of revenues and reforms to ensure each dollar is invested to improve California’s transportation system. The STIP program is guaranteed at \$825 million for the regional share and \$275 million for the interregional portion. These funds are set to be fully available over the next ten years. STIP funding volatility is expected to decrease and the total amount of funding available is expected to increase. Any shortfall of future STIP funding could result in the use of additional Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues or issuance of additional bonds or commercial paper secured by Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues to pay for LACMTA’s projects.

## LABOR RELATIONS

### General

As of September 1, 2017, LACMTA had approximately 9,700 employees, of which approximately 86% are covered by labor agreements. Full and part-time LACMTA bus and train operators are represented by the Sheet Metal, Air, Rail, Transportation, Transportation Division (formerly UTU) (“SMART-TD”); LACMTA mechanics and service attendants are members of the Amalgamated Transit Union (“ATU”); LACMTA clerks are members of the Transportation Communications Union (“TCU”); bus and rail transportation and maintenance supervisors are members of the American Federation of State County and Municipal Employees (“AFSCME”); and LACMTA security guards are members of the Teamsters Union. The following table summarizes the number of employees covered by the labor agreements of LACMTA with each of its employee bargaining units as of September 1, 2017 and the current expiration dates of the labor agreements. In July 2017, LACMTA signed five new contracts with our labor unions, the longest contracts in LACMTA’s history.

<u>Employee Bargaining Unit</u>	<u>Number of Employees</u>	<u>Contract Expiration Date</u>
United Transportation Union (Sheet Metal, Air, Rail and Transportation Division)	4,234	06/30/22
Amalgamated Transit Union	2,340	06/30/22
Transportation Communications Union	846	06/30/22
Am. Fed. of State, County and Municipal Employees	759	06/30/22
Teamsters Union	152	06/30/22

### Defined Benefit Pension Plan

LACMTA has a single-employer public employee retirement system that includes five defined benefit plans (the “Plans”) that cover substantially all employees (except PTSC employees) and provides retirement, disability, and death benefits. The benefit provisions and all other requirements are established by State statute, ordinance, collective bargaining agreements or Board actions. Four of the Plans are restricted to specific union members, while the fifth provides benefits to non-represented employees and to members of the Teamsters Union. In addition, LACMTA provides pension benefits to most PTSC employees through a defined benefit plan administered by the California Public Employees’ Retirement System (“PERS”), a multiple-employer pension system. PERS provides retirement and disability benefits, annual cost-of-living adjustments and death benefits to plan members and beneficiaries. For a description of these defined benefit plans and LACMTA’s obligations to make contributions to these plans, see “Note III—DETAILED NOTES ON ALL FUNDS—I. Employees’ Retirement Plans” in the Notes to the Financial Statements and related Required Supplementary Schedules in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.”

### Other Post-Employment Benefits

LACMTA provides post-employment health care and life insurance benefits for retired employees and their families. Pursuant to Governmental Accounting Standards Board Pronouncement



No. 45, “Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions (OPEB),” LACMTA is required to account for its expenses and a portion of the present value of future expenses related to these benefits. For a description of these benefits, LACMTA’s obligations to account for certain projected future costs of these benefits and other matters regarding these benefits, see “Note III—DETAILED NOTES ON ALL FUNDS—J. Other Postemployment Benefits (OPEB)” in the Notes to the Financial Statements and the related Required Supplementary Schedules in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.”

## OUTSTANDING DEBT

### General

In addition to obligations issued by LACMTA that are secured by Proposition A Sales Tax, LACMTA has issued debt secured by the Proposition C Sales Tax, the Measure R Sales Tax, and other revenues of LACMTA, and may issue additional obligations so secured upon satisfaction of certain additional bonds tests in the applicable trust agreements governing such debt. See “FUTURE TRANSPORTATION IMPROVEMENTS—Long Range Transportation Plan” above. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS” in the front part of this Official Statement for a discussion of obligations secured by the Proposition A Sales Tax.

### Debt and Interest Rate Swap Policies

In April 2015, the Board approved an updated Debt Policy for LACMTA (the “Debt Policy”). The Debt Policy sets forth guidelines for the issuance and management of LACMTA’s debt. Among other things, the Debt Policy sets forth allowable uses of debt and debt policy maximums. It requires LACMTA to develop a capital improvement plan which includes the capital projects LACMTA plans to undertake in future years. The Debt Policy also sets forth guidance on the type of debt that may be incurred by LACMTA (e.g., long-term versus short-term), the source of payment for such debt, and other factors to be considered when incurring debt.

In April 2015, the Board approved an updated Interest Rate Swap Policy for LACMTA (the “Swap Policy”). The Swap Policy includes guidelines to be used by LACMTA when entering into interest rate swaps and management practices that address the special risks associated with interest rate swaps. The Swap Policy requires that LACMTA evaluate the risks, on an ongoing basis, of existing interest rate swaps. As of the date of this Official Statement, LACMTA has no interest rate swaps.

### Proposition C Sales Tax Obligations

**General.** LACMTA has two priority levels of obligations secured by the Proposition C Sales Tax: its Proposition C Senior Sales Tax Revenue Bonds and Proposition C Senior Parity Debt, and its Proposition C Subordinate Lien Obligations. In addition, LACMTA has incurred other obligations, which are secured by certain “remaining” Proposition C Sales Tax cash receipts. See “PROPOSITION A SALES TAX OBLIGATIONS—Outstanding Proposition A Sales Tax Obligations—Other Obligations—General Revenue Bonds” in the front part of this Official Statement.

**Proposition C Senior Sales Tax Revenue Bonds.** LACMTA had the following Proposition C Senior Sales Tax Revenue Bonds outstanding as of September 1, 2017:

**Los Angeles County Metropolitan Transportation Authority  
Proposition C Senior Sales Tax Revenue Bonds  
(Outstanding as of September 1, 2017)**

<b>Proposition C Senior Sales Tax Revenue Bonds</b>	<b>Outstanding Principal Amount</b>
Sales Tax Revenue, Senior Bonds, Series 2017-A	\$454,845,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2016-A	82,310,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2014-A	61,180,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2013-A	90,960,000
Sales Tax Revenue Bonds, Senior Bonds, Series 2013-B	287,745,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2013-C	51,125,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2012 A	14,635,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2012 B	74,885,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2010 A	37,150,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2009 B	102,770,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2009 D	28,445,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2009 E	78,960,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2008 A	<u>69,245,000</u>
Total	<u>\$1,434,255,000</u>

Source: LACMTA

**Proposition C Senior Parity Debt.** LACMTA may designate as Proposition C Senior Parity Debt certain indebtedness, installment sale obligations, lease obligations or other obligations for borrowed money, or payment obligations under interest swaps or other arrangements payable on parity with the Proposition C Senior Sales Tax Revenue Bonds. LACMTA currently has no Proposition C Senior Parity Debt outstanding. LACMTA may incur Proposition C Senior Parity Debt upon the satisfaction of certain additional bonds tests.

**Proposition C Subordinate Lien Obligations.** On June 9, 1993, LACMTA received authorization to issue and have outstanding, at any one time, up to \$150,000,000 (principal of and interest thereon) of commercial paper notes (the “Proposition C Commercial Paper Notes”) payable from and secured by Proposition C Sales Tax revenues. The Proposition C Commercial Paper Notes are payable from Proposition C Sales Tax revenue on a basis subordinate to the lien on Proposition C Sales Tax revenues granted to the Proposition C Senior Sales Tax Revenue Bonds and the Proposition C Senior Parity Debt. As of September 1, 2017, the Proposition C Commercial Paper Notes were outstanding with a maturity value of \$10,309,000. The Proposition C Commercial Paper Notes are supported by a letter of credit (the “Proposition C CP Letter of Credit”) issued by Bank of America, N.A. LACMTA’s reimbursement obligations with respect to the Proposition C CP Letter of Credit are payable from Proposition C Sales Tax Revenues on a parity with the Proposition C Commercial Paper Notes.

In addition, LACMTA is authorized to issue and have outstanding, from time to time, up to \$75,000,000 in aggregate principal amount of its Subordinate Proposition C Sales Tax Revenue Revolving Obligations (the “Proposition C Revolving Obligations”), which are payable from Proposition C Sales Tax Revenues on a parity with the Proposition C Commercial Paper Notes and which are considered part of the \$150,000,000 authorization for Proposition C Commercial Paper. As of September 1, 2017, LACMTA had \$45,000,000 Proposition C Revolving Obligations outstanding. All Proposition C Revolving Obligations issued by LACMTA are purchased by the Wells Fargo Bank, National

Association, in accordance with the terms of a revolving credit agreement (the “Proposition C Revolving Credit Agreement”). The Proposition C Revolving Obligations bear interest at variable rates determined pursuant to the terms of the Proposition C Revolving Credit Agreement.

The following tables set forth certain terms of Proposition C Commercial Paper Notes, including the Proposition C CP Letter of Credit and the Proposition C Revolving Obligations.

<b>Proposition C CP Letter of Credit</b>		<b>Proposition C Revolving Obligations</b>	
<b>Letter of Credit Provider</b>	Bank of America, N.A.	<b>Revolving Obligations Bank</b>	Wells Fargo Bank, National Association
<b>Principal Amount</b>	\$68,885,000 <sup>1</sup>	<b>Principal Amount</b>	\$75,000,000
<b>Expiration Date</b>	April 5, 2019	<b>Expiration/Maturity Date</b>	March 28, 2019 <sup>1</sup>

<sup>1</sup> Plus \$6,114,724 of interest. Draws on the letter of credit must be paid within 270 days, though the drawings may be converted to a term loan payable in 10 quarterly installments if conditions are satisfied.

Source: LACMTA

<sup>1</sup> Can be converted to a term loan payable in twelve equal quarterly installments following the Expiration/Maturity Date if conditions are satisfied.

## Measure R

**General.** LACMTA has three priority levels of obligations secured by the Measure R Sales Tax: the senior lien (which currently secures its Measure R Senior Sales Tax Revenue Bonds), the subordinate lien (which currently secures its Measure R Subordinate Obligations), and the junior subordinate lien (which currently secures three TIFIA loans).

**Measure R Senior Sales Tax Revenue Bonds.** On November 16, 2010, LACMTA issued \$732,410,000 aggregate principal amount of its Measure R Senior Sales Tax Revenue Bonds, Series 2010-A and Series 2010-B (the “Series 2010 Measure R Senior Bonds”) to finance certain transportation projects. These bonds are payable from the Measure R Sales Tax. On November 30, 2016, LACMTA issued \$522,120,000 aggregate principal amount of its Measure R Senior Sales Tax Revenue Bonds, Series 2016-A (the “Series 2016 Measure R Senior Sales Tax Revenue Bonds,” and together with the Series 2010 Measure R Senior Bonds, the “Measure R Senior Bonds”) to finance certain transportation projects and to refund certain outstanding Measure R Subordinate Revolving Obligations (defined below). As of September 1, 2017, there was \$1,145,995,000 aggregate principal amount of Measure R Senior Sales Tax Revenue Bonds outstanding. LACMTA may incur additional senior debt secured by and payable from the Measure R Sales Tax.

**Measure R Subordinate Obligations.** LACMTA is authorized to issue and have outstanding, from time to time, up to \$150,000,000 in aggregate principal amount of its Subordinate Measure R Sales Tax Revenue Revolving Obligations (the “Measure R Subordinate Revolving Obligations”), which are payable from Measure R Sales Tax revenues on a subordinate basis to the Measure R Senior Bonds, on a parity basis with the Measure R Subordinate Series C Bonds (defined below), and on a senior basis to the TIFIA Loans. As of September 1, 2017, LACMTA had approximately \$65 million in Measure R Subordinate Revolving Obligations outstanding. The Measure R Subordinate Revolving Obligations issued by LACMTA are purchased by (i) State Street Public Lending Corporation, in a principal amount not to exceed \$100 million, in accordance with the terms of a revolving credit agreement (the “State Street Revolving Credit Agreement”), and (ii) Bank of the West, in a principal amount not to exceed \$50 million, in accordance with the terms of a revolving credit agreement (the “Bank of the West Revolving Credit Agreement,” and together with the State Street Revolving Credit Agreement, the “Measure R

Subordinate Revolving Credit Agreements”). The Measure R Subordinate Revolving Obligations bear interest at variable rates determined pursuant to the terms of the Measure R Subordinate Revolving Credit Agreements. Except as otherwise provided in the Measure R Subordinate Revolving Credit Agreements, the principal of all Measure R Subordinate Revolving Obligations outstanding are due and payable on November 20, 2020. However, subject to the terms of the Measure R Subordinate Revolving Credit Agreements, on November 20, 2020, LACMTA can convert any outstanding Measure R Subordinate Revolving Obligations to a term loan that will be payable in twelve equal quarterly installments following November 20, 2020.

The following table sets forth certain terms of the Measure R Subordinate Revolving Obligations.

**Measure R Subordinate Revolving Obligations**

<b>Revolving Obligations Bank</b>	State Street Public Lending Corporation	Bank of the West
<b>Principal Amount</b>	\$100,000,000 <sup>1</sup>	\$50,000,000 <sup>2</sup>
<b>Expiration Date</b>	November 20, 2020 <sup>3</sup>	November 20, 2020 <sup>3</sup>

<sup>1</sup> As of September 1, 2017, \$15,212,743.45 aggregate principal amount of State Street Measure R Revolving Obligations were outstanding.

<sup>2</sup> As of September 1, 2017, \$50,000,000 aggregate principal amount of Bank of the West Measure R Revolving Obligations were outstanding.

<sup>3</sup> Can be converted to term loan payable in twelve equal quarterly installments

Source: LACMTA

In addition to the Measure R Subordinate Revolving Obligations, LACMTA entered into a bond purchase agreement dated November 23, 2015 with RBC Capital Markets LLC (the “Measure R Series C Underwriter”) to sell, from time to time, up to \$150 million aggregate principal amount of its Subordinate Measure R Sales Tax Revenue Drawdown Bonds, Subseries C-1 (Tax-Exempt) and Subseries C-2 (Taxable) (the “Measure R Subordinate Series C Bonds,” and together with the Measure R Subordinate Revolving Obligations, the “Measure R Subordinate Obligations”) to the Measure R Series C Underwriter. The Measure R Series C Underwriter in turn sells the Measure R Subordinate Series C Bonds to RBC Municipal Products, LLC. The Measure R Subordinate Series C Bonds are payable from Measure R Sales Tax revenues on a subordinate basis to the Measure R Senior Bonds, on a parity basis with the Measure R Subordinate Revolving Obligations, and on a senior basis to the TIFIA Loans. As of September 1, 2017, LACMTA had \$210,000 aggregate principal amount of Measure R Subordinate Series C Bonds outstanding. The Measure R Subordinate Series C Bonds bear interest at variable rates. Except as otherwise provided in the Third Supplemental Subordinate Trust Agreement, dated as of November 1, 2015, by and between LACMTA and U.S. Bank National Association, as trustee, and the Bondholder’s Agreement, dated as of November 1, 2015, by and between LACMTA and RBC Municipal Products, LLC, the principal of all Measure R Subordinate Series C Bonds outstanding are due and payable on November 20, 2020.

**Measure R Junior Subordinate Obligations (TIFIA Loans).** LACMTA has entered into agreements for four TIFIA loans in the aggregate principal amount of \$1.869 billion, which will be repaid from Measure R Sales Tax revenues. As of September 1, 2017, LACMTA had drawn \$730.8 million in proceeds under three of the TIFIA loans. All four TIFIA loans are payable from Measure R Sales Tax revenues on a subordinate basis to the Measure R Senior Bonds and the Measure R Subordinate Obligations. See “FUTURE TRANSPORTATION IMPROVEMENTS—Transit Projects” above for additional information on the TIFIA loans.

## **Measure M**

LACMTA has not issued any debt secured by the Measure M Sales Tax. However, it anticipates issuing such debt in the future.

## **INVESTMENT POLICY**

### **General**

Certain features of LACMTA's Investment Policy are summarized in "Note III—DETAILED NOTES ON ALL FUNDS—A. Cash and Investments" in the Notes to the Financial Statements in "APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016."

### **Investment Balances**

As of June 30, 2017 (based on unaudited financial information), LACMTA had approximately \$634.4 million in market value deposited in non-discretionary bond proceeds and debt service trust accounts, primarily invested in U.S. Treasury securities, Federal Agencies, money market funds, forward purchase agreements and the County of Los Angeles Pooled Surplus Investments maintained by the County of Los Angeles Treasurer and Tax Collector. LACMTA had approximately \$2.0 billion in additional non-discretionary trust accounts, primarily for pension and OPEB.

Additionally, as of June 30, 2017, LACMTA had approximately \$1.089 billion (book value) deposited in discretionary/operating accounts. Such discretionary/operating accounts were invested in the investments summarized in the following table:

<b>Discretionary/Operating Accounts Investments</b>	<b>Percentage of Total Book Value as of June 30, 2017</b>
Local Agency Investment Fund	7.44%
Bank Deposits	6.12
FICA Account	<u>0.09</u>
Subtotal	13.66%
Managed Investments	
U.S. Treasuries	19.42%
Federal Agencies	30.08
Corporate Notes	19.15
Commercial Paper	1.93
Municipal securities	4.43
Money Market Funds	4.66
Asset Backed Securities	4.01
Certificates of Deposit	0.93
Medium Term Notes	<u>1.73</u>
Sub Total Managed Investments	86.34%
Total Cash and Investments *	100.0%

\* Numbers may not add due to rounding.  
Source: LACMTA

As of June 30, 2017, the liquid reserve of the discretionary accounts, which totaled approximately \$218.83 million in both book value and market value, was managed internally by LACMTA and had an average maturity of 27 days. LACMTA’s Investment Policy prohibits investing in reverse repurchase agreements.

Moneys released to LACMTA pursuant to the Agreement, including moneys in the discretionary/operating accounts, do not secure the Senior Bonds and LACMTA is not obligated to use such amounts to pay debt service on the Senior Bonds. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Flow of Funds.”

Additional information regarding LACMTA’s investments are included in “Note III—DETAILED NOTES ON ALL FUNDS—A. Cash and Investments” in the Notes to the Financial Statements in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.”

## **LITIGATION AND OTHER REGULATORY ACTIONS**

### **Sales Tax Litigation**

On April 30, 1982, the California Supreme Court, in *Los Angeles County Transportation Commission v. Richmond*, upheld the constitutionality of the Proposition A Sales Tax. On March 3, 1992, the California Court of Appeal, in *Vernon v. State Board of Equalization*, upheld the validity of the Proposition C Sales Tax. On September 28, 1995, the California Supreme Court affirmed the California Court of Appeal’s ruling in *Santa Clara County Local Transportation Authority v. Guardino*, which

invalidated a half cent sales tax by the Santa Clara County Local Transportation Authority. LACMTA does not believe such decision has any effect on the validity of LACMTA's Proposition C Sales Tax.

### **Other Litigation**

In addition to the matters described herein, various other claims have been asserted against LACMTA. In the opinion of LACMTA, none of the pending claims will materially and adversely affect LACMTA's ability to pay the principal of and interest on any of its obligations.

**APPENDIX B**

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY  
COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE  
30, 2016**



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**APPENDIX C**

**UNAUDITED PROPOSITION A SPECIAL REVENUE FUND BALANCE SHEET, STATEMENT  
OF REVENUES, EXPENDITURES AND FUND BALANCES FOR THE FISCAL YEAR ENDED  
JUNE 30, 2017**

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## APPENDIX D

### LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION

The Proposition A Sales Tax derives from a retail transaction and use tax applicable to all taxable sales throughout Los Angeles County. As such, sales tax revenues reflect a number of economic factors that influence taxable transactions, including population, employment and income. Some of those factors are described below.

The economic and demographic information provided below has been collected from sources that LACMTA considers to be reliable. Because it is difficult to obtain timely economic and demographic information, the economic condition of Los Angeles County may not be fully apparent in all of the publicly available local and regional economic statistics provided herein. In particular, the economic statistics provided herein may not fully capture the impact of current economic conditions.

#### Los Angeles County

As of January 1, 2017, the County had an estimated population of over 10 million. Los Angeles County is the largest County in the country by population, and includes over a quarter of the State of California's population. The County covers 4,084 square miles, and includes 88 incorporated cities as well as unincorporated communities with over one million residents.

#### Population

The table below summarizes the populations of the County and State of California (the "State"), estimated as of January 1 of each year. The population estimates for 2010 and later incorporate 2010 Census counts as the benchmark.

**Table D-1  
COUNTY AND STATE POPULATION STATISTICS**

	<u>County of Los Angeles</u>	<u>Annual Growth Rate<sup>1</sup></u>	<u>State of California</u>	<u>Annual Growth Rate<sup>1</sup></u>
2000	9,519,330	-	33,873,086	-
2005	9,816,153	0.61%	35,869,173	1.15%
2010	9,818,605	0.01	37,253,956	0.74
2011	9,874,887	0.57	37,536,835	0.76
2012	9,956,722	0.83	37,881,357	0.92
2013	10,021,318	0.65	38,238,492	0.94
2014	10,089,847	0.68	38,572,211	0.87
2015	10,150,617	0.60	38,915,880	0.89
2016	10,182,961	0.32	39,189,035	0.70
2017	10,241,278	0.57	39,523,613	0.85

<sup>1</sup> For five-year time series, figures represent average annual growth rate for each of the five years.

Source: State of California, Department of Finance, E-4 Population Estimates for Cities, Counties and the State, 2001-2010, with 2000 and 2010 Census Counts, Sacramento, California, November 2012. State of California, Department of Finance, E-4 Population Estimates for Cities, Counties, and the State, 2011-2017, with 2010 Census Benchmark. Sacramento, California, May 2017.

## Industry and Employment

The following table summarizes the average number of employed and unemployed residents of the County, based on the annual “benchmark,” an annual revision process in which monthly labor force and payroll employment data, which are based on estimates, are updated based on detailed tax records.

The California Employment Development Department has reported preliminary unemployment figures for July 2017 of 5.4% statewide and 5.2% for Los Angeles County (not seasonally adjusted).

**Table D-2**  
**ESTIMATED AVERAGE ANNUAL EMPLOYMENT AND**  
**UNEMPLOYMENT OF RESIDENT LABOR FORCE<sup>1</sup>**

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
<b>Civilian Labor Force</b>					
<u>County of Los Angeles</u>					
Employed	4,378,800	4,495,700	4,610,800	4,674,800	4,778,800
Unemployed	535,800	486,600	415,100	336,900	264,500
<b>Total</b>	<u>4,914,600</u>	<u>4,982,300</u>	<u>5,025,900</u>	<u>5,011,700</u>	<u>5,043,300</u>
<b>Unemployment Rates</b>					
County	10.9%	9.8%	8.3%	6.7%	5.2%
State	10.5	8.5	7.5	6.2	5.4
United States	8.1	7.4	6.2	5.3	4.9

<sup>1</sup> March 2016 Benchmark report; not seasonally adjusted.

Source: California Employment Development Department, Labor Market Information Division for the State and County; U.S. Bureau of Labor, Department of Labor Statistics for the U.S. Items may not add to totals due to rounding.

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The table below summarizes the California Employment Development Department’s estimated average annual employment for the County, which includes full-time and part-time workers who receive wages, salaries, commissions, tips, payment in kind, or piece rates. Percentages indicate the percentage of the total employment for each type of employment for the given year. For purposes of comparison, the most recent employment data for the State is also summarized.

**Table D-3  
LOS ANGELES COUNTY  
ESTIMATED INDUSTRY EMPLOYMENT AND LABOR FORCE<sup>1</sup>**

	County		State of California	
	2016	% of Total	2016	% of Total
Total Farm	5,300	0.1%	426,700	2.5%
Mining and Logging	3,600	0.1	24,500	0.1
Construction	133,100	3.0	774,100	4.6
Manufacturing	360,400	8.2	1,305,600	7.7
Trade, Transportation and Utilities	829,900	18.9	2,990,200	17.7
Information	230,900	5.3	523,100	3.1
Financial Activities	219,800	5.0	822,900	4.9
Professional and Business Services	605,200	13.8	2,530,800	15.0
Educational and Health Services	767,400	17.5	2,537,400	15.0
Leisure and Hospitality	510,500	11.6	1,897,300	11.2
Other Services	153,400	3.5	556,900	3.3
Government	<u>576,300</u>	<u>13.1</u>	<u>2,514,600</u>	<u>14.9</u>
Total <sup>2</sup>	4,395,700	100.0%	16,904,100	100.0%

<sup>1</sup> The California Economic Development Department has converted employer records from the Standard Industrial Classification coding system to the North American Industry Classification System.

<sup>2</sup> Total may not equal sum of parts due to independent rounding.

Note: Based on surveys distributed to employers; not directly comparable to Civilian Labor Force data reported in Table D-2.

Source: California Employment Development Department, Labor Market Information Division. Based on March 2016 Benchmark report.

## Personal Income

The U.S. Census Bureau defines personal income as the income received by all persons from all sources, and is the sum of “net earnings,” rental income, dividend income, interest income, and transfer receipts. “Net earnings” is defined as wages and salaries, supplements to wages and salaries, and proprietors’ income, less contributions for government social insurance, before deduction of personal income and other taxes.

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The following table sets forth the estimate of personal income for the County, State and United States from 2012 to 2016.

**Table D-4  
COUNTY, STATE AND U.S.  
PERSONAL INCOME**

<b>Year and Area</b>	<b>Personal Income<sup>1</sup> (thousands of dollars)</b>	<b>Per Capita Personal Income<sup>1</sup> (dollars)</b>
<b>2012</b>		
County <sup>2</sup>	\$ 486,733,508	\$48,818
State <sup>3</sup>	1,838,567,162	48,369
United States <sup>3</sup>	13,904,485,000	44,282
<b>2013</b>		
County <sup>2</sup>	\$ 483,578,594	\$48,140
State <sup>3</sup>	1,861,956,514	48,570
United States <sup>3</sup>	14,068,960,000	44,493
<b>2014</b>		
County <sup>2</sup>	\$ 512,846,779	\$50,730
State <sup>3</sup>	1,977,923,740	51,134
United States <sup>3</sup>	14,801,624,000	46,464
<b>2015</b>		
County <sup>2</sup>	\$ 544,324,900	\$53,521
State <sup>3</sup>	2,103,669,473	53,949
United States <sup>3</sup>	15,463,981,000	48,190
<b>2016</b>		
County	N/A	N/A
State <sup>3</sup>	2,197,492,012	55,987
United States <sup>3</sup>	16,017,781,445	49,571

<sup>1</sup> Per capita personal income was computed using Census Bureau midyear population estimates. Per capita personal income is total personal income divided by total midyear population.

<sup>2</sup> Last updated: November 17, 2016—new estimates for 2015; revised estimates for 2012-2014 for the County. Estimates for 2012-2015 reflect county population estimates available as of March 2016. Source: U.S. Bureau of Economic Analysis, “Table CA1 - Personal Income Summary,” (accessed September 11, 2017).

<sup>3</sup> Last updated: March 28, 2017—new estimates for 2016; revised estimates for 2012-2015 for the State and United States. Estimates for 2012-2016 reflect Census Bureau midyear state population estimates available as of December 2016. Source: U.S. Bureau of Economic Analysis, “Table SA1 - Personal Income Summary,” (accessed September 11, 2017).

## Retail Sales

The following tables set forth taxable sales for the County for calendar years 2011 through 2015, with 2015 being the last full year for which data are currently available.

**Table D-5**  
**COUNTY OF LOS ANGELES**  
**TAXABLE SALES**  
**(in thousands)**

	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>
Motor Vehicle and Parts Dealers	\$ 12,686,384	\$ 14,479,392	\$ 15,543,657	\$ 16,564,553
Furniture and Home Furnishings Stores	2,321,830	2,441,922	2,568,630	2,734,737
Electronics and Appliance Stores	3,416,744	3,570,668	3,576,308	4,040,534
Building Materials & Garden Equipment & Supplies	6,306,814	6,510,966	6,558,312	6,971,149
Food and Beverage Stores	5,591,250	5,824,815	6,051,754	6,279,795
Health and Personal Care Stores	2,998,946	3,163,312	3,306,274	3,414,941
Gasoline Stations	13,394,467	14,037,507	13,817,056	13,265,979
Clothing and Clothing Accessories Stores	8,356,612	9,166,549	9,926,558	10,560,952
Sporting Goods, Hobby, Book, and Music Stores	2,478,020	2,454,806	2,487,061	2,460,392
General Merchandise Stores	10,866,531	11,157,997	11,463,750	11,557,051
Miscellaneous Store Retailers	4,649,598	4,798,211	4,953,245	5,204,656
Nonstore Retailers	897,596	1,200,322	1,906,573	2,170,084
Food Services and Drinking Places	15,286,655	16,512,136	17,481,996	18,964,996
Total Retail and Food Services	89,251,447	95,318,603	99,641,174	104,189,819
All other outlets <sup>1</sup>	37,189,291	39,976,979	40,438,534	43,257,109
<b>TOTAL ALL OUTLETS<sup>2</sup></b>	<b>\$126,440,737</b>	<b>\$135,295,582</b>	<b>\$140,079,708</b>	<b>\$147,446,927</b>

<sup>1</sup> Primarily manufacturing and wholesale businesses.

<sup>2</sup> Items may not add to totals due to rounding.

Source: California State Board of Equalization, Research and Statistics Division.

**Table D-6**  
**COUNTY OF LOS ANGELES**  
**TAXABLE SALES**  
**(in thousands)**

	<b>2015</b>
Motor Vehicle and Parts Dealers	\$ 18,058,173
Home Furnishings and Appliance Stores	7,832,717
Building Materials & Garden Equipment & Supplies Dealers	7,402,869
Food and Beverage Stores	6,689,582
Gasoline Stations	11,468,929
Clothing and Clothing Accessories Stores	10,974,322
General Merchandise Stores	10,912,560
Food Services and Drinking Places	20,605,855
Other Retail Group	14,202,014
Total Retail and Food Services	108,147,021
All other outlets <sup>1</sup>	42,886,760
<b>TOTAL ALL OUTLETS<sup>2</sup></b>	<b>\$151,033,781</b>

<sup>1</sup> Primarily manufacturing and wholesale businesses.

<sup>2</sup> Items may not add to totals due to rounding.

Source: California State Board of Equalization, Research and Statistics Division.



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## **APPENDIX E**

### **SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS**

*The following is a brief summary of certain provisions of the Trust Agreement and the Thirty-Eighth Supplemental Agreement and is supplemental to the summary of other provisions of such documents elsewhere in this Supplemental Official Statement. This summary is not intended to be definitive and is qualified in its entirety by reference to the full text of the Trust Agreement and the Thirty-Eighth Supplemental Agreement. Copies of said documents are available from the LACMTA.*

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**APPENDIX F**  
**PROPOSED FORM OF BOND COUNSEL'S OPINION**

[Closing Date]

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## APPENDIX G

### FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Certificate”) is executed and delivered by the Los Angeles County Metropolitan Transportation Authority (the “Authority”) in connection with the issuance of its \$\_\_\_\_\_ Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “Series 2017-A Bonds”) and its \$\_\_\_\_\_ Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “Series 2017-B Bonds”, and collectively the “Series 2017 Bonds”) pursuant to the terms of the Agreement (as defined herein). The Authority covenants and agrees as follows:

#### **Section 1. Definitions.**

“*Agreement*” means, collectively, the Trust Agreement, dated as of July 1, 1986, as amended and supplemented, by and between the Authority (as successor to the Los Angeles County Transportation Commission) and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., successor by merger to First Interstate Bank of California), as trustee (the “*Trustee*”), and the Thirty-Eighth Supplemental Trust Agreement, dated as of [October] 1, 2017, by and between the Authority and the Trustee.

“*Annual Information*” means the information specified in Section 4 hereof.

“*EMMA System*” means the MSRB’s Electronic Municipal Market Access system or any successor nationally recognized municipal securities information repositories recognized by the Securities and Exchange Commission for the purposes referred to in Rule 15c2-12.

“*Holder*” means any registered owner of Series 2017 Bonds and any beneficial owner of Series 2017 Bonds within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

“*Listed Events*” means any of the events listed in Section 5 hereof.

“*MSRB*” means the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

“*Official Statement*” means the Official Statement, dated [\_\_\_\_], 2017, prepared and distributed in connection with the issuance of the Series 2017 Bonds.

“*Rule 15c2-12*” means Rule 15c2-12, as amended through the date of this Certificate, as promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

**Section 2. Purpose of the Certificate.** This Certificate is being executed and delivered by the Authority pursuant to Rule 15c2-12 for the benefit of the Holders of the Series 2017 Bonds in order to assist the participating underwriters in complying with Rule 15c2-12.

#### **Section 3. Provision of Annual Information.**

(a) The Authority shall, not later than 195 days following the end of each Fiscal Year of the Authority (which Fiscal Year currently ends on June 30), commencing with the report for Fiscal Year

2017, provide to the MSRB through the EMMA System, in an electronic format and accompanied by identifying information all as prescribed by the MSRB, the Annual Information relating to the immediately preceding Fiscal Year that is consistent with the requirements of Section 4 hereof, which Annual Information may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 hereof; provided that any audited financial statements may be submitted separately from the balance of the Annual Information and later than the date required above for the filing of the Annual Information if they are not available by that date. If the Fiscal Year for the Authority changes, the Authority shall give notice of such change in the same manner as for a Listed Event under Section 5(e) hereof.

(b) If in any year, the Authority does not provide the Annual Information to the MSRB by the time specified above, the Authority shall instead file a notice to the MSRB through the EMMA System stating that the Annual Information has not been timely completed and, if known, stating the date by which the Authority expects to file the Annual Information.

**Section 4. Content of Annual Information.** The Annual Information shall contain or incorporate by reference the following:

(a) The audited financial statements of the Authority for the prior Fiscal Year, prepared in accordance with generally accepted accounting principles as in effect from time to time and as applied to governmental units. If the Authority's audited financial statements are not available by the time the Annual Information is required to be filed pursuant to Section 3(a) hereof, the Annual Information shall contain unaudited financial statements and the audited financial statements shall be filed in the same manner as the Annual Information when they become available.

(b) Updated historical information of the type set forth in "TABLE 4—Historic Net Proposition A Sales Tax Revenues, Local Allocations and Pledged Revenues" of the Official Statement; and

(c) Updated information of the type set forth in "TABLE 9—Los Angeles County Metropolitan Transportation Authority, Combined Debt Service Schedule First Tier Senior Lien Series 2017 Bonds" of the Official Statement, but only the information in the columns entitled "Principal," "Interest" and "Total Debt Service" under the headings "Series 2017-A Bonds Debt Service" and "Series 2017-B Bonds Debt Service" and in the column entitled "Combined Total Debt Service First Tier Senior Lien Bonds" and only to the extent the information in these columns has changed.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the Authority or related public entities, that have been submitted to the MSRB through the EMMA System.

**Section 5. Reporting of Listed Events.**

(a) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2017 Bonds not later than ten business days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;

3.       Unscheduled draws on credit enhancements reflecting financial difficulties;
4.       Substitution of credit or liquidity providers, or their failure to perform;
5.       Adverse tax opinions with respect to the tax status of the Series 2017 Bonds or the issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB) with respect to the Series 2017 Bonds;
6.       Tender offers;
7.       Defeasances;
8.       Rating changes; or
9.       Bankruptcy, insolvency, receivership or similar event of the Authority.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Authority in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Authority, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Authority.

(b)       The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2017 Bonds, if material, not later than ten business days after the occurrence of the event:

1.       Unless described in paragraph 5(a)(5), adverse tax opinions or other material notices or determinations by the Internal Revenue Service with respect to the tax status of the Series 2017 Bonds or other material events affecting the tax status of the Series 2017 Bonds;
2.       Modifications to rights of the Owners of the Series 2017 Bonds;
3.       Optional, unscheduled or contingent bond calls;
4.       Release, substitution or sale of property securing repayment of the Series 2017 Bonds;
5.       Non-payment related defaults;
6.       The consummation of a merger, consolidation, or acquisition involving the Authority or the sale of all or substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or



7. Appointment of a successor or additional trustee or the change of name of a trustee.

(c) The Authority shall give, or cause to be given, in a timely manner, notice of a failure to provide the annual financial information on or before the date specified in Section 3(a) hereof, as provided in Section 3 hereof.

(d) Whenever the Authority obtains knowledge of the occurrence of a Listed Event described in Section 5(b) hereof, the Authority shall determine if such event would be material under applicable federal securities laws.

(e) If the Authority learns of an occurrence of a Listed Event described in Section 5(a) hereof, or determines that knowledge of a Listed Event described in Section 5(b) hereof would be material under applicable federal securities laws, the Authority shall within ten business days of occurrence file a notice of such occurrence with the MSRB through the EMMA System in electronic format, accompanied by such identifying information as is prescribed by the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(7) or (b)(3) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Series 2017 Bonds pursuant to the Agreement.

**Section 6. Remedies.** If the Authority shall fail to comply with any provision of this Certificate, then any Holder may enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding in law or in equity, this Certificate against the Authority and any of the officers, agents and employees of the Authority, and may compel the Authority or any such officers, agents or employees to perform and carry out their duties under this Certificate; provided that the sole and exclusive remedy for breach of this Certificate shall be an action to compel specific performance of the obligations of the Authority hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and, provided further, that any challenge to the adequacy of any information provided pursuant to Section 4 or 5 hereof may be brought only by the Holders of 25% in aggregate principal amount of the Series 2017 Bonds at the time outstanding. A failure by the Authority to comply with the provisions of this Certificate shall not constitute an Event of Default under the Agreement.

**Section 7. Parties in Interest.** This Certificate is executed and delivered solely for the benefit of the Holders. No other person shall have any right to enforce the provisions hereof or any other rights hereunder.

**Section 8. Amendment.** Without the consent of any Holders of Series 2017 Bonds, the Authority at any time and from time to time may enter into any amendments or changes to this Certificate for any of the following purposes:

(a) to comply with or conform to any changes in Rule 15c2-12 or any authoritative interpretations thereof by the Securities and Exchange Commission or its staff (whether required or optional);

(b) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;

(c) to evidence the succession of another person to the Authority and the assumption by any such successor of the covenants of the Authority hereunder;

(d) to add to the covenants of the Authority for the benefit of the Holders, or to surrender any right or power herein conferred upon the Authority; or

(e) to modify the contents, presentation and format of the Annual Information from time to time as a result of a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Authority, or type of business conducted; provided that (i) the certificate, as amended, would have complied with the requirements of Rule 15c2-12 at the time of the offering of the Series 2017 Bonds, after taking into account any amendments or authoritative interpretations of the Rule, as well as any change in circumstances; and (ii) the amendment or change does not materially impair the interests of Holders, as determined either by a party unaffiliated with the Authority (such as bond counsel), or by the vote or consent of Holders of a majority in outstanding principal amount of the Series 2017 Bonds on or prior to the time of such amendment or change.

**Section 9. Termination of Obligation.** This Certificate shall remain in full force and effect until such time as all principal of and interest on the Series 2017 Bonds shall have been paid in full or legally defeased pursuant to the Agreement. Upon any such legal defeasance, the Authority shall provide notice of such defeasance to the EMMA System. Such notice shall state whether the Series 2017 Bonds have been defeased to maturity or to redemption and the timing of such maturity or redemption.

**Section 10. Governing Law.** THIS CERTIFICATE SHALL BE GOVERNED BY THE LAWS OF CALIFORNIA DETERMINED WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAW.

IN WITNESS WHEREOF, the undersigned has executed this Continuing Disclosure Certificate this \_\_\_<sup>th</sup> day of October, 2017.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Donna R. Mills, Treasurer

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## APPENDIX H

### BOOK-ENTRY-ONLY SYSTEM

#### Introduction

*Unless otherwise noted, the information contained under the subcaption “—General” below has been provided by DTC. Further, LACMTA undertakes no responsibility for and makes no representations as to the accuracy or the completeness of the content of such material contained on DTC’s websites as described under “—General,” including, but not limited to, updates of such information or links to other Internet sites accessed through the aforementioned websites. The beneficial owners of the Series 2017 Bonds should confirm the following information with DTC, the Direct Participants or the Indirect Participants.*

NEITHER LACMTA NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (A) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT; (B) ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO THE OWNERS OF THE SERIES 2017 BONDS UNDER THE AGREEMENT, (C) THE SELECTION BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY PERSON TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF THE SERIES 2017 BONDS; (D) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT OF ANY AMOUNT WITH RESPECT TO THE OWNER OF THE SERIES 2017 BONDS; (E) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE OWNERS OF SERIES 2017 BONDS; OR (F) ANY OTHER MATTER REGARDING DTC.

#### General

DTC will act as securities depository for the Series 2017 Bonds. The Series 2017 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Bond certificate will be issued for each maturity of the Series 2017 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S.

securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of the Series 2017 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2017 Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2017 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2017 Bonds, except in the event that use of the book-entry system for the Series 2017 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2017 Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2017 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2017 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Series 2017 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2017 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2017 Bonds, such as redemptions, tenders, defaults and proposed amendments to the Bond documents. For example, Beneficial Owners of Series 2017 Bonds may wish to ascertain that the nominee holding the Series 2017 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

While the Series 2017 Bonds are in the book-entry-only system, redemption notices will be sent to DTC. If less than all of the Series 2017 Bonds of a maturity are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2017 Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to LACMTA as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Series 2017 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Series 2017 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit

Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from LACMTA or the Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or LACMTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of LACMTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2017 Bonds at any time by giving reasonable notice to LACMTA or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates representing the Series 2017 Bonds are required to be printed and delivered.

LACMTA may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, certificates representing the Series 2017 Bonds will be printed and delivered to DTC.

The information in this Appendix H concerning DTC and DTC's book-entry system has been obtained from sources that LACMTA believes to be reliable, but neither LACMTA nor the Underwriters take any responsibility for the accuracy thereof.

**BENEFICIAL OWNERS WILL NOT RECEIVE PHYSICAL DELIVERY OF SERIES 2017 BONDS AND WILL NOT BE RECOGNIZED BY THE TRUSTEE AS OWNERS THEREOF, AND BENEFICIAL OWNERS WILL BE PERMITTED TO EXERCISE THE RIGHTS OF OWNERS ONLY INDIRECTLY THROUGH DTC AND THE DTC PARTICIPANTS.**

In the event that the book-entry-only system is discontinued, payments of principal of and interest on the Series 2017 Bonds and payment of the maturity amount of the Series 2017 Bonds will be payable as described herein under the caption "DESCRIPTION OF THE SERIES 2017 BONDS—General."

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**APPENDIX I**  
**PROPOSED AMENDMENTS TO TRUST AGREEMENT**



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**THIRTY-EIGHTH SUPPLEMENTAL TRUST AGREEMENT**

by and between

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**

and

**THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,**  
as Trustee

relating to:

**§[PARA]**  
    Los Angeles County  
Metropolitan Transportation Authority  
Proposition A First Tier Senior  
Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)

**§[PARB]**  
    Los Angeles County  
Metropolitan Transportation Authority  
Proposition A First Tier Senior  
Sales Tax Revenue Refunding Bonds  
Series 2017-B

Dated as of October 1, 2017

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(Supplemental to the Trust Agreement dated as of July 1, 1986, as amended and supplemented)

# TABLE OF CONTENTS

Page

## ARTICLE I DEFINITIONS; AMENDMENTS

Section 1.01.	Definitions.....	2
Section 1.02.	Article and Section References.....	7
Section 1.03.	Interpretation of “Commission.”.....	7

## ARTICLE II THE SERIES 2017 BONDS

Section 2.01.	Designation of Series 2017 Bonds; Principal Amount; Purpose of Issue.....	7
Section 2.02.	Series 2017 Bonds Under the Agreement; Security; Parity; Form of Bonds .....	8
Section 2.03.	Payments of Principal and Interest; Persons Entitled Thereto.....	9
Section 2.04.	Optional Redemption of Series 2017-A Bonds .....	10
Section 2.05.	No Optional Redemption of Series 2017-B Bonds.....	10
Section 2.06.	Mandatory Sinking Fund Redemption of Series 2017-[A/B] Bonds.....	10
Section 2.07.	Selection of Series 2017-A Bonds to be Redeemed .....	11
Section 2.08.	Notice of Redemption .....	11

## ARTICLE III EXCHANGE OF SERIES 2017 BONDS; BOOK-ENTRY BONDS

Section 3.01.	Exchange of Series 2017 Bonds .....	13
Section 3.02.	Book-Entry Bonds .....	13
Section 3.03.	Transfers Outside Book-Entry System .....	15
Section 3.04.	Bond Register.....	15

## ARTICLE IV APPLICATION OF PROCEEDS AND PAYMENT OF SERIES 2017 BONDS

Section 4.01.	Series 2017 Bonds; Application of Proceeds.....	16
Section 4.02.	Sources of Payment of Series 2017 Bonds .....	17

## ARTICLE V CREATION OF FUNDS, ACCOUNTS AND SUBACCOUNTS; USE OF DEBT SERVICE FUND

Section 5.01.	Establishment and Application of the Series 2017-A Construction Account.....	17
Section 5.02.	Creation of Series 2017 Costs of Issuance Fund, Payment of Costs of Issuance.....	18
Section 5.03.	Creation of Series 2017-A Commercial Paper Notes Retirement Account .....	19
Section 5.04.	Creation of Series 2017 Bond Interest Subaccount in Bond Interest Account of the Debt Service Fund.....	19

Section 5.05.	Creation of Series 2017 Bond Principal Subaccount in Bond Principal Account of the Debt Service Fund.....	19
Section 5.06.	Creation of Series 2017 Reserve Account in the Reserve Fund .....	20

**ARTICLE VI  
TAX COVENANTS**

Section 6.01.	Rebate Fund .....	20
Section 6.02.	Tax Covenants .....	21

**ARTICLE VII  
MISCELLANEOUS**

Section 7.01.	Trustee’s Agents .....	22
Section 7.02.	Notices .....	22
Section 7.03.	Investments .....	23
Section 7.04.	Compliance with Act of 1998.....	23
Section 7.05.	Continuing Disclosure .....	23
Section 7.06.	Limitation of Rights .....	23
Section 7.07.	Severability .....	24
Section 7.08.	Payments or Actions Occurring on Nonbusiness Days .....	24
Section 7.09.	Governing Law .....	24
Section 7.10.	Captions .....	24
Section 7.11.	Counterparts .....	24
Section 7.12.	Effectiveness of Remainder of Agreement .....	24
Section 7.13.	Owners of Series 2017 Bonds Deemed to Consent to Amendments to Agreement.....	24

EXHIBIT A	FORM OF SERIES 2017 BOND
EXHIBIT B	DEBT SERVICE SCHEDULES
EXHIBIT C	SERIES 2017-A PROJECTS
EXHIBIT D	REFUNDED COMMERCIAL PAPER NOTES RETIREMENT SCHEDULE
EXHIBIT E	REFUNDED BONDS
EXHIBIT F	FORM OF SERIES 2017-A CONSTRUCTION ACCOUNT REQUISITION
EXHIBIT G	PRIOR OUTSTANDING SENIOR LIEN BONDS
EXHIBIT H	PRIOR SUPPLEMENTAL AGREEMENTS

**THIRTY-EIGHTH SUPPLEMENTAL TRUST AGREEMENT**

providing for

§[PARA]  
Los Angeles County  
Metropolitan Transportation Authority  
Proposition A First Tier Senior  
Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)

§[PARB]  
Los Angeles County  
Metropolitan Transportation Authority  
Proposition A First Tier Senior  
Sales Tax Revenue Refunding Bonds  
Series 2017-B

**THIS THIRTY-EIGHTH SUPPLEMENTAL TRUST AGREEMENT** (this “*Thirty-Eighth Supplemental Agreement*”) dated as of October 1, 2017 is made by and between the **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY** (the “*Authority*”), the successor agency to the Southern California Rapid Transit District (the “*District*”) and **THE LOS ANGELES COUNTY TRANSPORTATION COMMISSION** (the “*Commission*”), duly organized and existing pursuant to Chapter 2, Division 12 of the California Public Utilities Code (commencing with Section 130050.2) (the “*Authority Act*”), and **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**, a national banking association organized and existing under the laws of the United States of America, as trustee (the “*Trustee*”), and supplements that Trust Agreement dated as of July 1, 1986, as heretofore amended and supplemented, which is by and between the Commission and First Interstate Bank of California, predecessor in interest to the Trustee (the “*Agreement*”);

**WITNESSETH:**

WHEREAS, Section 130051.13 of the Authority Act provides that the Authority shall succeed to any or all of the powers, duties, rights, obligations, liabilities, indebtedness, bonded and otherwise, immunities and exemptions of the District and the Commission; and

WHEREAS, Sections 2.09 and 2.10 of the Agreement provide for the issuance of Bonds, including Refunding Bonds, and Section 10.02 of the Agreement provides for the execution and delivery of a Supplemental Agreement; and

WHEREAS, the Authority previously issued its Second Subordinate Sales Tax Revenue Commercial Paper Notes, Series A pursuant to the Subordinate Agreement (as hereinafter defined), which are outstanding in the aggregate principal amount of \$[\_\_\_\_\_] (the “*Commercial Paper Notes*”);

WHEREAS, the Authority previously issued its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B (the “*Series 2011-B Bonds*”), which are currently outstanding in the aggregate principal amount of \$91,110,000, and which were issued in accordance with the Agreement and the Thirty-First Supplemental Trust Agreement (as hereinafter defined); and

WHEREAS, the Authority now for the purposes of financing the Series 2017-A Project (as hereinafter defined), refunding \$[123,693,000] aggregate principal amount of outstanding Commercial Paper Notes (the “*Refunded Commercial Paper Notes*”), and refunding [all/a portion] of the outstanding Series 2011-B Bonds (the “*Refunded Bonds*”), by execution and delivery of this Thirty-Eighth Supplemental Agreement and in compliance with the provisions of the Agreement, sets forth the terms of its \$[PARA] Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “*Series 2017-A Bonds*”), and \$[PARB] Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “*Series 2017-B Bonds*,” and together with the Series 2017-A Bonds, the “*Series 2017 Bonds*”), provides for the deposit and use of the proceeds of the Series 2017 Bonds and makes other provisions relating to the Series 2017 Bonds; and

NOW, THEREFORE, the Authority and the Trustee, each in consideration of the representations, warranties, covenants and agreements of the other as set forth herein, mutually represent, warrant, covenant and agree as follows:

## ARTICLE I

### DEFINITIONS; AMENDMENTS

**Section 1.01. Definitions.** The following definitions shall apply to terms used in this Thirty-Eighth Supplemental Agreement unless the context clearly requires otherwise. Capitalized terms not otherwise defined in this Section 1.01 or elsewhere in this Thirty-Eighth Supplemental Agreement shall have the same meanings as set forth in the Agreement.

“*Act of 1998*” means the Metropolitan Transportation Authority (MTA) Reform and Accountability Act of 1998, as approved by the voters of the County of Los Angeles on November 3, 1998.

“*Agreement*” means the Trust Agreement dated as of July 1, 1986, between the Authority and the Trustee under which the Series 2017 Bonds are authorized and secured, together with all amendments and supplements thereto.

“*Authorized Denominations*” means, with respect to the Series 2017 Bonds, \$5,000 or any integral multiple thereof.

“*Beneficial Owner*” means, whenever used with respect to a Series 2017 Bond, the person in whose name such Series 2017 Bond is recorded as the beneficial owner of such Series 2017 Bond by a Participant on the records of such Participant or such person’s subrogee.

“*Book-Entry Bonds*” means the Series 2017 Bonds held by DTC (or its nominee) as the registered owner thereof pursuant to the terms and provisions of Section 3.02 hereof.

“*Business Day*” means any day other than (a) a Saturday or Sunday; or (b) a day on which commercial banks in New York, New York or Los Angeles, California are authorized or required by law to close.

“*Commercial Paper Notes*” means the Authority’s Second Subordinate Sales Tax Revenue Commercial Paper Notes, Series A, which are issued from time to time pursuant to the Subordinate Agreement.

“*Construction Fund*” has the meaning provided for such term in the Agreement.

“*Costs of Issuance*” means all costs and expenses incurred by the Authority in connection with the issuance of the Series 2017 Bonds, including, but not limited to, costs and expenses of printing and copying documents and the Series 2017 Bonds and the fees, costs and expenses of rating agencies, the Trustee, bond counsel, disclosure counsel, verification agents, accountants, financial advisors and other consultants and the premium for the reserve fund surety bond insurance, if any.

“*DTC*” means The Depository Trust Company, a limited-purpose trust company organized under the laws of the State of New York, and its successors and assigns.

“*Escrow Agent*” means The Bank of New York Mellon Trust Company, N.A., as escrow agent under the Escrow Agreement, and its successors.

“*Escrow Agreement*” means the Escrow Agreement, dated October [\_\_\_], 2017, by and among the Authority, the Trustee and the Escrow Agent.

“*Escrow Fund*” means the fund held by the Escrow Agent under the terms of the Escrow Agreement, which fund is established and held for the purpose of providing for the redemption of the Refunded Bonds.

“*General Account of the Bank Payment Fund*” means the fund of such name created pursuant to the Subordinate Agreement.

“*Holder*” or “*Bondholder*” or “*Owner*” means the registered owner of any Series 2017 Bond, including DTC or its nominee as the sole registered owner of Book-Entry Bonds.

“*Interest Payment Date*” means each January 1 and July 1, commencing July 1, 2018, the dates upon which interest on the Series 2017 Bonds is due and payable.

“*Moody’s*” means Moody’s Investors Service Inc., its successors and assigns, and, if such corporation shall for any reason no longer perform the functions of a nationally recognized statistical rating organization, “*Moody’s*” shall be deemed to refer to any other nationally recognized statistical rating organization designated by the Authority, other than S&P.

“*Opinion of Bond Counsel*” means a written opinion of a law firm of recognized national standing in the field of public finance selected by the Authority.

“*Outstanding*” means, when used with reference to Series 2017 Bonds, all Series 2017 Bonds which have been authenticated and delivered by the Trustee under the Agreement and this Thirty-Eighth Supplemental Agreement, except:

(a) Series 2017 Bonds cancelled or purchased by the Trustee for cancellation or delivered to or acquired by the Trustee for cancellation and, in all cases, with the intent to extinguish the debt represented thereby;

(b) Series 2017 Bonds deemed to be paid in accordance with Article VII of the Agreement;

(c) Series 2017 Bonds in lieu of which other Series 2017 Bonds have been authenticated under Sections 2.05 and 2.06 of the Agreement;

(d) Series 2017 Bonds that have become due (at maturity or on redemption, acceleration or otherwise) and for the payment of which sufficient moneys, including interest accrued to the due date, are held by the Trustee or a Paying Agent; and

(e) for purposes of any consent or other action to be taken by the holders of a specified percentage of Series 2017 Bonds under the Agreement, any Series 2017 Bonds held by or for the account of the Authority or by any person controlling, controlled by or under common control with the Authority, unless such Series 2017 Bonds are pledged to secure a debt to an unrelated party, in which case such Series 2017 Bonds shall, for purposes of consents and other Bondholder action, be deemed to be outstanding and owned by the party to which such Series 2017 Bonds are pledged.

“*Participant*” means the participants of DTC which include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations.

“*Prior Outstanding Senior Lien Bonds*” has the meaning given such term in Exhibit G attached hereto.

“*Prior Supplemental Agreements*” has the meaning given such term in Exhibit H attached hereto.

“*Rebate Requirements*” means the Rebate Requirements, as defined in the Tax Certificate.

“*Record Date*” means a Regular Record Date or a Special Record Date.

“*Refunded Bonds*” means the Series 2011-B Bonds being advance refunded and defeased with a portion of the proceeds of the Series 2017-B Bonds, as set forth in Exhibit E attached hereto.

“*Refunded Commercial Paper Notes*” means \$[123,693,000] aggregate principal amount of the Commercial Paper Notes being current refunded with a portion of the proceeds of the Series 2017-A Bonds, as set forth in Exhibit D attached hereto.

“*Registrar*” means, for purposes of this Thirty-Eighth Supplemental Agreement, the Trustee.

“*Regular Record Date*” means for a January 1 Interest Payment Date the immediately preceding December 15, and for a July 1 Interest Payment Date the immediately preceding June 15, whether or not a Business Day

“*Representation Letter*” means the Blanket Letter of Representations from the Authority to DTC.

“*Reserve Fund*” has the meaning provided for such term in the Agreement.

“*S&P*” means S&P Global Ratings, a division of Standard & Poor’s Financial Services LLC, its successors and assigns, and, if such company shall for any reason no longer perform the functions of a nationally recognized statistical rating organization, “*S&P*” shall be deemed to refer to any other nationally recognized statistical rating organization designated by the Authority, other than Moody’s.

“*Securities Depositories*” means The Depository Trust Company, 55 Water Street, New York, New York 10041, Telephone: (212) 855-1000, Facsimile: (212) 855-7320, or, in accordance with then-current guidelines of the Securities and Exchange Commission, such other addresses and/or such other securities depositories as the Authority may designate in a certificate of the Authority delivered to the Trustee.

“*Series 2011-B Bonds*” means the \$91,110,000 original principal amount of Bonds issued under the Agreement and the Thirty-First Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B.”

[“*Series 2011 Bond Interest Subaccount*” has the meaning provided for such term in the Thirty-First Supplemental Agreement.]

[“*Series 2011 Reserve Account*” has the meaning provided for such term in the Thirty-First Supplemental Agreement.]

“*Series 2017 Bond Interest Subaccount*” means the subaccount of that name established within the Bond Interest Account of the Debt Service Fund pursuant to Section 5.04 hereof.

“*Series 2017 Bond Principal Subaccount*” means the subaccount of that name established within the Bond Principal Account of the Debt Service Fund pursuant to Section 5.05 hereof.

“*Series 2017 Bonds*” means, collectively, the Series 2017-A Bonds and the Series 2017-B Bonds.

“*Series 2017 Costs of Issuance Fund*” means the fund of that name established under and pursuant to Section 5.02 hereof.

“*Series 2017 Rebate Fund*” means the fund of that name established under and pursuant to Section 6.01 hereof.



“*Series 2017 Reserve Account*” means the account of that name established in the Reserve Fund under and pursuant to Section 5.06 hereof.

“*Series 2017-A Bonds*” means the \$[PARA] original principal amount of Bonds issued under the Agreement and this Thirty-Eighth Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds).”

“*Series 2017-A Commercial Paper Notes Retirement Fund*” means the fund of that name established pursuant to Section 5.03 hereof, which fund is established and held for the purpose of providing for the payment of the principal of the Refunded Commercial Paper Notes.

“*Series 2017-A Construction Account*” means the account of that name established in the Construction Fund under and pursuant to Section 5.01 hereof.

“*Series 2017-A Projects*” means the capital projects described in the Tax Certificate and Exhibit F attached hereto to be financed with a portion of the proceeds of the Series 2017-A Bonds, or such other capital projects as the Authority determines to finance with a portion of the proceeds of the Series 2017-A Bonds consistent with the Agreement and the Tax Certificate.

“*Series 2017-A Term Bonds*” means the Series 2017-A Bonds maturing on July 1, 20[\_\_\_].

“*Series 2017-B Bonds*” means the \$[PARB] original principal amount of Bonds issued under the Agreement and this Thirty-Eighth Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B.”

“*Special Record Date*” means the date and time established by the Trustee for determination of which Owner shall be entitled to receive overdue interest on the Series 2017 Bonds pursuant to Section 2.03(b)(iii) hereof.

“*Subordinate Agreement*” means the Subordinate Trust Agreement, dated as of January 1, 1991, by and between the Authority and the Subordinate Trustee, as amended and supplemented from time to time.

“*Subordinate Trustee*” means U.S. Bank National Association, as successor to BankAmerica Trust Company, as successor to Security Pacific National Trust Company (New York).

“*Tax Certificate*” means the Tax Compliance Certificate, dated October [\_\_\_], 2017, executed and delivered by the Authority with respect to the issuance and delivery of the Series 2017 Bonds, as the same may be amended or supplemented in accordance with its terms.

“*Thirty-Eighth Supplemental Agreement*” means this Thirty-Eighth Supplemental Trust Agreement, dated as of October 1, 2017, by and between the Authority and the Trustee, which includes the terms of the Series 2017 Bonds.

“*Thirty-First Supplemental Agreement*” means the Thirty-First Supplemental Trust Agreement, dated as of October 1, 2011, by and between the Authority and the Trustee, which includes the terms of the Series 2011-B Bonds.

“*Thirty-Seventh Supplemental Agreement*” means the Thirty-Seventh Supplemental Trust Agreement, dated as of March 1, 2016, by and between the Authority and the Trustee, which includes certain amendments to the Agreement.

“*Trustee*” means The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A. as successor by merger to First Interstate Bank of California, as trustee under the Agreement, and its successors.

**Section 1.02. Article and Section References.** Except as otherwise indicated, references to Articles and Sections are to Articles and Sections of this Thirty-Eighth Supplemental Agreement.

**Section 1.03. Interpretation of “Commission.”** From and after April 1, 1993, all references to “Commission” in the Agreement, excepting any such reference in the Eleventh Supplemental Agreement and the Twelfth Supplemental Agreement, shall be deemed to refer to the Authority and all references to the Los Angeles County Transportation Commission, excepting any such reference in the Eleventh Supplemental Agreement and the Twelfth Supplemental Agreement, shall be deemed to refer to the Los Angeles County Metropolitan Transportation Authority, unless the context indicates otherwise.

## ARTICLE II

### THE SERIES 2017 BONDS

**Section 2.01. Designation of Series 2017 Bonds; Principal Amount; Purpose of Issue.** The Series 2017 Bonds authorized to be issued under the Agreement and this Thirty-Eighth Supplemental Agreement shall be (a) designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017–A (Green Bonds),” and issued in the original principal amount of \$[PARA], and (b) designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B,” and issued in the original principal amount of \$[PARB].

The Series 2017-A Bonds are being issued for the purposes of providing funds to pay the costs of the Series 2017-A Projects, to refund the Refunded Commercial Paper Notes, [to make a deposit to the Series 2017 Reserve Account] and to pay the Costs of Issuance allocable to the Series 2017-A Bonds. The Series 2017-B Bonds are being issued for the purposes of providing funds to advance refund and defease the Refunded Bonds, [to make a deposit to the Series 2017 Reserve Account] and to pay the Costs of Issuance allocable to the Series 2017-B Bonds.

**Section 2.02. Series 2017 Bonds Under the Agreement; Security; Parity; Form of Bonds.**

(a) The Series 2017 Bonds are issued under and subject to the terms of the Agreement and are secured by and payable from the Pledged Revenues in accordance with the terms of the Agreement. The Series 2017 Bonds are payable under the Agreement from the Pledged Revenues on a parity with the Prior Outstanding Senior Lien Bonds.

(b) The Series 2017 Bonds shall be issued in registered form only in Authorized Denominations and shall be numbered in such manner as the Trustee determines. The Series 2017 Bonds shall be in substantially the form set forth in Exhibit A hereto, which form is incorporated herein by reference.

(c) Interest on the Series 2017 Bonds shall be paid on each Interest Payment Date and shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

(d) The Series 2017-A Bonds shall, upon initial issuance, be dated October [\_\_\_], 2017 and shall mature on the dates and in the amounts and bear interest at the annual rates set forth in the following schedule.

<u>July 1 of the Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
	\$	%

(e) The Series 2017-B Bonds shall, upon initial issuance, be dated October [\_\_\_], 2017 and shall mature on the dates and in the amounts and bear interest at the annual rates set forth in the following schedule.

<u>July 1 of the Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
	\$	%

**Section 2.03. Payments of Principal and Interest; Persons Entitled Thereto.**

(a) The principal of each Series 2017 Bond shall be payable when due, upon surrender of such Series 2017 Bond to the Trustee at its principal office, or such other place as designated by the Trustee, by check, provided that any Owner of \$1,000,000 or more in aggregate principal amount of the Series 2017 Bonds may, upon written request given to the Trustee at least 15 days prior to the maturity date designating an account in a domestic bank, be paid by wire transfer of immediately available funds; provided further, however, that while the Series 2017 Bonds are Book-Entry Bonds, payment of principal of the Book-Entry Bonds shall be made as provided in Section 3.02 hereof. Such payments shall be made to the Owner of the Series 2017 Bond so surrendered, as shown on the registration books maintained by the Registrar on the date of payment.

(b) (i) Each Series 2017 Bond shall bear interest (A) from the date of authentication, if authenticated on an Interest Payment Date to which interest has been paid or duly provided for in full, or (B) from the last preceding Interest Payment Date to which interest has been paid or duly provided for in full (or from October [\_\_\_], 2017, if no interest thereon has been paid or duly provided for), or (C) from the next succeeding Interest Payment Date if the date of authentication is after the Record Date and before the next succeeding Interest Payment Date.

(ii) Subject to the provisions of subparagraph (iii) below, the interest due on any Series 2017 Bond on any Interest Payment Date shall be paid to the Owner of such Series 2017 Bond as shown on the registration books kept by the Registrar as of the Regular Record Date.

(iii) If the available funds under this Thirty-Eighth Supplemental Agreement are insufficient on any Interest Payment Date to pay the interest then due, the Regular Record Date shall no longer be applicable with respect to the Series 2017 Bonds. If funds for the payment of such overdue interest thereafter become available, the Trustee shall immediately establish a special interest payment date for the payment of the overdue interest and a “*Special Record Date*” (which shall be a Business Day) for determining the Owners entitled to such payments. Notice of such date so established shall be sent by Mail by the

Trustee to each Owner at least ten days prior to the Special Record Date, but not more than 30 days prior to the special interest payment date. The overdue interest shall be paid on the special interest payment date to the Owners, as shown on the registration books kept by the Registrar as of the close of business on the Special Record Date.

(iv) All payments of interest on the Series 2017 Bonds shall be paid to the persons entitled thereto pursuant to subsection (b)(ii) above by check and sent by mail on the Interest Payment Date, provided that any Owner of \$1,000,000 or more in aggregate principal amount of the Series 2017 Bonds may, upon written request given to the Trustee at least 15 days prior to an Interest Payment Date designating an account in a domestic bank, be paid by wire transfer of immediately available funds; provided, however, that while the Series 2017 Bonds are Book-Entry Bonds, payment of interest on Book-Entry Bonds shall be made as provided in Section 3.02 hereof.

(c) The debt service schedules for each Series of the Series 2017 Bonds are attached hereto as Exhibit B.

**Section 2.04. Optional Redemption of Series 2017-A Bonds.** The Series 2017-A Bonds maturing on or before July 1, 20[\_\_\_] are not subject to optional redemption. The Series 2017-A Bonds maturing on and after July 1, 20[\_\_\_] are subject to redemption at the option of the Authority, in whole or in part, in Authorized Denominations, on any date on or after July 1, 20[\_\_\_] from any moneys that may be provided for such purpose, at a redemption price of 100% of the principal amount of such Series 2017-A Bonds so redeemed, together with accrued interest, if any, to the redemption date, without premium.

**Section 2.05. No Optional Redemption of Series 2017-B Bonds.** The Series 2017-B Bonds are not subject to optional redemption prior to maturity.

**Section 2.06. Mandatory Sinking Fund Redemption of Series 2017-[A/B] Bonds.**

(a) The Series 2017-[A/B] Bonds maturing on July 1, 20[\_\_\_] are subject to mandatory sinking fund redemption in the amount of the principal thereof, without premium, plus accrued interest thereon to the redemption date, from amounts in the Bond Principal Account of the Debt Service Fund to be paid in the years and amounts set forth below:

<b>Redemption Date</b>	<b>Principal Amount</b>
<b>(July 1)</b>	

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\*Final Maturity

(b) If some but not all of the Series 2017-A Term Bonds have been redeemed pursuant to Section 2.04 hereof, the total amount of all sinking account payments shall be reduced by the aggregate principal amount of the Series 2017-A Term Bonds so redeemed to be allocated among such sinking account payments as determined by the Authority (notice of which determination shall be given by the Authority to the Trustee).

(c) At the option of the Authority, to be exercised by delivery of a written certificate to the Trustee on or before the sixtieth (60th) day next preceding any mandatory sinking fund redemption date, it may (i) deliver to the Trustee for cancellation any Series 2017-[A/B] Term Bonds or portions thereof (in Authorized Denominations) purchased in the open market or otherwise acquired by the Authority or (b) specify a principal amount of such Series 2017-[A/B] Term Bonds or portions thereof (in Authorized Denominations) which prior to said date have been purchased and previously cancelled by the Trustee at the request of the Authority and not theretofore applied as a credit against any mandatory sinking fund redemption requirement. Each such Series 2017-[A/B] Term Bond or portion thereof so delivered or previously redeemed shall be credited by the Trustee at 100% of the principal amount of such Series 2017-[A/B] Term Bond against the obligation of the Authority on such mandatory sinking fund redemption date.

**Section 2.07. Selection of Series 2017-A Bonds to be Redeemed.** The Series 2017-A Bonds are subject to redemption in such order of maturity date and interest rate [(except Series 2017-[A/B] Term Bonds redeemed pursuant to Section 2.06 hereof)] as the Authority may direct and by lot, selected in such manner as the Trustee shall deem appropriate within a maturity and interest rate, provided that for so long as the book-entry system described in Section 3.02 hereof is being used, the interests of the Participants in the particular Series 2017-A Bonds or portions thereof to be redeemed within a maturity and interest rate shall be selected by lot by DTC in such manner as DTC and the Participants may determine.

Upon surrender of a Series 2017-A Bond to be redeemed, in part only, the Trustee will authenticate for the holder a new Series 2017-A Bond or Series 2017-A Bonds of the same maturity and interest rate equal in principal amount to the unredeemed portion of the 2017 Bond surrendered.

**Section 2.08. Notice of Redemption.** If the Authority wishes that any Series 2017-A Bonds be redeemed pursuant to the optional redemption provisions set forth in this Thirty-Eighth Supplemental Agreement, the Authority will notify the Trustee of the applicable provision, the redemption date, the principal amount of Series 2017-A Bonds to be redeemed and other necessary particulars. The Authority will give notice to the Trustee at least thirty (30) days before the redemption date, provided that the Trustee may, at its option, waive such notice or accept notice at a later date. The Trustee shall give notice of redemption [(whether pursuant to the optional or mandatory redemption provisions herein)] to Bondholders affected by such redemption as provided in Section 3.03 of the Agreement and the Trustee shall, at least twenty (20) days but not more than sixty (60) days before each redemption, send such notice of redemption by first-class mail (or, with respect to Series 2017 Bonds held by DTC, either via electronic means or by an express delivery service for delivery on the next following Business

Day) to each Owner of a Series 2017 Bond to be redeemed; each such notice shall be sent to the Owner's registered address.

In addition to the notice described in the foregoing paragraph, on the same day as the date of the mailing required by the preceding paragraph, such redemption notice shall be given to each of the Securities Depositories by (a) registered or certified mail, postage prepaid, (b) telephonically confirmed facsimile transmission, (c) overnight delivery service, or (d) such other means acceptable to the Securities Depositories (including, but not limited to, electronically).

Each notice of redemption shall include the information required by Section 3.03 of the Agreement and shall specify the Series 2017 Bonds to be redeemed, the date of issue, the maturity date and the interest rate applicable to the Series 2017 Bonds to be redeemed, if less than all Series 2017 Bonds of a maturity and interest rate are called for redemption the numbers of the Series 2017 Bonds and the CUSIP number assigned to the Series 2017 Bonds to be redeemed, the principal amount to be redeemed, the Trustee's name, that payment will be made upon presentation and surrender of the Series 2017 Bonds to be redeemed, that interest, if any, accrued to the date fixed for redemption and not paid will be paid as specified in said notice, and that on and after said date interest thereon will cease to accrue.

The Authority may provide that, if at the time of mailing of notice of an optional redemption there shall not have been deposited with the Trustee moneys sufficient to redeem all the Series 2017-A Bonds called for redemption, such notice may state that it is conditional, that is, subject to the deposit of the redemption moneys with the Trustee not later than the opening of business one (1) Business Day prior to the scheduled redemption date, and such notice shall be of no effect unless such moneys are so deposited. In the event sufficient moneys are not on deposit on the required date, then the redemption shall be canceled and on such cancellation date notice shall be mailed to the holders of such Series 2017-A Bonds, to be redeemed in the manner provided in this Section.

Failure to give any required notice of redemption or any defect therein as to any particular Series 2017 Bonds will not affect the validity of the call for redemption of any Series 2017 Bonds in respect of which no failure occurs. Any notice sent as provided herein will be conclusively presumed to have been given whether or not actually received by the addressee.

If any Series 2017 Bonds are at the time of redemption not Book-Entry Bonds, then the following additional requirements shall apply to any notice of redemption:

- (i) at least two (2) days before the date of the mailing required by the first paragraph of this subsection, such redemption notice shall be given by (A) registered or certified mail, postage prepaid; (B) telephonically confirmed facsimile transmission; (C) overnight delivery service, or (D) through electronic means, to the following securities depository:

The Depository Trust Company  
55 Water Street  
New York, NY 10041-0099  
Attention: Call Notification Department  
Facsimile: (212) 855-7232

(ii) such redemption notice shall be given by (A) registered or certified mail, postage prepaid, (B) overnight delivery service, or (C) through electronic means, to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access system and to any other Information Services.

Failure to give the notice described in the immediately preceding paragraph or any defect therein shall not in any manner affect the redemption of any Series 2017 Bond.

### ARTICLE III

#### EXCHANGE OF SERIES 2017 BONDS; BOOK-ENTRY BONDS

**Section 3.01. Exchange of Series 2017 Bonds.** Subject to Section 3.02 hereof, Series 2017 Bonds which are delivered to the Registrar for exchange may be exchanged for an equal total principal amount of Series 2017 Bonds of the same maturity and tenor. The Trustee shall require the payment by the Holder requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange as a condition precedent to the exercise of such privilege. The cost of printing the Series 2017 Bonds and any services rendered or expenses incurred by the Trustee in connection with any exchange shall be paid by the Authority.

The Registrar will not, however, be required to exchange any such Series 2017 Bond during the period beginning at the close of business on a Record Date and ending on an Interest Payment Date.

#### **Section 3.02. Book-Entry Bonds.**

(a) Except as provided in Section 3.02(c), the registered owner of all of the Series 2017 Bonds shall be DTC and the Series 2017 Bonds shall be registered in the name of Cede & Co., as nominee for DTC. Payment of principal and redemption price of and interest on any Series 2017 Bonds registered in the name of Cede & Co. shall be made by wire transfer of New York clearing house or equivalent next day funds or by wire transfer of same day funds to the account of Cede & Co. at the address indicated on the regular Record Date or special record date for Cede & Co. in the resignation books of the Registrar.

(b) The Series 2017 Bonds shall be initially issued in the form of separate single authenticated fully registered certificates for each separate Series and stated maturity and interest rate of the Series 2017 Bonds. Upon initial issuance, the ownership of such Series 2017 Bonds shall be registered in the registration books of the Registrar in the name of Cede & Co., as nominee of DTC. The Trustee, the Registrar and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the Series 2017 Bonds registered in its name for the purposes of payment of the principal and



redemption price of or interest on the Series 2017 Bonds, giving any notice permitted or required to be given to Bondholders under the Agreement or this Thirty-Eighth Supplemental Agreement, registering the transfer of Series 2017 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever, and neither the Trustee, the Registrar nor the Authority shall be affected by any notice to the contrary. Neither the Trustee, the Registrar nor the Authority shall have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Series 2017 Bonds under or through DTC or any Participant, or any other person which is not shown on the registration books as being a Bondholder, with respect to the accuracy of any records maintained by DTC or any Participant; the payment by DTC or any Participant of any amount in respect of the principal and redemption price of or interest on the Series 2017 Bonds; any notice which is permitted or required to be given to Bondholders under the Agreement; any consent given or other action taken by DTC as Bondholder; or any other purpose. The Trustee shall pay all principal and redemption price of and interest on the Series 2017 Bonds only to or “upon the order of” DTC (as that term is used in the Uniform Commercial Code as adopted in the State of California), and all such payments shall be valid and effective to fully satisfy and discharge the Authority’s obligations with respect to the principal and redemption price of and interest on the Series 2017 Bonds to the extent of the sum or sums so paid. No person other than DTC shall receive an authenticated Series 2017 Bond evidencing the obligation of the Authority to make payments of principal and redemption price and interest pursuant to the Agreement. Upon delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions herein with respect to Record Dates, the word “Cede & Co.” in this Thirty-Eighth Supplemental Agreement shall refer to such new nominee of DTC.

(c) In the event the Authority determines that it is in the best interest of the Beneficial Owners that they be able to obtain bond certificates, and notifies DTC, the Trustee and the Registrar of such determination, then DTC will notify the Participants of the availability through DTC of bond certificates. In such event, the Trustee shall authenticate and the Registrar shall transfer and exchange bond certificates as requested by DTC and any other Bondholders in appropriate amounts. DTC may determine to discontinue providing its services with respect to the Series 2017 Bonds at any time by giving notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the Authority and the Trustee shall be obligated to deliver bond certificates as described in this Thirty-Eighth Supplemental Agreement. In the event Bond certificates are issued, the provisions of the Agreement and this Thirty-Eighth Supplemental Agreement shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal and redemption price of and interest on such certificates. Whenever DTC requests the Authority and the Trustee to do so, the Trustee and the Authority will cooperate with DTC in taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the Series 2017 Bonds to any Participant having Series 2017 Bonds credited to its DTC account or (ii) to arrange for another securities depository to maintain custody of certificates evidencing the Series 2017 Bonds.

(d) Notwithstanding any other provision of the Agreement and this Thirty-Eighth Supplemental Agreement to the contrary, so long as any Series 2017 Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal and redemption price of and interest on such Series 2017 Bond and all notices with respect to such Series 2017 Bond shall be made and given, respectively, to DTC as provided in the Representation Letter.

(e) In connection with any notice or other communication to be provided to Bondholders pursuant to the Agreement and this Thirty-Eighth Supplemental Agreement by the Authority or the Trustee with respect to any consent or other action to be taken by Bondholders, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent possible. Notice to DTC shall be given only when DTC is the sole Bondholder.

NEITHER THE AUTHORITY NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS WITH RESPECT TO: THE PAYMENT BY DTC, ANY PARTICIPANT OR ANY INDIRECT PARTICIPANT OF THE PRINCIPAL AND REDEMPTION PRICE OF OR INTEREST ON THE SERIES 2017 BONDS; THE PROVIDING OF NOTICE TO PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS; THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY PARTICIPANT OR ANY INDIRECT PARTICIPANT; OR ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS OWNER OF THE SERIES 2017 BONDS.

**Section 3.03. Transfers Outside Book-Entry System.** In the event (a) the Securities Depository determines not to continue to act as securities depository for the Series 2017 Bonds, or (b) the Authority determines that the Securities Depository shall no longer so act, and delivers a written certificate to the Trustee and the Securities Depository to that effect, then the Authority will discontinue the book entry system with the Securities Depository. If the Authority determines to replace the Securities Depository with another qualified securities depository, the Authority shall prepare or direct the preparation of a new, single, separate, fully registered certificate for each of the maturities and interest rates of the Series 2017 Bonds, registered in the name of such successor or substitute qualified securities depository or its nominee or make such other arrangement acceptable to the Authority and the Securities Depository as are not inconsistent with the terms of the Agreement or this Thirty-Eighth Supplemental Agreement. If the Authority fails to identify another qualified securities depository to replace the Securities Depository, then the Series 2017 Bonds shall no longer be restricted to being registered in the Register in the name of the nominee, but shall be registered in such authorized denominations and names as the Securities Depository shall designate in accordance with the provisions of this Article III.

**Section 3.04. Bond Register.** The Trustee shall keep or cause to be kept at its corporate trust office in Los Angeles, California, or such other place as designated by the Trustee, sufficient books for the registration of, and registration of transfer of, the Series 2017 Bonds, which Bond Register shall at all times during regular business hours be open to inspection by the Authority. Upon presentation for registration of transfer, the Trustee shall, as provided herein

and under such reasonable regulations as it may prescribe subject to the provisions hereof, register or register the transfer of the Series 2017 Bonds, or cause the same to be registered or cause the registration of the same to be transferred, on such Bond Register.

#### ARTICLE IV

#### APPLICATION OF PROCEEDS AND PAYMENT OF SERIES 2017 BONDS

##### Section 4.01. Series 2017 Bonds; Application of Proceeds.

(a) The proceeds of the sale of the Series 2017-A Bonds received by the Trustee on the date of delivery of the Series 2017-A Bonds in the amount of \$[\_\_\_\_\_] (such amount representing the par amount of the Series 2017-A Bonds of \$[PARA], [plus/minus] [a/an] [net] original issue [premium/discount] in the amount of \$[\_\_\_\_\_] , less an underwriters' discount in the amount of \$[\_\_\_\_\_] ) shall be deposited or used by the Trustee as follows:

(i) \$[\_\_\_\_\_] shall be deposited to the Series 2017-A Construction Account;

(ii) \$[\_\_\_\_\_] shall be deposited to the Series 2017-A Commercial Paper Notes Retirement Fund;

(iii) \$[\_\_\_\_\_] shall be deposited to the Series 2017 Reserve Account; and

(iv) \$[\_\_\_\_\_] shall be deposited into the Series 2017 Costs of Issuance Fund (which amount is net of the underwriters' discount in the amount of \$[\_\_\_\_\_] ).

(b) The proceeds of the sale of the Series 2017-B Bonds received by the Trustee on the date of delivery of the Series 2017-B Bonds in the amount of \$[\_\_\_\_\_] (such amount representing the par amount of the Series 2017-B Bonds of \$[PARB], [plus/minus] [a/an] [net] original issue [premium/discount] in the amount of \$[\_\_\_\_\_] , less an underwriters' discount in the amount of \$[\_\_\_\_\_] ) shall be deposited or used by the Trustee as follows:

(i) \$[\_\_\_\_\_] shall be deposited to the Escrow Fund; and

(ii) \$[\_\_\_\_\_] shall be deposited into the Series 2017 Costs of Issuance Fund (which amount is net of the underwriters' discount in the amount of \$[\_\_\_\_\_] ).

[Additionally, on the date of delivery of the Series 2017-B Bonds, the Authority hereby instructs the Trustee to, and the Trustee shall, transfer (i) \$[\_\_\_\_\_] from the Series 2011 Bond Interest Subaccount to the Escrow Fund, and (ii) \$[\_\_\_\_\_] from the Series 2011 Reserve Account to the Escrow Fund.]

(c) The Trustee may, in its discretion, establish a temporary fund or account on its books and records to facilitate such transfers.

(d) Because the amendments to the Agreement set forth in Article III of the Thirtieth Supplemental Agreement were effective prior to the date of execution and delivery of this Thirty-Eighth Supplemental Agreement, in calculating the Reserve Fund Requirement, the Authority and the Trustee are taking into consideration the Reserve Fund Insurance Policy issued by Assured Guaranty Municipal Corp. (as successor to Financial Security Assurance Inc.) currently on deposit in the Reserve Fund.

(e) In calculating the Reserve Fund Requirement, the Authority and the Trustee are not taking into consideration the Reserve Fund Insurance Policy originally issued by Financial Guaranty Insurance Company (which was novated by National Public Finance Guarantee Corporation) currently on deposit in the Reserve Fund.

**Section 4.02. Sources of Payment of Series 2017 Bonds.** The Series 2017 Bonds shall be secured by a parity lien on, and are payable from, the Pledged Revenues as provided in the Agreement. The Authority may, but is not obligated to, provide for payment of principal of and interest on the Series 2017 Bonds from any other source or from any other funds of the Authority.

## ARTICLE V

### CREATION OF FUNDS, ACCOUNTS AND SUBACCOUNTS; USE OF DEBT SERVICE FUND

**Section 5.01. Establishment and Application of the Series 2017-A Construction Account.** There is hereby created within the Construction Fund a separate account designated as the “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A Construction Account” (the “*Series 2017-A Construction Account*”). As provided in Section 4.01(a)(i) hereof, at the time of issuance of the Series 2017-A Bonds, a portion of the proceeds of the Series 2017-A Bonds shall be deposited into the Series 2017-A Construction Account. The moneys in the Series 2017-A Construction Account shall be used and withdrawn to pay Costs of the Series 2017-A Projects.

Before any payment from the Series 2017-A Construction Account shall be made by the Trustee, the Authority shall file or cause to be filed with the Trustee a Requisition of the Authority, such Requisition to be in substantially such form as is set forth in Exhibit F hereto. Each such Requisition shall be numbered sequentially and shall include: (a) the item number of such payment; (b) the name and address of the person to whom each such payment is due, which may be the Authority in the case of reimbursement for costs theretofore paid by the Authority; (c) the respective amounts to be paid; (d) the purpose by general classification for which each obligation to be paid was incurred; (e) a certification from the Authority that the obligations in the stated amounts have been incurred by the Authority and are presently due and payable and that each item thereof is a proper charge against the Series 2017-A Construction Account and has not been previously paid from said account; and (f) a certification from the Authority, that, to the

best of the Authority's knowledge, no Event of Default has occurred and is continuing under the Agreement.

Each such written requisition of the Authority shall be sufficient evidence to the Trustee of the facts stated therein and the Trustee shall have no duty to confirm the accuracy of such facts.

When the Authority determines that the Series 2017-A Projects have been completed, a Certificate of the Authority shall be delivered to the Trustee by the Authority stating: (i) the fact and date of such completion; (ii) that all of the costs thereof have been determined and paid (or that all of such costs have been paid less specified claims that are subject to dispute and for which a retention in the Series 2017-A Construction Account is to be maintained in the full amount of such claims until such dispute is resolved); and (iii) that the Trustee is to transfer the remaining balance in the Series 2017-A Construction Account, less the amount of any such retention, to the Series 2017 Bond Principal Subaccount and used to pay principal of the Series 2017-A Bonds.

**Section 5.02. Creation of Series 2017 Costs of Issuance Fund, Payment of Costs of Issuance.** There is hereby created the "Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017 Costs of Issuance Fund" (the "*Series 2017 Costs of Issuance Fund*"), which shall be held by the Trustee as provided in the Agreement and this Thirty-Eighth Supplemental Agreement, and all moneys and securities in such fund shall be pledged to secure the Series 2017 Bonds. As provided in Sections 4.01(a)(iv) and 4.01(b)(ii) hereof, at the time of issuance of the Series 2017 Bonds, a portion of the proceeds of each Series of the Series 2017 Bonds shall be deposited into the Series 2017 Costs of Issuance Fund. Funds on deposit in the Series 2017 Costs of Issuance Fund shall be used to pay or to reimburse the Authority for the payment of Costs of Issuance. Amounts in the Series 2017 Costs of Issuance Fund shall be disbursed by the Trustee upon written requisition executed by an Authorized Authority Representative. Each such requisition shall state:

- (a) the requisition number;
- (b) the amount to be paid to the Authority or to its designee and the method of payment;
- (c) that each item to be paid with the requisitioned funds represents either incurred or due and payable Costs of Issuance which constitute costs of the Project as permitted by the Act;
- (d) that such Costs of Issuance have not been paid from other funds withdrawn from the Series 2017 Costs of Issuance Fund; and
- (e) to the best of the signatory's knowledge, no Event of Default has occurred and is continuing under the Agreement or any Supplemental Agreement thereto.

Each such written requisition of the Authority shall be sufficient evidence to the Trustee of the facts stated therein and the Trustee shall have no duty to confirm the accuracy of such facts.

Upon the earlier of (i) 180 days from the delivery date of the Series 2017 Bonds; or (ii) at such time as the Authority delivers to the Trustee written notice that all Costs of Issuance have been paid or otherwise notifies the Trustee in writing that no additional amounts from the Series 2017 Costs of Issuance Fund will be needed to pay Costs of Issuance, the Trustee shall transfer all amounts then remaining in the Series 2017 Costs of Issuance Fund as follows; (a) amounts allocable to the Series 2017-A Bonds shall be transferred to the Series 2017-A Construction Account; and (b) amounts allocable to the Series 2017-B Bonds shall be transferred to the Series 2017 Bond Interest Subaccount and used to pay interest due on the Series 2017-B Bonds. At such time as no amounts remain in the Series 2017 Costs of Issuance Fund, such fund shall be closed.

**Section 5.03. Creation of Series 2017-A Commercial Paper Notes Retirement Account.** There is hereby created within the Construction Fund a separate account to be designated as the “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A Commercial Paper Notes Retirement Account (the “*Series 2017-A Commercial Paper Notes Retirement Account*”). As provided in Section 4.01(a)(ii) hereof, at the time of the sale and issuance of the Series 2017-A Bonds, a portion of the proceeds of the Series 2017-A Bonds shall be deposited in the Series 2017-A Commercial Paper Notes Retirement Account. The Trustee shall transfer to the Subordinate Trustee funds in the Series 2017-A Commercial Paper Notes Retirement Account in sufficient time to repay the principal of the Refunded Commercial Paper Notes on the dates and in the amounts set forth in Exhibit D attached hereto. The Trustee shall instruct the Subordinate Trustee to deposit such funds into the General Account of the Bank Payment Fund established under the Subordinate Agreement.

The Trustee shall make all transfers from the Series 2017-A Commercial Paper Notes Retirement Account to the Subordinate Trustee in accordance with the following wire instructions:

US BANK TRUST NA  
ABA # [\_\_\_\_\_] ]  
A/C # [\_\_\_\_\_] ]  
A/C NAME: U.S. BANK TRUST  
ATTN: [\_\_\_\_\_] ]  
REF: LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION  
AUTHORITY SECOND SUBORDINATE SALES TAX REVENUE  
COMMERCIAL PAPER NOTES

**Section 5.04. Creation of Series 2017 Bond Interest Subaccount in Bond Interest Account of the Debt Service Fund.** There is hereby created within the Bond Interest Account of the Debt Service Fund a separate subaccount to be designated as the Series 2017 Bond Interest Subaccount of the Bond Interest Account (the “*Series 2017 Bond Interest Subaccount*”). Amounts in the Series 2017 Bond Interest Subaccount will be disbursed to pay interest on the Series 2017 Bonds pursuant to the Agreement and this Thirty-Eighth Supplemental Agreement.

**Section 5.05. Creation of Series 2017 Bond Principal Subaccount in Bond Principal Account of the Debt Service Fund.** There is hereby created within the Bond Principal Account

of the Debt Service Fund a separate subaccount to be designated as the Series 2017 Bond Principal Subaccount of the Bond Principal Account (the “*Series 2017 Bond Principal Subaccount*”). Amounts in the Series 2017 Bond Principal Subaccount will be disbursed to pay the respective principal of the Series 2017 Bonds pursuant to the Agreement and this Thirty-Eighth Supplemental Agreement.

**Section 5.06. Creation of Series 2017 Reserve Account in the Reserve Fund.** There is hereby created within the Reserve Fund a separate account to be designated as the Series 2017 Account of the Reserve Fund (the “*Series 2017 Reserve Account*”). The Series 2017 Reserve Account shall be established for purposes of calculating and accounting for the amount of earnings upon the portion of the Reserve Fund related to the Series 2017 Bonds for rebate purposes as set forth in the Tax Certificate, but for all other purposes shall be held, invested and used as an integral part of the Reserve Fund as provided in Sections 4.04 and 4.06 of the Agreement and shall be available to make payments on the Bonds as if no separate Account had been created. In the event a Surety Bond is on deposit in the Reserve Fund, the Trustee is hereby directed to credit the Series 2017 Reserve Account with the portion of any Surety Bond allocable thereto. Notwithstanding anything in the Agreement to the contrary, (a) all interest earnings on amounts in, or allocable to, the Series 2017 Reserve Account of the Reserve Fund shall be transferred on or before each Interest Payment Date to the Series 2017 Bond Interest Subaccount; provided, that such transfer shall be made only to the extent that amounts remaining in the Reserve Fund will not be less than the Reserve Fund Requirement for all Bonds Outstanding; and (b) in the event amounts, other than interest earnings, in the Reserve Fund exceed the Reserve Fund Requirement for all Bonds Outstanding, the portion of such excess relating to the Series 2017 Bonds shall be released to the Authority to be used for any lawful purpose of the Authority, subject to receipt of a written opinion of Bond Counsel to the effect that such release and disposition of funds will not cause the interest on the Series 2017 Bonds to become includable in gross income for federal income tax purposes.

## ARTICLE VI

### TAX COVENANTS

#### **Section 6.01. Rebate Fund.**

(a) The Authority hereby agrees that it will instruct the Trustee to establish and maintain a fund, if necessary, separate from any other fund established and maintained hereunder designated as the “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017 Rebate Fund” (the “*Series 2017 Rebate Fund*”), which will be funded if so required under the Tax Certificate and Section 6.02 hereof, and amounts in the Series 2017 Rebate Fund will be held and disbursed in accordance with the terms and requirements of the Tax Certificate and Section 6.02 hereof. The Trustee shall not be required to create and establish the Series 2017 Rebate Fund until the Authority gives written instruction to the Trustee to do so. Subject to the transfer provisions provided in paragraph (d) below, all money at any time deposited in the Series 2017 Rebate Fund, if created, shall be held by the Trustee for the account of the Authority in trust, to the extent required to pay the Rebate Requirement, for payment to the federal government of the

United States of America, and neither the Trustee nor any Owner of Series 2017 Bonds shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Series 2017 Rebate Fund shall be governed by this Thirty-Eighth Supplemental Agreement and by the Tax Certificate (which is incorporated herein by reference). The Authority hereby covenants to comply with the directions contained in the Tax Certificate and the Trustee hereby covenants to comply with all written instructions of the Authority delivered to the Trustee pursuant to the Tax Certificate (which instructions shall state the actual amounts to be deposited in or withdrawn from the Series 2017 Rebate Fund and shall not require the Trustee to make any calculations with respect thereto). The Trustee shall be deemed conclusively to have complied with the provisions of this Section 6.01(a) if it follows such instructions of the Authority, and the Trustee shall have no liability or responsibility to enforce compliance by the Authority with the terms of the Tax Certificate nor to make computations in connection therewith.

(b) Amounts shall be deposited in the Series 2017 Rebate Fund as provided in this Article VI and the Tax Certificate so that the balance of the amount on deposit thereto shall be equal to the Rebate Requirement. Computations of the Rebate Requirements shall be furnished by or on behalf of the Authority to the Trustee in accordance with the Tax Certificate and Section 6.02 hereof.

(c) The Trustee shall invest all amounts held in the Series 2017 Rebate Fund pursuant to written instructions of the Authority in accordance with Article VI of the Agreement, and subject to the restrictions set forth in the Tax Certificate and Section 6.02 hereof.

(d) Upon receipt of the instructions required to be delivered to the Trustee by the Tax Certificate, the Trustee shall remit part or all of the balances in the Series 2017 Rebate Fund to the federal government of the United States of America, as so directed. In addition, if such instructions so direct, the Trustee will deposit moneys into or transfer moneys out of the Series 2017 Rebate Fund from or into such accounts or funds. Any funds remaining in the Series 2017 Rebate Fund after payment of all of the Series 2017 Bonds and payment and satisfaction of the Rebate Requirements shall be withdrawn and remitted to the Authority in accordance with a request of the Authority.

(e) Notwithstanding any other provision of the Agreement and this Thirty-Eighth Supplemental Agreement, the obligation to pay the Rebate Requirements to the federal government of the United States of America and to comply with all other requirements of this Article VI and the Tax Certificate shall survive the defeasance or payment in full of the Series 2017 Bonds. The Authority shall retain all records with respect to the calculations and instructions required by this Section 6.01 for at least four years after the date on which the last of the principal of and interest on the Series 2017 Bonds has been paid.

**Section 6.02. Tax Covenants.** In order to maintain the exclusion from gross income of the interest on the Series 2017 Bonds for federal income tax purposes, the Authority shall make all calculations relating to any rebate of excess investment earnings on the proceeds of the Series 2017 Bonds due to the federal government of the United States in a reasonable and prudent



fashion and shall segregate and set aside the lawfully available amounts such calculations indicate may be required to be paid to the federal government of the United States, and otherwise shall at all times do and perform all acts and things within its power and authority necessary to comply with each applicable requirement of Section 103 and Sections 141 through 150 of the Internal Revenue Code of 1986, as amended (the “*Code*”). In furtherance of this covenant, the Authority agrees to comply with the Tax Certificate. The Trustee, by acceptance of its duties hereunder, agrees to comply with any instructions received from the Authority which the Authority indicates must be followed in order to comply with the Tax Certificate. The failure of the Authority to comply with the Tax Certificate, Section 6.01 hereof or this Section 6.02 shall be an Event of Default.

In the event that at any time the Authority is of the opinion that for purposes of this Section 6.02 it is necessary to restrict or limit the yield on the investment of any moneys held by the Trustee, the Authority shall so instruct the Trustee in writing, and the Trustee shall take such action as may be directed in accordance with such instructions.

Notwithstanding any provision of this Section 6.02 and Section 6.01 hereof, if the Authority shall receive an Opinion of Bond Counsel to the effect that any action required under this Section 6.02 and Section 6.01 hereof is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on the Series 2017 Bonds pursuant to Section 103 of the Code, the Authority and the Trustee may rely conclusively on such opinion in complying with the provisions hereof, and the covenants hereunder shall be deemed to be modified to that extent.

## ARTICLE VII

### MISCELLANEOUS

**Section 7.01. Trustee’s Agents.** The Trustee or the Authority (with written notice to the Trustee) may from time to time appoint other banks, trust companies or other financial institutions to perform functions described in this Thirty-Eighth Supplemental Agreement. Such agents may include, but shall not be limited to, authenticating agents and paying agents. Any reference in this Thirty-Eighth Supplemental Agreement to the Trustee shall also refer to any agent appointed by the Trustee or the Authority to such duty in addition to the Trustee or shall, instead, refer only to any agent appointed by the Trustee or the Authority to perform such duty in place of the Trustee.

**Section 7.02. Notices.**

(a) Any notice, request, direction, designation, consent, acknowledgment, certification, appointment, waiver or other communication required or permitted by this Thirty-Eighth Supplemental Agreement or the Series 2017 Bonds must be in writing except as expressly provided otherwise in this Thirty-Eighth Supplemental Agreement or the Series 2017 Bonds.

(b) Any notice or other communication, unless otherwise specified, shall be sufficiently given and deemed given when delivered by hand or mailed by first-class

mail, postage prepaid, addressed to the Authority or the Trustee at the addresses set forth below. Any addressee may designate additional or different addresses for purposes of this Section.

to the Authority: Los Angeles County Metropolitan Transportation Authority  
One Gateway Plaza  
Los Angeles, CA 90012  
Attention: Treasurer

to the Trustee: The Bank of New York Mellon Trust Company, N.A.  
400 South Hope Street, Suite 500  
Los Angeles, CA 90071  
Attention: Corporate Trust Department

(c) The Trustee or Authority, as appropriate, shall give written notice to Moody's and S&P if at any time (i) payment of principal and interest on the Series 2017 Bonds is accelerated pursuant to the provisions of Section 8.02 of the Agreement, (ii) a successor Trustee is appointed under the Agreement, or (iii) there is any amendment to the Agreement or this Thirty-Eighth Supplemental Agreement. Notice in the case of an event referred to in clause (iii) hereof shall include a copy of any such amendment. Notices sent to Moody's shall be addressed to Moody's Investors Service Inc., 7 World Trade Center, 250 Greenwich Street, New York, New York 10007, Attention: Public Finance Department, and notices sent to S&P shall be addressed to S&P Global Ratings, 55 Water Street, New York, New York 10041, or to such other address as Moody's or S&P, respectively, shall supply to the Trustee.

**Section 7.03. Investments.** Notwithstanding anything to the contrary in the Agreement, any moneys held by the Trustee in the funds and accounts created under this Thirty-Eighth Supplemental Agreement may be invested (a) in any investments permitted by the California Government Code; and (b) in any investment agreement, deposit agreement or any such other similar agreement as approved by any Authorized Authority Representative.

**Section 7.04. Compliance with Act of 1998.** The Authority hereby covenants to comply with and to carry out the provisions of the Act of 1998.

**Section 7.05. Continuing Disclosure.** The Authority hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate, dated the date of issuance and delivery of the Series 2017 Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Notwithstanding any other provision of this Thirty-Eighth Supplemental Agreement, failure of the Authority to comply with the Continuing Disclosure Certificate shall not be considered an Event of Default; however, any Bondholder may take such actions, as provided in the Continuing Disclosure Certificate, as may be necessary and appropriate to cause the Authority to comply with its obligations under the Continuing Disclosure Certificate.

**Section 7.06. Limitation of Rights.** Nothing expressed or implied in this Thirty-Eighth Supplemental Agreement or the Series 2017 Bonds shall give any person other than the Trustee,

the Authority and the Bondholders any right, remedy or claim under or with respect to this Thirty-Eighth Supplemental Agreement.

**Section 7.07. Severability.** If any provision of this Thirty-Eighth Supplemental Agreement shall be determined to be unenforceable, such determination shall not affect any other provision of this Thirty-Eighth Supplemental Agreement.

**Section 7.08. Payments or Actions Occurring on Nonbusiness Days.** If a payment date is not a Business Day at the place of payment or if any action required hereunder is required on a date that is not a Business Day, then payment may be made at that place on the next Business Day or such action may be taken on the next Business Day with the same effect as if payment were made on the action taken on the stated date, and no interest shall accrue for the intervening period.

**Section 7.09. Governing Law.** This Thirty-Eighth Supplemental Agreement shall be governed by and construed in accordance with the laws of the State.

**Section 7.10. Captions.** The captions in this Thirty-Eighth Supplemental Agreement are for convenience only and do not define or limit the scope or intent of any provisions or Sections of this Thirty-Eighth Supplemental Agreement.

**Section 7.11. Counterparts.** This Thirty-Eighth Supplemental Agreement may be signed in several counterparts. Each will be an original, but all of them together constitute the same instrument.

**Section 7.12. Effectiveness of Remainder of Agreement.** Except as otherwise amended herein, or in the Prior Supplemental Agreements, the Agreement shall remain in full force and effect.

**Section 7.13. Owners of Series 2017 Bonds Deemed to Consent to Amendments to Agreement.** All Owners and Beneficial Owners, by their purchase and acceptance of the Series 2017 Bonds, shall be deemed to have consented to the amendments to the Trust Agreement as set forth in Article VII of the Thirty-Seventh Supplemental Trust Agreement.

[Remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Thirty-Eighth Supplemental Trust Agreement by their officers thereunto duly authorized as of the day and year first written above.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Donna R. Mills, Treasurer

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., as Trustee

By \_\_\_\_\_  
Authorized Officer

[Signature page to Thirty-Eighth Supplemental Trust Agreement]

**EXHIBIT A**

**FORM OF SERIES 2017 BOND**

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the Los Angeles County Metropolitan Transportation Authority or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY  
PROPOSITION A FIRST TIER SENIOR  
SALES TAX REVENUE [REFUNDING] BOND  
SERIES 2017-[A/B]**

Neither the faith and credit nor the taxing power of the County of Los Angeles, the State of California or any public agency, other than the Los Angeles County Metropolitan Transportation Authority, to the extent of the Pledged Revenues, is pledged to the payment of the principal of or interest on this Bond.

No. R-\_\_\_\_ \$\_\_\_\_\_

<b>Interest Rate Per Annum</b>	<b>Maturity Date</b>	<b>Dated Date</b>	<b>CUSIP</b>
____%	July 1, 20__	October [____], 2017	54466H____

REGISTERED OWNER:

PRINCIPAL AMOUNT: \_\_\_\_\_ Dollars

The LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, a public entity, duly organized and existing under and pursuant to the laws of the State of California (the “Authority”), for value received, hereby promises to pay to the registered owner named above, or registered assigns, but solely from the sources hereinafter mentioned, on the Maturity Date specified above the Principal Amount shown above and to pay interest hereon, but solely from the sources hereinafter referred to, at the rate determined as herein provided (a) from the date of authentication, if authenticated on an Interest Payment Date to which interest has been paid or duly provided for in full, or (b) from the last preceding Interest Payment Date to which interest has been paid or duly provided for in full (or from the Dated Date specified above if no interest hereon has been paid or duly provided for), or (c) from the next succeeding Interest Payment Date if the date of authentication is after the Record Date and before the next succeeding Interest Payment Date, in each case, until the principal hereof has been paid or duly provided for. Each January 1 and July 1, commencing July 1, 2018 constitutes an Interest

Payment Date. The interest due on any Series 2017 Bond on any Interest Payment Date shall be paid to the Owner of such Series 2017 Bond as shown on the registration books kept by the Registrar as of the applicable Record Date. The principal of and interest on this Series 2017 Bond may be paid in lawful money of the United States of America. The principal of this Series 2017 Bond is payable to the registered owner hereof upon presentation and surrender hereof at the principal corporate trust office of The Bank of New York Mellon Trust Company, N.A., as trustee (together with any successor as trustee under the Trust Agreement (as defined below), the “Trustee”), in Los Angeles, California, or such other place as designated by the Trustee.

This Bond is one of a duly authorized issue of Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue [Refunding] Bonds, Series 2017-[A/B] (the “Series 2017-[A/B] Bonds”). This Bond is issued pursuant to a Trust Agreement, dated as of July 1, 1986, by and between the Los Angeles County Transportation Commission, predecessor to the Authority, and the Trustee, formerly known as The Bank of New York Trust Company, N.A., successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., as successor by merger to First Interstate Bank of California, providing for the issuance of the Bonds (as defined in the Trust Agreement), and a Thirty-Eighth Supplemental Trust Agreement, dated as of October 1, 2017 (the “Thirty-Eighth Supplemental Trust Agreement”), by and between the Authority and the Trustee, setting forth the terms and authorizing the issuance of the Series 2017-[A/B] Bonds (said Trust Agreement as amended and supplemented, including as amended and supplemented by the Thirty-Eighth Supplemental Trust Agreement, being the “Trust Agreement”). Said authorized issue of Bonds is limited in aggregate principal amount as provided in the Trust Agreement, and consists of one series of varying denominations, dates, maturities, interest rates and other provisions, as in said Trust Agreement provided, all issued and to be issued pursuant to the provisions of Section 130500 *et seq.* of the California Public Utilities Code (the “Act”). Reference is hereby made to the Trust Agreement and to the Act for a description of the terms on which the Series 2017-[A/B] Bonds are issued, the provisions with regard to the nature and extent of the Pledged Revenues (as that term is defined in the Trust Agreement), and the rights of the registered owners of the Series 2017-[A/B] Bonds. All the terms of the Trust Agreement and the Act are hereby incorporated herein and constitute a contract between the Authority and the registered owner from time to time of this Bond, and to all the provisions thereof the registered owner of this Bond, by its acceptance hereof, consents and agrees.

The Bonds authorized and issued under the provisions of the Trust Agreement, including the Series 2017-[A/B] Bonds, are secured by a first lien on and pledge of Pledged Revenues and the Authority has granted such pledge and first lien on the Pledged Revenues to secure the Bonds, including the Series 2017-[A/B] Bonds. The Authority may issue additional Bonds on a parity with the Series 2017-[A/B] Bonds as provided in the Trust Agreement. The Authority may, as provided in the Trust Agreement, create or permit to be created a charge or lien on the Pledged Revenues ranking junior and subordinate to the charge or lien of the Bonds, including the Series 2017-[A/B] Bonds, issued pursuant to the Trust Agreement.

The Series 2017-[A/B] Bonds are limited obligations of the Authority and are payable, both as to principal and interest, solely from a first lien on and pledged of the Pledged Revenues and certain other amounts held by the Trustee under the Trust Agreement. Other than Pledged Revenues and such other amounts, the general fund of the Authority is not liable, and neither the

credit nor taxing power of the Authority is not pledged, for the payment of the Series 2017-[A/B] Bonds or their interest.

This Bond shall be issued pursuant to a book-entry system administered by The Depository Trust Company (together with any successor thereto, "Securities Depository"). The book-entry system will evidence beneficial ownership of the Series 2017-[A/B] Bonds with transfers of ownership effected on the register held by the Securities Depository pursuant to rules and procedures established by the Securities Depository. So long as the book-entry system is in effect, transfer of principal, interest and premium payments, and provisions of notices or other communications, to Beneficial Owners of the Series 2017-[A/B] Bonds will be the responsibility of the Securities Depository as set forth in the Trust Agreement.

[The Series 2017-A Bonds maturing on or before July 1, 20[ ] are not subject to optional redemption. The Series 2017-A Bonds maturing on and after July 1, 20[ ] are subject to redemption at the option of the Authority, in whole or in part, in Authorized Denominations, on any date on or after July 1, 20[ ] from any moneys that may be provided for such purpose, at a redemption price of 100% of the principal amount of such Series 2017-A Bonds so redeemed, together with accrued interest, if any, to the redemption date, without premium.]

[The Series 2017-B Bonds are not subject to optional redemption prior to maturity.]

[The Series 2017-[A/B] Bonds maturing on July 1, 20[ ] will be subject to mandatory sinking fund redemption in part, by lot, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest thereon, on July 1 20[ ] and each July 1 thereafter, to and including July 1, 20[ ] in accordance with the terms of a mandatory sinking fund redemption schedule set forth in the Thirty-Eighth Supplemental Trust Agreement.]

The Trust Agreement requires that the Trustee, at least 20 days but not more than 60 days before each redemption, mail a notice of redemption by first-class mail (or, with respect to any Series 2017-[A/B] Bond held by DTC, by express delivery service for delivery on the next following Business Day) to each Owner of a Series 2017-[A/B] Bond to be redeemed and that each such notice be sent to the Owner's registered address. Any notice sent as provided in the Trust Agreement will be conclusively presumed to have been given whether or not actually received by the addressee. Notice having been given in the manner and under the conditions provided in the Trust Agreement and moneys for payment of the redemption price being held in trust to pay the redemption price, the Series 2017-[A/B] Bonds so called for redemption shall become and be due and payable on the redemption date, interest on such Series 2017-[A/B] Bonds shall cease to accrue, such Series 2017-[A/B] Bonds shall cease to be entitled to any lien, benefit or security under the Trust Agreement and the Owners of such Series 2017-[A/B] Bonds shall have no rights in respect thereof except to receive payment of the redemption price.

This Bond is transferable or exchangeable for other Authorized Denominations upon surrender of this Bond at the corporate trust office of the Trustee in Los Angeles, California, or such other place as designated by the Trustee, accompanied by written instrument or instruments of transfer or authorization for exchange, in form and with guaranty of signature satisfactory to the Authority and the Registrar, duly executed by the registered owner hereof or by his duly authorized attorney, but only in the manner, subject to the limitations and upon payment of the

charges provided in the Trust Agreement, and upon surrender and cancellation of this Bond. Upon such transfer or exchange a new fully registered Series 2017-[A/B] Bond or Series 2017-[A/B] Bonds without coupons, of Authorized Denomination or Authorized Denominations, of the same series, tenor, maturity and interest rate for the same aggregate principal amount will be issued to the registered owner or transferee in exchange herefor.

The Authority, the Trustee and any paying agent may deem and treat the registered owner hereof as the absolute owner hereof for all purposes, and the Authority, the Trustee and any paying agent shall not be affected by any notice to the contrary.

The rights and obligations of the Authority and of the holders and registered owners of the Bonds, including the Series 2017-[A/B] Bonds, may be modified or amended at any time in the manner, to the extent and upon the terms provided in the Trust Agreement, which provide, in certain circumstances, for modifications and amendments without the consent of or notice to the registered owners of the Series 2017-[A/B] Bonds.

It is hereby certified and recited that any and all acts, conditions and things required to exist, to happen and to be performed, precedent to and in the incurring of the indebtedness evidenced by this Bond, and in the issuing of this Bond, do exist, have happened and have been performed in due time, form and manner, as required by the Constitution and statutes of the State of California, and that this Bond, together with all other indebtedness of the Authority pertaining to the Pledged Revenues, is within every debt and other limit prescribed by the Constitution and the statutes of the State of California, and is not in excess of the amount of Bonds permitted to be issued under the Trust Agreement or the Act.

This Bond shall not be entitled to any benefit under the Trust Agreement, or become valid or obligatory for any purpose, until the certificate of authentication hereon endorsed shall have been manually signed by the Trustee.

All Owners and Beneficial Owners, by their purchase and acceptance of the Series 2017-[A/B] Bonds, shall be deemed to have consented to the amendments to the Trust Agreement as set forth in Article VII of the Thirty-Seventh Supplemental Trust Agreement.

Capitalized terms used in this Bond and not otherwise defined herein shall have the meanings given such terms in the Trust Agreement.

IN WITNESS WHEREOF, THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY has caused this Bond to be executed in its name and on its behalf by its \_\_\_\_\_ as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Title: \_\_\_\_\_



**CERTIFICATE OF AUTHENTICATION**

This Bond is one of the Proposition A First Tier Senior Sales Tax Revenue [Refunding] Bonds, Series 2017-[A/B] Bonds of the Los Angeles County Metropolitan Transportation Authority described in the within mentioned Trust Agreement.

Dated: \_\_\_\_\_, 20\_\_

THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Trustee

By \_\_\_\_\_  
Authorized Officer

**FORM OF ASSIGNMENT**

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers to

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(Please insert Social Security or Identification Number of Transferee)

---

(Please print or typewrite name and address, including zip code of Transferee)

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the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

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attorney to register the transfer of the within Bond on the books kept for registration thereof, all power of substitution in the premises.

Dated:

Signature Guaranteed:

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NOTICE: Signature guarantee shall be made by a guarantor institution participating in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

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NOTICE: The signature above must correspond with the name of the Owner as it appears upon the front of this Bond in every particular, without alteration or enlargement or any change whatsoever.

**EXHIBIT B**

**DEBT SERVICE SCHEDULES**

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)**

<b>Date</b>	<b>Principal</b>	<b>Interest</b>	<b>Total Principal and Interest</b>
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**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
Series 2017-B**

<u>Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Principal and Interest</u>
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**EXHIBIT C**  
**SERIES 2017-A PROJECTS**

The Series 2017-A Projects consist of:

**EXHIBIT D**

**REFUNDED BONDS**

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds  
Series 2011-B**

<b>Maturity Date (July 1)</b>	<b>Principal to be Redeemed</b>	<b>Redemption Price</b>	<b>Redemption Date</b>
2022	\$175,000	100%	July 1, 2021
2022	610,000	100	July 1, 2021
2022	43,665,000	100	July 1, 2021
2023	1,250,000	100	July 1, 2021
2023	500,000	100	July 1, 2021
2023	44,910,000	100	July 1, 2021

**EXHIBIT E**

**REFUNDED COMMERCIAL PAPER NOTES RETIREMENT SCHEDULE**

**EXHIBIT F**

**FORM OF SERIES 2017-A CONSTRUCTION ACCOUNT REQUISITION**

Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)

Requisition Number: \_\_\_\_\_

The undersigned Authorized Authority Representative of the Los Angeles County Metropolitan Transportation Authority (the "Authority"), hereby requests and certifies that:

(a) The Authority hereby requests The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), pursuant to that certain Trust Agreement, dated as of July 1, 1986, as amended and supplemented, including as supplemented by the Thirty-Eighth Supplemental Trust Agreement, dated as of October 1, 2017 (collectively, the "Trust Agreement"), between the Authority and the Trustee, to pay from the moneys in the Series 2017-A Construction Account established pursuant to the Trust Agreement, the amount shown on Schedule I attached hereto to the parties indicated thereon.

(b) The item numbers, names and addresses of the payees, the purpose by general classification for which the cost has been incurred, and the amount of the disbursement requested are itemized on Schedule I hereto.

(c) Each obligation listed in Schedule I hereto has been properly incurred by the Authority, is presently due and payable and is a proper charge against the Series 2017-A Construction Account. None of the items for which payment is requested has been reimbursed previously from the Series 2017-A Construction Account.

(d) To the best of the Authority's knowledge, no Event of Default has occurred and is continuing under the Trust Agreement.

Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Trust Agreement.

Date: \_\_\_\_\_

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Authorized Authority Representative



SCHEDULE I

<b>Item No.</b>	<b>Name and Address of Payee</b>	<b>Purpose</b>	<b>Amount</b>
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## EXHIBIT G

### PRIOR OUTSTANDING SENIOR LIEN BONDS

“Prior Outstanding Senior Lien Bonds” means and includes all of the following:

“*Series 2008-B Bonds*” means the \$26,075,000 original principal amount of Bonds issued under the Agreement and the Twenty-Eighth Supplemental Agreement (Series 2008-A/B) and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2008-B.”

“*Series 2009-A Bonds*” means the \$320,945,000 original principal amount of Bonds issued under the Agreement and the Twenty-Ninth Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2009-A.”

“*Series 2011-A Bonds*” means the \$144,000,000 original principal amount of Bonds issued under the Agreement and the Thirty-First Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-A.”

“*Series 2011-B Bonds*” means the \$91,110,000 original principal amount of Bonds issued under the Agreement and this Thirty-First Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B.”

“*Series 2012-A Bonds*” means the \$68,205,000 original principal amount of Bonds issued under the Agreement and the Thirty-Second Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2012-A.”

“*Series 2013-A Bonds*” means the \$248,395,000 original principal amount of Bonds issued under the Agreement and the Thirty-Third Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2013-A.”

“*Series 2014-A Bonds*” means the \$135,715,000 original principal amount of Bonds issued under the Agreement and the Thirty-Fifth Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2014-A.”

“*Series 2015-A Bonds*” means the \$26,480,000 original principal amount of Bonds issued under the Agreement and the Thirty-Sixth Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2015-A.”

“*Series 2016-A Bonds*” means the \$185,605,000 original principal amount of Bonds issued under the Agreement and the Thirty-Seventh Supplemental Agreement and designated as “Los Angeles County Metropolitan Transportation Authority Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2016-A.”

## EXHIBIT H

### PRIOR SUPPLEMENTAL AGREEMENTS

“Prior Supplemental Agreements” means and includes all of the following:

“*First Supplemental Agreement*” means the First Supplemental Trust Agreement dated as of July 1, 1986, by and between the Authority and the Trustee.

“*Second Supplemental Agreement*” means the Second Supplemental Trust Agreement dated as of May 1, 1987, by and between the Authority and the Trustee.

“*Third Supplemental Agreement*” means the Third Supplemental Trust Agreement dated as of May 1, 1988, by and between the Authority and the Trustee.

“*Fourth Supplemental Agreement*” means the Fourth Supplemental Trust Agreement dated as of January 1, 1989, by and between the Authority and the Trustee.

“*Fifth Supplemental Agreement*” means the Fifth Supplemental Trust Agreement dated as of December 1, 1990, by and between the Authority and the Trustee.

“*Sixth Supplemental Agreement*” means the Sixth Supplemental Trust Agreement dated as of January 1, 1991, by and between the Authority and the Trustee.

“*Seventh Supplemental Agreement*” means the Seventh Supplemental Trust Agreement dated as of June 1, 1991, by and between the Authority and the Trustee.

“*Eighth Supplemental Agreement*” means the Eighth Supplemental Trust Agreement dated as of December 1, 1991, by and between the Authority and the Trustee.

“*Ninth Supplemental Agreement*” means the Ninth Supplemental Trust Agreement dated as of December 20, 1991, by and between the Authority and the Trustee.

“*Tenth Supplemental Agreement*” means the Tenth Supplemental Trust Agreement dated as of June 1, 1992, by and between the Authority and the Trustee.

“*Eleventh Supplemental Agreement*” means the Eleventh Supplemental Trust Agreement dated as of April 15, 1993, by and between the Authority and the Trustee.

“*Twelfth Supplemental Agreement*” means the Twelfth Supplemental Trust Agreement dated as of September 1, 1993, by and between the Authority and the Trustee.

“*Thirteenth Supplemental Agreement*” means the Thirteenth Supplemental Trust Agreement dated as of January 1, 1994, by and between the Authority and the Trustee.

“*Fourteenth Supplemental Agreement*” means the Fourteenth Supplemental Trust Agreement dated as of June 1, 1996, by and between the Authority and the Trustee.

“*Fifteenth Supplemental Agreement*” means the Fifteenth Supplemental Trust Agreement dated as of June 1, 1996, by and between the Authority and the Trustee.

“*Sixteenth Supplemental Agreement*” means the Sixteenth Supplemental Trust Agreement dated as of June 1, 1997, by and between the Authority and the Trustee.

“*Seventeenth Supplemental Agreement*” means the Seventeenth Supplemental Trust Agreement dated as of February 1, 1998, by and between the Authority and the Trustee, which includes certain amendments to the Fourteenth Supplemental Agreement, the Fifteenth Supplemental Agreement and the Sixteenth Supplemental Agreement.

“*Eighteenth Supplemental Agreement*” means the Eighteenth Supplemental Trust Agreement dated as of April 1, 1999, by and between the Authority and the Trustee.

“*Nineteenth Supplemental Agreement*” means the Nineteenth Supplemental Trust Agreement dated as of April 1, 1999, by and between the Authority and the Trustee.

“*Twentieth Supplemental Agreement*” means the Twentieth Supplemental Trust Agreement dated as of May 1, 1999, by and between the Authority and the Trustee.

“*Twenty-First Supplemental Agreement*” means the Twenty-First Supplemental Trust Agreement dated as of March 15, 2001, by and between the Authority and the Trustee.

“*Twenty-Second Supplemental Agreement*” means the Twenty-Second Supplemental Trust Agreement dated as of April 1, 2002, by and between the Authority and the Trustee.

“*Twenty-Third Supplemental Agreement*” means the Twenty-Third Supplemental Trust Agreement dated as of April 1, 2003, by and between the Authority and the Trustee, which includes the terms of the Series 2003-A Bonds.

“*Twenty-Fourth Supplemental Agreement*” means the Twenty-Fourth Supplemental Trust Agreement dated as of June 1, 2003, by and between the Authority and the Trustee, which includes the terms of the Series 2003-B Bonds.

“*Twenty-Fifth Supplemental Agreement*” means the Twenty-Fifth Supplemental Trust Agreement dated as of July 1, 2005, by and between the Authority and the Trustee, which includes the terms of the Series 2005-A Bonds and the Series 2005-B Bonds.

“*Twenty-Sixth Supplemental Agreement*” means the Twenty-Sixth Supplemental Trust Agreement dated as of August 1, 2005, by and between the Authority and the Trustee.

“*Twenty-Seventh Supplemental Agreement*” means the Twenty-Seventh Supplemental Trust Agreement dated as of April 1, 2007, by and between the Authority and the Trustee, which includes the terms of the Series 2007-A Bonds.

“*Twenty-Eighth Supplemental Agreement (Pledge Agreement)*” means the Twenty-Eighth Supplemental Trust Agreement dated as of June 1, 2007, by and between the Authority and the Trustee.

“*Twenty-Eighth Supplemental Agreement (Series 2008-A/B)*” means the Amended and Restated Twenty-Eighth Supplemental Trust Agreement dated as of August 1, 2011, by and between the Authority and the Trustee, which includes the terms of the Series 2008-A Bonds and the Series 2008-B Bonds.

“*Twenty-Ninth Supplemental Agreement*” means the Twenty-Ninth Supplemental Trust Agreement dated as of October 1, 2009, by and between the Authority and the Trustee, which includes the terms of the Series 2009-A Bonds.

“*Thirtieth Supplemental Agreement*” means the Thirtieth Supplemental Trust Agreement dated as of August 1, 2011, by and between the Authority and the Trustee.

“*Thirty-First Supplemental Agreement*” means the Thirty-First Supplemental Trust Agreement dated as of October 1, 2011, by and between the Authority and the Trustee, which includes the terms of the Series 2011-A Bonds and the Series 2011-B Bonds.

“*Thirty-Second Supplemental Agreement*” means the Thirty-Second Supplemental Trust Agreement dated as of August 1, 2012, by and between the Authority and the Trustee, which includes the terms of the Series 2012-A Bonds.

“*Thirty-Third Supplemental Agreement*” means the Thirty-Third Supplemental Trust Agreement dated as of April 1, 2013, by and between the Authority and the Trustee, which includes the terms of the Series 2013-A Bonds.

“*Thirty-Fourth Supplemental Agreement*” means the Thirty-Fourth Supplemental Trust Agreement dated as of July 28, 2014, by and between the Authority and the Trustee, which amends certain terms of the Twenty-Eighth Supplemental Agreement (Series 2008-A/B).

“*Thirty-Fifth Supplemental Agreement*” means the Thirty-Fifth Supplemental Trust Agreement dated as of December 1, 2014, by and between the Authority and the Trustee, which includes the terms of the Series 2014-A Bonds.

“*Thirty-Sixth Supplemental Agreement*” means the Thirty-Sixth Supplemental Trust Agreement dated as of April 1, 2015, by and between the Authority and the Trustee, which includes the terms of the Series 2015-A Bonds.

“*Thirty-Seventh Supplemental Agreement*” means the Thirty-Seventh Supplemental Trust Agreement dated as of March 1, 2016, by and between the Authority and the Trustee, which includes the terms of the Series 2016-A Bonds.

**Board Report**

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**File #:** 2017-0571, **File Type:** Contract**Agenda Number:** 16.

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**FINANCE, BUDGET AND AUDIT COMMITTEE  
SEPTEMBER 20, 2017****SUBJECT: GROUP INSURANCE PLANS****ACTION: RENEW GROUP INSURANCE POLICIES****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to renew existing group insurance policies covering Non-Contract and AFSCME employees for the one-year period beginning January 1, 2018.

**ISSUE**

A comprehensive package of health resources provides existing employees a foundation to maintain or improve health, and helps to attract and retain qualified employees. Los Angeles County Metropolitan Transportation Authority (LACMTA), including the Public Transportation Services Corporation (PTSC), seeks to offer benefit plans that promote efficient use of health resources and are cost effective for the company and our employees.

**DISCUSSION**

The Non-Contract Group Insurance Plan, a flexible benefits program, was implemented in August 1994. Roughly 99% of the employees covered by the benefit plans are PTSC employees. On an annual basis, employees are encouraged to review their enrollment and may choose medical, dental, vision, supplemental life, long-term disability, and accidental death and dismemberment plans that meet their needs. Alternatively, employees may opt to waive medical and/or dental coverage and receive a taxable cash benefit, provided proof of other medical coverage is submitted and the employee does not obtain subsidized coverage from an exchange. Employees may also participate in the flexible spending accounts, a vehicle to pay for certain out-of-pocket healthcare and dependent care expenses on a pre-tax basis.

The overall premium increase for calendar year 2018 is 6.8%. This reflects \$1.36 million in negotiated reductions from the initial renewal quotes. The recommended medical, dental, and vision premiums are shown on Attachment A. As previously established by the Chief Executive Officer, Non-Contract and AFSCME employees contribute 10% of the actual premium for each medical and dental plan selected. The monthly employee contributions are shown in Attachment B.

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## **DETERMINATION OF SAFETY IMPACT**

Approval of this item will have no impact on safety.

## **FINANCIAL IMPACT**

Funding for the Non-contract and AFSCME group insurance plans is included in each department's FY18 budget and on the balance sheet for accrued retiree medical liabilities. Based on the current employee participation by plan, estimated employer costs of \$50.1 million, an increase of \$3.2 million over 2017, are expected to be within the adopted budget of \$68.0 million.

The following recommendation is within the adopted budget and no additional funding will be required. Effective January 1, 2018, the categories for contingent workers have been redefined to specify number of work hours and/or term of assignment. The Affordable Care Act requires employers to provide affordable health care to all employees who work, or are reasonably expected to work, an average of 30 hours or more per week. Transportation Associates (Entry Level Trainee Program) currently enrolled in a medical plan will be grandfathered in that enrollment. Effective January 1, 2018, newly hired Transportation Associates and other temporary employees who work 30 hours per week or more will be offered enrollment in the existing Kaiser medical plan.

Implementation of the 40% excise tax (Cadillac Tax), a part of Health Care Reform, has been postponed from 2018 to 2020. The Cadillac Tax is intended to be assessed on the cost of coverage for health plans that exceed an annual limit, currently set at \$10,200 for individual coverage and \$27,500 for family coverage. For fully-insured plans like ours, the excise tax is the responsibility of the insurance carrier, though it is anticipated that carriers may pass these costs back to the employer. However, since the excise tax does not take effect until 2020, we will continue to monitor regulatory requirements and evaluate our plan provisions such as copays, out-of-pocket maximums and other features in order to mitigate exposure to the excise tax.

## **ALTERNATIVES CONSIDERED**

With the favorable renewal on the plans for 2018, the postponement of the Excise Tax until 2020, and the general uncertainty over healthcare at this time, it is recommended that the current plan designs be renewed, thereby avoiding provider access/disruption for 2018.

The Board could decide to self-insure and self-administer health benefits. However, this is not recommended due to the resources required to establish the medical expertise and operational infrastructure required to review and process claims as well as the liability that would be assumed.

## **NEXT STEPS**

- Conduct annual open enrollment for Non Contract and AFSCME employees during November 2017.
- Implement elections effective January 1, 2018.



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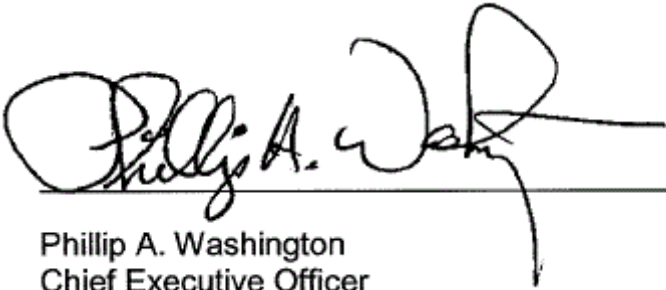
**ATTACHMENTS**

Attachment A - Monthly Premium Rates

Attachment B - Monthly Employee Contributions

Prepared by: Jan Olsen, Director, Pension & Benefits (213) 922-7151  
Avis Gibson, Executive Officer, Employee & Labor Relations and Pension and  
Benefits (213) 418-3235

Reviewed by: Joanne Peterson, Chief Executive Officer, Human Capital & Development (213)  
418-3088



Phillip A. Washington  
Chief Executive Officer

## Proposed Monthly Premium Rates

Provider	Coverage Option	CY 2017	CY 2018	%Change	Est # of Employees (1/1/18)
Blue Cross (PPO)	Single	\$1,186.53	\$1,277.89	7.70%	212
	Couple	\$2,388.45	\$2,572.36	7.70%	217
	Family	\$3,203.59	\$3,450.27	7.70%	280
Blue Cross (HMO)	Single	\$795.45	\$795.45	0.00%	87
	Couple	\$1,670.44	\$1,670.44	0.00%	68
	Family	\$2,386.19	\$2,386.19	0.00%	175
Kaiser (HMO)	Single	\$610.89	\$683.20	11.85%	309
	Couple	\$1,221.78	\$1,366.41	11.85%	231
	Family	\$1,728.81	\$1,933.47	11.85%	431
Delta Dental (PPO)	Single	\$57.20	\$57.20	0.00%	445
	Couple	\$99.41	\$99.41	0.00%	578
	Family	\$149.37	\$149.37	0.00%	676
DeltaCare (DHMO)	Single	\$20.21	\$20.21	0.00%	90
	Couple	\$36.71	\$36.71	0.00%	59
	Family	\$54.32	\$54.32	0.00%	131
Dental Health Services (DHMO)	Single	\$16.82	\$16.82	0.00%	80
	Couple	\$32.60	\$32.60	0.00%	64
	Family	\$49.15	\$49.15	0.00%	117
Vision Service Plan	Single	\$10.15	\$10.15	0.00%	325
	Couple	\$14.68	\$14.68	0.00%	396
	Family	\$26.30	\$26.30	0.00%	480
Voluntary Waiver of Coverage:*					
	Medical	\$235.00	\$251.00	6.8%	137
	Dental	\$34.00	\$36.00	6.8%	103
* Waiver of Medical coverage requires proof of alternative coverage.					

## Proposed Monthly Employee Contributions

<b>Provider</b>	<b>Coverage Option</b>	<b>NC &amp; AFSCME Employee Contribution (Current)</b>	<b>NC &amp; AFSCME Employee Contribution (Proposed) Effective 1/1/18</b>	<b>Change</b>
Blue Cross (PPO)	Single	\$119.00	\$128.00	\$9.00
	Couple	\$239.00	\$257.00	\$18.00
	Family	\$320.00	\$345.00	\$25.00
Blue Cross (HMO)	Single	\$80.00	\$80.00	\$0.00
	Couple	\$167.00	\$167.00	\$0.00
	Family	\$239.00	\$239.00	\$0.00
Kaiser (HMO)	Single	\$61.00	\$68.00	\$7.00
	Couple	\$122.00	\$137.00	\$15.00
	Family	\$173.00	\$193.00	\$20.00
Delta Dental (PPO)	Single	\$6.00	\$6.00	\$0.00
	Couple	\$10.00	\$10.00	\$0.00
	Family	\$15.00	\$15.00	\$0.00
DeltaCare (DHMO)	Single	\$2.00	\$2.00	\$0.00
	Couple	\$4.00	\$4.00	\$0.00
	Family	\$5.00	\$5.00	\$0.00
Dental Health Services (DHMO)	Single	\$2.00	\$2.00	\$0.00
	Couple	\$3.00	\$3.00	\$0.00
	Family	\$5.00	\$5.00	\$0.00
Vision Service Plan	Single	\$1.00	\$1.00	\$0.00
	Couple	\$1.00	\$1.00	\$0.00
	Family	\$3.00	\$3.00	\$0.00

Non-Contract and AFSCME Employees contribute 10% (rounded to the nearest whole dollar) towards their individually selected plan's medical and dental premiums



## Board Report

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File #: 2017-0548, File Type: Informational Report

Agenda Number: 19.

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### PLANNING AND PROGRAMMING COMMITTEE SEPTEMBER 20, 2017

**SUBJECT: INTRODUCTION TO THE LONG RANGE TRANSPORTATION PLAN UPDATE**  
**ACTION: RECEIVE AND FILE**

#### **RECOMMENDATION**

RECEIVE AND FILE this introductory report about the initiation of the Long Range Transportation Plan Update.

#### **ISSUE**

This is an introduction to the approach, process and framework for an updated Long Range Transportation Plan (LRTP).

#### **DISCUSSION**

##### Background

At the February 2017 Board meeting, a concept for a modular, comprehensive and dynamic approach for updating the 2009 LRTP was introduced. Since then, staff has refined that concept and prepared an approach, scope of work and schedule (work plan) for the update. The intended outcome is an updated LRTP that will provide a clear, comprehensive vision for Metro's role in improving the lives of those we serve and how to make it happen.

Following the passage of Measure M, Metro correspondingly amended the 2009 LRTP. In summer 2017, the Southern California Association of Governments (SCAG), as the region's Metropolitan Planning Organization (MPO), amended its Regional Transportation Plan/Sustainable Communities Strategy (RTP/SCS), the associated Program Environmental Impact Report (PEIR) and the Federal Transportation Improvement Program (FTIP) to incorporate the LRTP amendment, with federal agencies completing the process, having made a finding of air quality conformity.

##### Purpose of the LRTP

Transportation planning is a cooperative, performance-driven process by which long and short-range transportation improvement priorities are determined (*Federal Highway Administration and Federal Transit Administration, 2015*). The purpose of a long range transportation plan is to plan and

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program transportation investments comprehensively and thoughtfully using a participatory process. Additionally, a long range transportation plan is required to comply with federal and state laws. Since SCAG is the MPO, Metro's LRTP is different than the RTP/SCS, but feeds into it and is an example of strong regional collaboration. Moreover, Metro has more flexibility in preparing its LRTP, in terms of content and timing. The methodical process of updating a long range transportation plan results in a comprehensive understanding of the vision, availability of resources and strategic setting of priorities.

### Need for an Update

Measure M sets the stage for a new, innovative LRTP because of its transformative scope. It established a new baseline from which to plan and program. Ongoing population, demographic, employment, economic, fiscal and land use changes necessitate an evaluation of how to best address these influences. With these ongoing changes and the transformative scope of Measure M, Metro's roles and priorities envisioned for it are evolving. Importantly, during the 40-year planning period of the LRTP, a new transportation paradigm can reasonably be expected with the technological innovations already occurring. Now is the time for Metro to be comprehensive and innovative.

### LRTP Framework

A framework outline for the LRTP has been prepared, refining the concept presented to the Board in February 2017. It is designed to be modular, dynamic and comprehensive, addressing a continuum of periods. Modular means that the LRTP is flexible and differentiated, recognizing that agency staff, external partners and communities have varying levels of interests and responsibilities. This also allows for interim deliverables to be prepared during the update process. Dynamic means the LRTP will deliberately create areas of overlap between stand-alone modules to reinforce continuous integration and comprehensiveness. This flexibility also allows for the plan to address a continuum of timing milestones to be adaptable in meeting near term and long range needs. Comprehensive means that the LRTP will fully integrate and strengthen connections between existing plans and programs, along with adding new features to bridge gaps or accommodate future additions.

Importantly, this approach allows concurrent and iterative preparation of the modules. After the update is completed, the interdependencies between modules reinforces the connectedness and equivalent importance of each module in consistently implementing the LRTP. With the modular continuum approach, the LRTP will thoroughly address stakeholders and partners; meet federal requirements; and achieve a quality, comprehensive transportation plan for Los Angeles County.

Four groups of seven modules contain the core content of the LRTP:

- Baseline Understanding - provides the basis for framing the challenges, needs and opportunities for our region to be addressed by the LRTP after listening, learning and studying our communities, customers and partners, along with our multi-modal system and the financial plan for it.
- Values Framework - establishes goals and policies to guide priorities, decision-making and performance metrics.
- Transportation Network and Management Plan - balances the operation, maintenance and

reinvestment in our existing system, with new investments to expand it.

- Implementing and Evaluating the Plan - provides for capital development and overall funding programs.

The last two module groups are most similar to prior Metro LRTPs, as these contain the capital improvement plan, including new transportation facilities for the ongoing growth of the multi-modal network, and a financial plan for capital, operations and maintenance expenditures.

Four guiding themes thread throughout the LRTP, linking all the modules in core areas of responsibility. These guiding themes will be further developed over the course of the update process:

- Public engagement and analytical rigor - undertaking broad and strategic public engagement is vital to creating a plan that reflects our diverse public and stakeholders, necessitating that decision-making be guided by the input received, along with strong technical work to illustrate a range of possible futures and corresponding outcomes.
- Equity, environment and health - creating a comprehensive transportation plan enables mobility and access and therefore has a powerful role to play in promoting equity, enhancing the environment and improving public health, all of which would be instilled into every aspect of the LRTP.
- Innovations and resiliency - reinforces the importance of a flexible and adaptable plan to address a range of innovations, which ensures that the plan can withstand these and other major changes, along with emphasizing the significance of maintaining a state of good repair and service.
- Financial discipline and economic development - stresses the need to balance building significant, new transportation facilities with assuring funding to maintain a high operating standard and state of good repair, and recognizes the fundamental role a holistic multi-modal transportation network has in facilitating economic prosperity.

Attachment A includes the framework outline with all seven modules listed. Interim deliverables will be compiled separately. These interim deliverables will include policy papers, studies, maps and similar, focused on specific topics.

### Work Plan

The LRTP Update involves the entire Metro agency because of its comprehensive nature and the need for subsequent decision-making to demonstrate consistency with it, once adopted. The organizational structure established to undertake the work plan is designed for effective collaboration internally and externally. A project budget will be established with the mid-year budget update and is expected to be several million dollars.

The Work Plan (Attachment B) includes varying degrees of effort occurring in all modules simultaneously. Activity in one module may be dominant in one period relative to other modules because a particular deliverable needs to be completed before other deliverables can be finished due to a dependency between modules. Each module begins with a short list of preliminary key questions as a guide. An approach to undertaking the work in preparing the module is discussed, followed by the technical work required to prepare the identified deliverables. Roles and responsibilities are assigned to the Policy Advisory Council (PAC), Liaison Working Group, and

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Module Working Groups, along with identifying consultant resources. Important technical features of the approach include updating performance metrics, conducting sensitivity testing of scenarios and economic impact analyses. A general approach to public engagement is also identified for each module, facilitating integration with a Public Participation Plan.

### Public Engagement

This fall, staff will prepare a Public Participation Plan, which will outline an approach and strategy for public and stakeholder engagement. Depending on the module and the audience, outreach will either expose, educate or engage. Expose refers to generating awareness. Educate refers to providing a foundational understanding to facilitate effective and informed engagement. Engage refers to active listening, learning and demonstrating responsiveness, either at the outset or in response to a proposal. Public engagement on the LRTP Update will be coordinated with concurrent, related agency-wide initiatives, including the Systemwide Bus Restructure Study/Plan and the Countywide Bus Rapid Transit Study/Plan. Effective public engagement on a project of this scope and in a county this large and diverse takes time and an innovative approach.

### Schedule

The LRTP Update is expected to be completed before the end of Fiscal Year 2020, with milestone achievements in the interim. Trade-offs for proceeding faster include reduced public engagement, a narrowly focused role for the PAC and fewer plan scenarios. An overview of the project schedule is provided in Attachment B.

### Role of the Policy Advisory Council

The LRTP Update has been discussed at the last two PAC meetings. The PAC is an advisory group accountable to the Board of Directors. It will help guide the LRTP process by identifying, focusing and clarifying topics; providing input on options; and suggesting priorities. At their September meeting, the PAC provided input on the proposed work plan for the LRTP Update (a summary of the PAC's September 12 meeting will be provided with the oral presentation on this report). Similar to its role in advising on the preparation of the Measure M Guidelines, the PAC will serve as a sounding board for all aspects of the LRTP Update and facilitate public engagement through its networks.

### Relationship to the Strategic Plan

The Metro Strategic Plan will establish the mission, vision and goals for mobility in Los Angeles County. The strategic plan will serve as both an organizational management tool and a communication tool to describe Metro's vision and goals for the County's transportation future. Its purpose is to succinctly and effectively articulate the strategic priorities of the organization. The guidance provided by the Strategic Plan is intended to create more effective decision-making and resource allocation. This is distinguished from the LRTP, which is the plan for building, operating and maintaining transportation facilities and services, along with complementary features.

The Office of Extraordinary Innovation (OEI) is in the process of preparing the Metro Strategic Plan, anticipated for Board adoption in early 2018. Much of the information gathered during the process of preparing the Strategic Plan, along with the mission, vision, and goals established in the Strategic Plan, will provide a foundation for the LRTP Update.

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**NEXT STEPS**

The remainder of 2017 will be devoted to completing the initial definition of the scope and framework for the LRTP Update, along with mobilizing internal agency resources and procuring consultant support services. Additionally, staff will work collaboratively with the PAC in finalizing the work plan and preparing for the launch of the public engagement process in early 2018. As deliverables are completed, coinciding with milestones in the update process, staff will return to the Board for updates and direction. This approach is intended to keep the Board informed and active in the process, while also ensuring that the LRTP Update remains in alignment with Board priorities as the Update is completed.

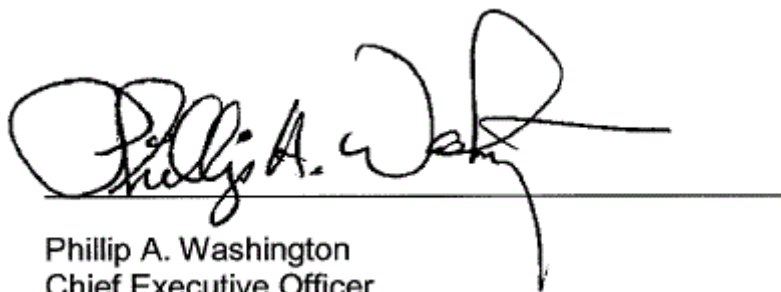
**ATTACHMENTS**

Attachment A - LRTP Update Modular Framework Outline

Attachment B - Summary Scope of Work, Key Deliverables and Schedule

Prepared by: Kalieh Honish, Executive Officer, Countywide Planning & Development, (213) 922-7109  
Manjeet Ranu, Senior Executive Officer, Countywide Planning & Development, (213)  
928-3157

Reviewed by: Therese W. McMillan, Chief Planning Officer, (213) 922-7077



Phillip A. Washington  
Chief Executive Officer



## ATTACHMENT A – Long Range Transportation Plan Update Modular Framework Outline

### Draft Conceptual Framework

Version: September 8, 2017

#### GUIDING THEMES:

- Public Engagement and Analytical Rigor
- Equity, Environment and Health
- Financial Discipline and Economic Development
- Innovations, Resiliency and Adaptability

MODULE	DESCRIPTION
<b>Module 0: PREPARATORY TASKS</b>	The purpose of this module is to develop an understanding, approach and scope of work for the LRTP Update. With these elements developed, a project schedule can be created, resource needs identified and supporting scopes of work prepared.
<b>Module 1: THE VISION</b>	The Vision module presents the overview of what Metro seeks to achieve through the LRTP and how it will take Los Angeles County to that outcome as the result of implementing this plan. It is also the executive summary and acts as a simple brochure for the LRTP that is easy to grasp. Fundamentally, it is an expression of the future guided by key ideals, principles, plans and programs. Elements of the Strategic Plan are incorporated into this module.
<b>Module 2: ORIENTATION AND CONTEXT</b>	The Orientation and Context module describes what an LRTP is and why it is needed. It is the guiding plan, policy and programmatic framework for decision-making at Metro. As such, it is designed to be continuously reinforcing. This LRTP is adaptable and responsive over a continuum of program activities and outside forces through consistent application. Overarching issues and opportunities are introduced. Guiding themes that thread throughout the entirety of the LRTP are presented. It introduces and explains the purpose of each module. The relationships across LRTP modules are depicted to illustrate overlap, influences and integration. Key elements of existing plans and programs are incorporated into the LRTP and cross referenced. Any needed updates to those plans and programs are identified in the implementation work program. Metro as an agency is described. How the LRTP relates to the federal and state regulatory framework is outlined, along with how Metro and SCAG work together to provide for the transportation needs

MODULE	DESCRIPTION
	of Los Angeles County. The Orientation and Context module also describes the relationship between the LRTP and Metro’s Strategic Plan. An overview of the public engagement and decision-making process leading to the creation of this LRTP is discussed. This module serves as a user guide to the LRTP.
<b>Module 3: BASELINE UNDERSTANDING</b>	The Baseline Understanding module is exactly that—a synopsis of the background, needs and wants of communities and partners learned from listening and studying to lay the foundation for the LRTP. Simplistically, it is the basis for stating the problems, needs and opportunities within the context of existing conditions and future commitments.
<b>Module 3.1: Understanding Our Communities</b>	This module describes Metro’s understanding of the background, needs and wants of the sub-regions, which are comprised of the many and diverse communities of Los Angeles County.
<b>Module 3.2: Understanding Our Partners</b>	Partners include federal, state, regional and local agencies; provider agencies; non-governmental organizations; economic development interests; business community; innovators; and private transportation providers, including passenger transport and goods movement. This module describes Metro’s understanding of the background, needs and wants of key partners and categories of partners that impose requirements, provide transportation services or have complementary authority (e.g., cities and their land use authority) to affect the efficacy of the transportation systems within Los Angeles County.
<b>Module 3.3: Understanding Our Baseline</b>	The Baseline module describes existing conditions and future commitments based on adopted plans, programs, practices and the financial plan. It explains what Metro has now or has committed to having in the future. Gaps between available resources, commitments and needs are identified. An overview of the financial plan is presented.
<b>Module 4: VALUES FRAMEWORK</b>	The Values Framework module is an expression of the intended principled outcomes, expressed as goal statements, and directives, expressed as policy statements. Together, the goals and policies represent the values of Metro to guide decision-making and service delivery. The performance metrics translate the goals and policies into key factors that are measurable, against which scenario alternatives are evaluated during development of the LRTP and subsequently the preferred plan after adoption of the LRTP to ascertain the effectiveness of its ongoing implementation. Elements of the Strategic Plan are incorporated into this module, along with

MODULE	DESCRIPTION
	existing Metro policies. Key questions raised in earlier modules begin to be answered in this module, as part of an ongoing, dynamic process. This module guides the outcomes chosen in Module 5: The Transportation Network and Management Plan.
<b>Module 4.1: Goals and Policies</b>	This module sets forth the goals and policies of the LRTP. All discretionary decision-making at Metro must be consistent with these goals and policies.
<b>Module 4.2: Performance Metrics</b>	Performance metrics, tied to specific functions, responsibilities, products and services, are established in this module and will measure how well the plan does in achieving the goals, and implementing its policies and the plan.
<b>Module 5: THE TRANSPORTATION NETWORK AND MANAGEMENT PLAN</b>	This module lays out the transportation network to be implemented through 2057 and describes how Metro will manage its existing and future assets.
<b>Module 5.1: A Plan for Mobility and Access</b>	This is the preferred transportation network plan. It will use the existing plan as the baseline, which will be supplemented based on what was learned in the Understanding module and reflect the imperatives founded upon Module 4: Values Framework. It is a complete and connected transportation system of facilities and uses, inclusive of transit, highways, local streets, first/last mile network, active transportation, shared mobility and goods movement.
<b>Module 5.2: A Plan to Manage and Operate</b>	This module is focused on assuring Metro will resource and implement State of Good Repair programs (TAM—federal transit asset management system) to effectively, safely and securely operate its transportation network. Transit asset management (TAM) is a business model that prioritizes funding based on the condition of transit assets to achieve or maintain transit networks in a state of good repair (SGR). Therefore this module establishes the benchmarks to achieve in operating and maintaining the systems. Related to assuring a state of good repair is an understanding and commitment to the right level of service to implement the guiding themes, goals, policies, performance metrics and transportation network plan. This will be informed, in part, by the Bus System Re-imagining study results.
<b>Module 6: IMPLEMENTING THE PLAN</b>	This module sets forth the capital and financial programming necessary to make the LRTP a reality by delivering the network, along with assuring its effective operations and management.

<b>MODULE</b>	<b>DESCRIPTION</b>
<b>Module 6.1: A Plan to Build</b>	This module is the Transportation Investment Plan that demonstrates how to build the transportation network plan over a period of time in a phased manner.
<b>Module 6.2: A Plan to Fund</b>	This module sets priorities based on performance metrics for maintaining and operating the mobility system. It includes funding for the TAM program to maintain a State of Good Repair.
<b>Module 7: ENDURING RELEVANCE</b>	This module establishes a commitment for the regularity and method of reporting on ongoing implementation and effectiveness of the LRTP, emphasizing measurement against the performance metrics. It is linked to the five- and ten-year assessments required of Measure M, Metro's Short Range Transportation Plan (SRTP) and SCAG's Regional Transportation Plan/Sustainable Communities Strategy and Regional Housing Needs Assessment, along with updates to the Strategic Plan. This approach promotes institutionalizing the LRTP in Metro's daily administrative and discretionary activities to ensure consistency and fidelity with the LRTP.
<b>Module 7.1: Annual Reporting</b>	This module commits to reporting annually on the performance metrics and on the overall progress of implementing the LRTP.
<b>Module 7.2: Mandated Reporting</b>	This module describes the commitment Metro is making to meet its mandated reporting obligation. Measure M requires two assessments within the first decade of voter approval.
<b>Module 7.3: Regular Comprehensive Updates</b>	This module commits Metro to a regular, comprehensive update cycle, which is aligned to the extent feasible with SCAG's four-year update of the RTP/SCS and eight-year RHNA, while complying with the five- and ten-year Measure M assessments. The LRTP and SRTP will be updated in a staggered cycle to align with the Measure M assessments, RTP/SCS and RHNA. The SRTP comprehensively implements the LRTP over a short range period. Aligning the LRTP and SRTP with the RTP/SCS and RHNA cycles promotes regional cooperation and facilitates environmental review considerations.
<b>Module 7.4: Annual Implementation Work Plan</b>	This module commits Metro to an organized work plan to implement the LRTP on an annual basis.
<b>Module 8: APPENDICES</b>	This module includes the background supporting information that led to the creation of the final LRTP. Many of the below topics will be presented as policy papers. All deliverables are referenced in the Appendices module, except the actual final modules.

## ATTACHMENT B – Summary Work Plan, Key Deliverables and Schedule Long Range Transportation Plan Update

PERIOD	BOARD DELIVERABLES & MILESTONES
Fall 2017	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> introduction to LRTP Update and project work plan</li> <li>• Board <b>receive and file</b> Public Participation Plan</li> </ul>
Winter 2018	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> draft Orientation and Context module</li> <li>• Potential Board Workshop: <b>visioning session</b></li> </ul>
Spring 2018	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> topical policy papers</li> <li>• Board <b>receive and file</b> draft Vision module</li> <li>• Board <b>action</b> on Short Range Transportation Plan (SRTP)</li> </ul>
Summer 2018	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> draft Baseline Understanding module</li> </ul>
Fall 2018	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> draft Values Framework module</li> </ul>
Winter 2019	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> thematic scenario concepts (<i>fiscally constrained variations of the investment and financial plans</i>)</li> </ul>
Spring 2019	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> preferred scenario</li> <li>• Board <b>receive and file</b> draft Transportation Network and Management Plan module</li> </ul>
Summer 2019	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> preferred scenario modeling results</li> <li>• Board <b>receive and file</b> draft Implementing the Plan module</li> </ul>
Fall 2019	<ul style="list-style-type: none"> <li>• Board <b>receive and file</b> financial plan</li> <li>• Board <b>receive and file</b> draft Enduring Relevance module</li> </ul>
Winter 2020	<ul style="list-style-type: none"> <li>• Board <b>action</b> on LRTP</li> </ul>

# Long Range Transportation Plan Update Kick-off

September 2017



Metro

# Why Does the LRTP Need an Update?

- Measure M sets the stage for a new, innovative LRTP because of its transformative scope and 40-year horizon
- Measure M established a new baseline from which to plan and program
- Adapt to ongoing population, demographic, employment, economic and fiscal changes
- Address evolving priorities
- Now is the time for Metro to be comprehensive and innovative

# Approaches to the Update: It's Modular

## Modular approach:

- Flexible and differentiated, recognizing that agency staff, external partners and communities have varying levels of interests and responsibilities
- Allows for interim deliverables during update process



# Approaches to the Update: It's Dynamic

## Dynamic approach:

- Will deliberately create areas of overlap between standalone modules to reinforce continuous integration and comprehensiveness
- While also allowing for the plan to address a continuum of timing milestones to be adaptable in meeting near term and long range needs












# Approaches to the Update: It's Comprehensive

## Comprehensive approach:

- Will integrate and strengthen connections between existing plans and programs into the LRTP comprehensively and add new features to fill in gaps or provide for new wants
- Thoroughly addresses stakeholders and partners
- Federal requirements must be met
- County gets a quality, comprehensive plan

# A Modular Continuum

Near Term and...

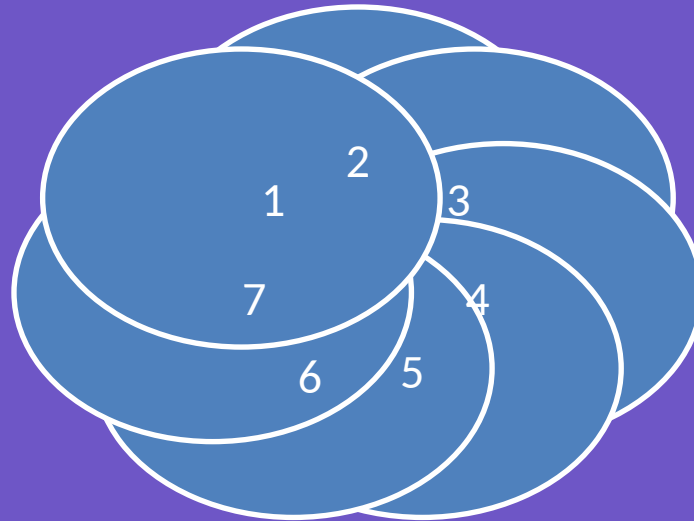
MODULES	THEMES			
	 PUBLIC ENGAGEMENT AND ANALYTICAL RIGOR	 EQUITY, ENVIRONMENT AND HEALTH	 RESOURCE AND ECONOMIC DEVELOPMENT CONSIDERATIONS	 INNOVATIONS AND RESILIENCY
 1	<b>THE VISION</b>			
 2	<b>ORIENTATION &amp; CONTEXT</b>			
 3	<b>BASELINE UNDERSTANDING</b>			
 4	<b>VALUES FRAMEWORK</b>			
 5	<b>TRANSPORTATION NETWORK &amp; MANAGEMENT PLAN</b>			
 6	<b>IMPLEMENTING THE PLAN</b>			
 7	<b>ENDURING RELEVANCE</b>			

...Long Range

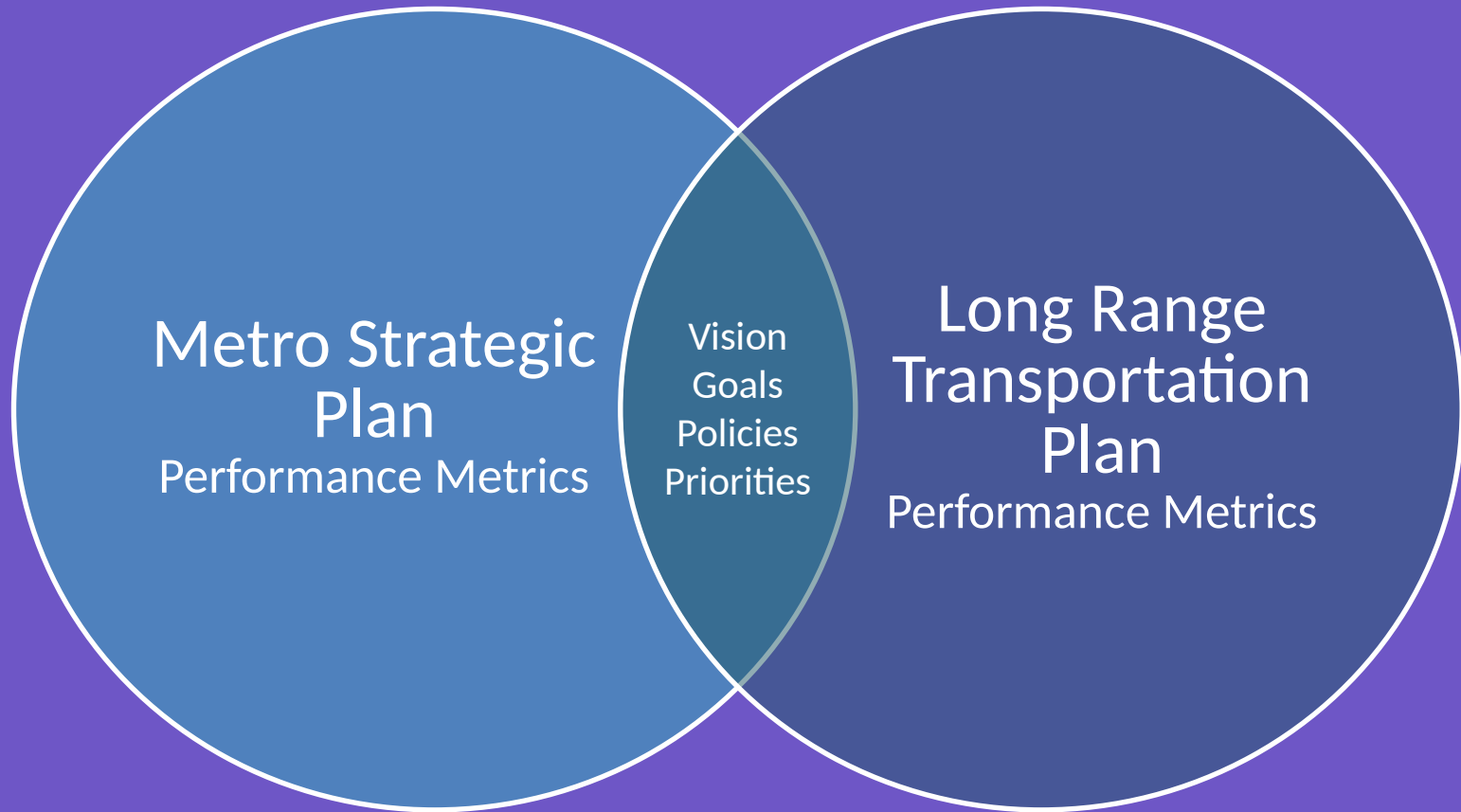
# Interactive Modules

Preparation:  
concurrent and  
iterative  
**Modules**

**Outcome:**  
interdependent and  
reinforcing



# And More: A New Strategic Plan



Metro

# PAC's Role in the LRTP Update

- Advisory group accountable to the Board of Directors
- Help guide the LRTP Update process by:
  - Identifying, focusing and clarifying topics
  - Providing input on options
  - Suggesting priorities
- Promote public/stakeholder engagement

# Summary Work Plan, Key Deliverables and Schedule

PERIOD	BOARD DELIVERABLES & MILESTONES
Fall 2017	<ul style="list-style-type: none"> <li>• Introduction to LRTP Update and project work plan</li> <li>• Public Participation Plan</li> </ul>
Winter 2018	<ul style="list-style-type: none"> <li>• Draft Orientation and Context module</li> <li>• <b>POTENTIAL BOARD WORKSHOP:</b> visioning session</li> </ul>
Spring 2018	<ul style="list-style-type: none"> <li>• Topical policy papers</li> <li>• Draft Vision module</li> <li>• <b>ACTION:</b> Short Range Transportation Plan</li> </ul>
Summer 2018	<ul style="list-style-type: none"> <li>• Draft Baseline Understanding module</li> </ul>
Fall 2018	<ul style="list-style-type: none"> <li>• Draft Values Framework module</li> </ul>
Winter 2019	<ul style="list-style-type: none"> <li>• Thematic scenario concepts (<i>fiscally constrained variations of the investment and financial plans</i>)</li> </ul>
Spring 2019	<ul style="list-style-type: none"> <li>• Preferred scenario</li> <li>• Draft Transportation Network and Management Plan module</li> </ul>
Summer 2019	<ul style="list-style-type: none"> <li>• Preferred scenario modeling results</li> <li>• Draft Implementing the Plan module</li> </ul>
Fall 2019	<ul style="list-style-type: none"> <li>• Financial plan</li> <li>• Draft Enduring Relevance module</li> </ul>
Winter 2020	<ul style="list-style-type: none"> <li>• <b>ACTION:</b> Final LRTP</li> </ul>



# LRTP Update Initiated!

Discussion & Questions





## Board Report

File #: 2017-0525, File Type: Program

Agenda Number: 21.

### PLANNING AND PROGRAMMING COMMITTEE SEPTEMBER 20, 2017

**SUBJECT: METROLINK SAN BERNARDINO LINE STRATEGIC STUDY**

**ACTION: AUTHORIZE STUDY**

#### **RECOMMENDATION**

AUTHORIZE the Chief Executive Officer (CEO) to:

- A. CONDUCT a study to evaluate the Metrolink San Bernardino Line and future Metro Gold Line Phase 2B services to develop strategies that would enable the two rail services to complement each other; and
- B. PROGRAM \$750,000 in Measure R 3% funds for the study.

#### **ISSUE**

Since the opening of Metro Foothill Gold Line Extension Phase 2A from Pasadena to Azusa in March 2016, the Metrolink San Bernardino (SB) Line, especially at the Metrolink Covina Station, has experienced a substantial decline in ridership. The next phase of the Gold Line Extension (Phase 2B) from Glendora to Montclair is being planned to share the San Gabriel subdivision with Metrolink. Three Gold Line stations will be constructed immediately adjacent to the three existing Metrolink stations in the cities of Pomona, Claremont and Montclair (refer to Attachment A Foothill Gold Line Glendora to Montclair Segment). Upon opening of the Foothill Gold Line Phase 2B, ridership on the Metrolink SB Line is expected to further decline.

The purpose of this study is to perform a comprehensive evaluation of both the existing Metrolink commuter rail service and future Metro Gold Line light rail service to proactively develop a toolbox of strategies that would enable the two rail services to complement each other, and to adjust to changing demands from the introduction of the Metro Gold Line service further east.

#### **DISCUSSION**

The Metrolink San Bernardino (SB) Line runs from Los Angeles Union Station (LAUS) to San Bernardino including 13 stations in Los Angeles and San Bernardino Counties. With 38 trains on a typical weekday, the SB Line is the busiest line in the Metrolink system carrying on average about 9,400 daily boardings on weekdays (3.1 million boardings a year)..

As of third quarter of FY17 (January to March 2017), the average weekday boarding at the Metrolink Covina station has declined by 25% compared to third quarter of FY16 (January to March 2016). Overall the Metrolink SB Line has experience a 7.6% decline in ridership over the same time period. The presumption is that a significant number of Metrolink riders that previously used the Covina Station has switched to the Gold Line service, opened on March 5, 2016. Currently the closest Gold Line station to the Metrolink Covina station is the Azusa (APU/Citrus College) station and they are about 4 miles apart.

### Foothill Gold Line Extension Phase 2B

The Foothill Gold Line Extension Phase 2B project will extend the Metro Gold Line 12.3 miles to the east and add stations in the cities of Glendora, San Dimas, La Verne, Pomona, Claremont, and Montclair. Ridership on the Metro Gold Line system is currently exceeding 54,000 weekday boardings (16.6 million boardings per year) and ridership is anticipated to increase by another 18,300 daily weekday boardings with the extension of the line to Montclair. The project is currently planned to be substantially completed by 2026. The conceptual engineering plans show three new Gold Line stations (Pomona, Claremont and Montclair) to be located immediately adjacent to the three existing Metrolink stations, as well as new and expanded parking facilities that will be shared by Gold Line and Metrolink riders. The future Gold Line station in City of Claremont, in particular, is planned to be located at the existing Claremont Metrolink station, therefore requiring the relocation and construction of a new Metrolink station. In general, the close proximity between Metrolink and future Gold Line stations facilitates convenient transfers between the two rail services. It also provides two options for rail service into Downtown Los Angeles and a new option for Metrolink SB Line riders to transfer to the Metro Gold Line to reach destinations such as Pasadena and Monrovia.

However, based on a Gold Line Phase 2A survey conducted in March 2016, 57% of new Gold Line riders boarding at the new stations were destined to Pasadena, while only 29% traveled to Downtown Los Angeles. These results indicate that the Gold Line and Metrolink SB Line may be competing for some customers, but also serve uniquely different demands. Therefore, a comprehensive market research and travel demand analysis will be included within this effort.

### Study Objective

The objective of this study is to proactively develop a toolbox of strategies that would make the Metrolink SB Line and future Gold Line services complimentary with each other to adjust to changing demands as the Metro Gold Line service continues to expand eastward.

The study will not evaluate changes to the major elements of the Gold Line Phase 2B project including the alignment, track configuration, crossings, utilities, structures and station locations.

Below are some initial strategies that will be further explored in the study:

1. Metrolink Service Options:
  - a) New express, local and skip-stop service on SB Line between LAUS and Montclair,

- between Montclair and San Bernardino, or between LAUS and San Bernardino
  - b) Increased off-peak service frequency on SB Line
2. Metrolink Station Location Scenarios (Pomona, Claremont and Montclair)
    - a) Scenario A: Co-location(current plan by Gold Line Phase 2B)
    - b) Scenario B: Relocation
    - c) Scenario C: Elimination
    - d) Designation of transfer station(s) between the two rail services
  3. Evaluate the sensitivity of change in fares and parking pricing to transit ridership
    - a) The current Gold Line fare is \$1.75 to ride between Azusa to LAUS and the travel time is 48 to 49 minutes. The daily parking rate at the APU/Citrus College Gold Line station is \$3 for riders.
    - b) The current Metrolink fare is \$7.75 to ride between Covina and LAUS and the travel time is 39 to 44 minutes. The daily parking rate at the Covina Metrolink station is \$2 for riders.
  4. Marketing and promotional campaigns targeted to specific demands unique to Metrolink service

The study will include rail operations modeling to evaluate Metrolink service options and other strategies. The study will also consist of an inventory of ongoing and proposed capital projects and studies on infrastructure improvements along the SB Line corridor such as State of Good Repair projects, double-tracking projects, grade crossing and grade separation projects.

In addition, with the completion of the Mid-Valley Bus Rapid Transit Feasibility Study, two Bus Rapid Transit (BRT) options were identified along Ramona Blvd and Badillo St corridor. If built, these BRT services would provide alternatives to the congested I-10 freeway, operating between Highway 57 and El Monte Station. Omnitrans' sbX BRT provides north/south service along E St a short distance from the eastern terminus of the Metrolink SB Line in City of San Bernardino. Where applicable, these BRT services would be considered in this study as opportunities for coordination with the Metrolink SB Line.

The study will engage the public through market research to understand the public's sentiment on potential changes to service, parking fare structure, fare sensitivity, and other issues to help evaluate possible strategies including communication messages.

This study will develop a toolbox of strategies in collaboration with a new staff-level task force with representatives from San Gabriel Valley Council of Governments (SGVCOG), cities of Pomona and Claremont, Metro, Southern California Regional Rail Authority, Metro Foothill Gold Line Construction Authority, San Bernardino County Transportation Authority (SBCTA), Southern California Association of Governments (SCAG), and Foothill Transit. The objective of this staff-level task force is to offer recommendations that would allow for the efficient and cost effective operation of both Metrolink and Gold Line services to Montclair. Starting in October 2017, the task force will meet on a monthly basis or more frequently if needed.

Improvements on the Metrolink SB Line are being evaluated in two other planning studies led by other agencies:

SBCTA Diesel Multiple Unit (DMU) Planning Study

Metro and SBCTA have initiated a planning study of the feasibility and operating parameters for supplementing existing Metrolink Locomotive Hauled Coach (LHC) commuter rail service on the SB Line with DMU or Hybrid-rail service. The goals of the study include reviewing opportunities to optimize overall operating costs for rail service in the corridor while maintaining or improving the level of transit service. The study will review opportunities and identify the capital investments needed to operate traditional LHCs as express or skip stop service, while having the DMUs provide all-stop service along the corridor. This study is scheduled to be completed by end of 2017.

SCAG LA-SB Inter-County Transit Planning Study

SCAG, in cooperation with Metro and SBCTA, has been conducting a transit planning study for the corridor connecting the eastern San Gabriel Valley in Los Angeles County with the western San Bernardino Valley in San Bernardino County. The Inter-County Study is evaluating a range of transit options to provide the best mix of rail and bus service to connect travelers to, from and within the study area, as well as Ontario International Airport. The transit options include enhancements to Metrolink service, Hybrid-rail, Light Rail, and Bus Rapid Transit. This study is scheduled to be completed by end of 2017.

**DETERMINATION OF SAFETY IMPACT**

This study will not have an impact on safety standards for Metro. Any design concepts will be developed in coordination with Metrolink and in accordance with Metrolink standards. No safety impacts are expected.

**FINANCIAL IMPACT**

Staff is requesting \$750,000 in Measure R 3% programming authority for this study. Funds are available in the FY18 budget in Cost Center 2415, Regional Rail. Approximately \$4.5 million has been budgeted in FY18 for the Brighton to Roxford Double Track Project. However, since the East San Fernando Valley Transit Corridor Project will be affecting approximately 2 miles of the alignment of the Brighton to Roxford Double Track Project beginning at the San Fernando Metrolink station, the Brighton to Roxford Double Track Project is on pause until Spring 2018 to allow the East San Fernando Valley Transit Corridor Project to catch up. Therefore, Regional Rail staff has identified sufficient funds in the FY18 budget to reprioritize \$750,000 from the Brighton to Roxford Double Track Project to fund this study. As a result there is no impact to the FY 18 budget.

Impact to Budget

A. Source of funds: \$750,000 in Measure R 3% funds

Measure R 3% funds are for Metrolink commuter rail planning, engineering, and capital projects in

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Los Angeles County. They are not eligible to be used for Metro bus or rail operations or capital expenses.

### **ALTERNATIVES CONSIDERED**

An alternative to this study is to not perform the study. This is not recommended since the decline in Metrolink SB Line ridership is anticipated to continue with the opening of Gold Line Phase 2B without any modifications to the current service. In addition, the study has the potential of identifying cost efficiencies in the service delivery of the Foothill Gold Line Phase 2B Project as well as the operation of Metrolink commuter rail service in the future.

### **NEXT STEPS**

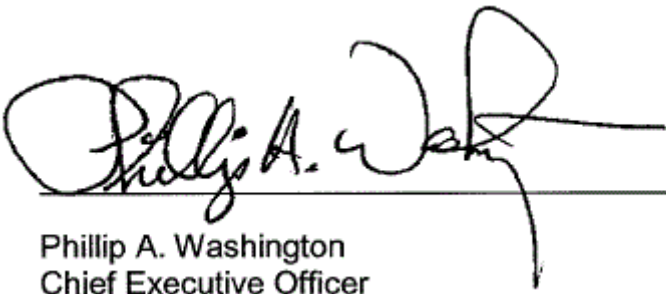
With the Board's approval, Metro Regional Rail staff will develop a Request for Proposals to seek a qualified consultant from the Regional Rail Engineering and Planning Bench and begin the procurement process. Staff is planning to begin the study in early 2018.

### **ATTACHMENTS**

A - Foothill Gold Line Glendora to Montclair Segment

Prepared by: Vincent Chio, Senior Engineer, Regional Rail, (213) 418-3178  
Jeanet Owens, Senior Executive Officer, Regional Rail, (213) 418-3189

Reviewed by: Richard Clarke, Chief Program Management Officer, (213) 922-7557



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Phillip A. Washington  
Chief Executive Officer

# Glendora to Montclair Segment



- Gold Line Rail Corridor (shared with freight)
- Metrolink Rail Corridor
- Gold Line Station
- Gold Line Station and Metrolink Station (not shared)
- Planned Grade Separation for Gold Line Trains Only

Approved by Construction Authority Board of Directors – March 2013

**Board Report**

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**File #:** 2017-0546, **File Type:** Policy**Agenda Number:** 40.

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**EXECUTIVE MANAGEMENT COMMITTEE  
SEPTEMBER 20, 2017****SUBJECT: STATE AND FEDERAL TRANSPORTATION FUNDING PROGRAMS****ACTION: RECEIVE AND FILE****RECOMMENDATION**

RECEIVE AND FILE the state and federal transportation funding program evaluative criteria framework to implement Metro's adopted plans and programs.

**ISSUE**

The recent state approval of Senate Bill 1 (SB-1), the Road Repair and Accountability Act of 2017, presents Metro with new and expanded funding opportunities that will play an important role in our ability to implement Measure M and the Board's priority projects and programs. In recognition that these state and other federal funds will be distributed through a combination of competitive and formula programs, an evaluative framework will be necessary to guide program specific criteria and competitive project selection. This framework will allow Metro to be competitive in securing available funding and will support the implementation and sustainment of the Measure M expenditure plan along with other Board priorities.

**DISCUSSION**

With the passage of Measure M in November 2016, LA Metro is committed to the implementation of a \$120 billion expenditure plan of capital, operating and maintenance projects over the next 40 years that will transform the transportation system across Los Angeles County. This commitment adds to other Metro priorities adopted by the Metro Board prior to the passage of Measure M including the 2009 Long Range Transportation Plan (LRTP) and Measure R. As part of the full funding plan for Measure M, Measure R, and the 2009 LRTP, Metro staff has assumed both state and federal formula and competitive funding consistent with historic programs, funding levels and Metro's ability to leverage them.

The recent state approval of SB-1 presents Metro with the opportunity to begin realizing these planned funds. SB-1 is estimated to provide approximately \$5 billion annually in new and expanded funding programs. In recognition that these state and other federal funds will be distributed through a combination of competitive and formula programs, an evaluative framework will be necessary to guide program specific criteria and competitive project selection. This framework will allow Metro to

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be competitive in securing available funding and will support the implementation and sustainment of the Measure M expenditure plan along with other Board priorities. The objectives of this framework are as follows:

1. Establish consistent parameters to guide program-specific criteria;
2. Advance Metro's competitive advantage in securing funding; and
3. Implement Measure M and Board priorities

### Evaluative Criteria Framework

The proposed evaluative criteria framework to guide Metro investment decisions for new and expanded state and federal funding includes six project assessment parameters:

#### 1. *Sustain Measure M and other Pre-Measure M/LRTP Priorities and Schedules*

With its passage in November 2016, Measure M encompasses Metro's largest single policy objective over the next 40 years. In combination with \$52 billion in direct Measure M revenues, the expenditure plan identifies over \$40 billion in other local, state, and federal funds required to fully fund the major transit and highway capital projects along with the multiyear subregional capital programs. As Metro moves forward with the implementation of the Measure M program, staff is confident that these prior assumptions of other local, state, and federal revenues can effectively be realized; however, it is imperative that funding opportunities presented in SB-1 and other federal discretionary programs be committed to do so. The commitment of SB-1 formula and discretionary grant funds to these existing priorities will ensure Metro is able to sustain Measure M and the other pre-Measure M projects and schedules.

#### 2. *Match Competitiveness of Projects to New/Expanded Programs Criteria*

As candidate projects are considered for new and expanded state and federal funding programs, it is important to recognize that other state and federal agencies adopt the guidelines that determine what projects will be eligible and ultimately most competitive for applications. While Metro staff is actively participating in the guidelines development process for all SB-1 programs to support identified Metro priorities, the adopted guidelines will emphasize state goals that SB-1 will incentivize through competitive funding awards. With the higher share of funding in SB-1 going to capital projects through competitive versus formula programs, there will be increased levels of competition that require highly competitive projects to secure the maximum share of funding for Los Angeles County to support the implementation of Measure M and Board priorities. One immediate example is project readiness to meet aggressive state delivery schedules to publicize the benefits of SB-1 investments. As program guidelines are adopted, Metro staff will need the opportunity to review application criteria to identify projects that are not only eligible, but highly competitive for funding.

#### 3. *Certainty (Formula) vs. Risk (Competitive/Discretionary)*

The difference in risk between investing formula funds and securing discretionary grant funds requires strategic decisions to support individual projects and overall program delivery. Metro has sought discretionary funds for competitive capital projects that can tolerate risk for delivery. This



tolerance can include longer timelines to realize funding as a project progresses through project development. Metro has employed formula funds for projects that are not competitive or have delivery risk that is incompatible with uncertainty inherent in discretionary program awards. Examples of these projects and programs include operations, safety and state of good repair activities as well as advanced project development activities for projects that are not ready for construction within the funding period of a discretionary program. These advanced project development activities can be important to develop a pipeline of projects to compete in future discretionary programs.

#### 4. *Geographic Balance*

Measure M created a structure for geographic balance in both total funding and the schedules of funding availability across the entire 40-year program including the establishment of subregional capital programming targets. The management of this geographic balance was further addressed through provisions to manage project cost increases within subregions and ensure no negative impacts to other project schedules if any project is accelerated before its identified funding availability schedule. As actual competitive funding is pursued through discretionary state and federal programs, geographic balance is not always achievable within each grant cycle or each grant program due to the status of individual projects or their competitiveness in individual grant programs. Similar to Measure M this type of geographic balance will be achieved over the entire program portfolio and over multiple discretionary program cycles.

#### 5. *Consistency with Board Policies and Directives*

In addition to specific projects identified in Measure M, Measure R and the 2009 LRTP, the Metro Board has expressed or adopted plans and policies for other interests over time. For example, the Board has adopted policies regarding first/last mile connections to transit stations and an ExpressLanes Strategic Plan. Other future Board interests will include but not be limited to the pending Goods Movement Strategic Plan and Zero Emissions Bus Strategy. Consistency with these types of Board interests and policies will be considered as staff brings forward candidate projects for eligible discretionary programs such as the Active Transportation Program (First/Last Mile), the Solutions for Congested Corridors Program (ExpressLanes) and the Trade Corridor Enhancement Program (Goods Movement).

#### 6. *Consistency with Metro Long Range Transportation Plan (LRTP) and SCAG Regional Transportation Plan (RTP)*

Developed and adopted by the Southern California Association of Governments (SCAG) as the Metropolitan Planning Organization (MPO) for the six-county region, the Regional Transportation Plan (RTP) is a state- and federally-mandated planning document that substantiates the financial constraint, air quality conformity and greenhouse gas (GHG) emissions of individual projects at the regional program level. Consistency with the RTP has been a standard requirement for both formula and discretionary funding programs at the state and federal levels. This consistency is being expanded through SB-1 to specifically include the Sustainable Communities Strategy which addresses the region's ability to meet state mandated GHG emission reduction targets. SCAG updates the RTP every four years and provides periodic opportunities for amendments to add new or

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change existing projects. The Measure M expenditure plan is currently being amended into the 2016 RTP for new projects and delivery schedules as needed.

As Metro's long range planning document that feeds into the SCAG RTP, the 2009 LRTP-as updated to reflect Measure M-will also serve as a defining project assessment parameter to ensure that Metro's effort to secure funding from state and federal programs fulfills the priorities committed through the Measure M Expenditure Plan and adopted by the Board.

### **DETERMINATION OF SAFETY IMPACT**

The recommendations in this report will not have any adverse safety impacts on employees and patrons.

### **FINANCIAL IMPACT**

Developing a sound policy framework for addressing federal and state grant opportunities is an essential part of the strategy to maximize funding for Los Angeles County and fully implement Measure M, Measure R and the LRTP.

#### **Impact to Budget**

Approving the staff recommendations will have no impact on the FY 2018 Budget. Funds obtained through following an optimal strategy to address state and federal funding opportunities will offset the projected need for non-sales tax resources to implement Measure M, Measure R, the LRTP, and other prior funding commitments.

### **NEXT STEPS**

Staff anticipates the following actions over the current fiscal year as we develop and execute a strategy to maximize the state and federal resources for implementation of Metro's adopted plans and programs.

#### **State:**

- October 2017 - February 2018: CTC adopts program guidelines
- October 2017 - June 2018: CTC adopts program of projects
- December 2017 - 2018 Regional Transportation Improvement Program (RTIP) submittal deadline
- December 2017 - June 2018: Metro staff returns with information on project and grant identification process

Federal:

- October 16, 2017 - TIGER application deadline
- November 2, 2017 - INFRA application deadline
- 2018: Secure Full Funding Grant Agreement for Westside Subway Extension Section 3

**ATTACHMENTS**

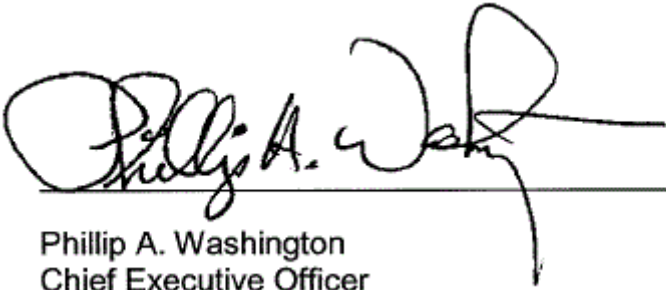
Attachment A - Federal and State (Road Repair and Accountability Act of 2017 - SB-1) Programs Schedule

Attachment B - Opportunities to Implement Measure M through New and Expanded State and Federal Transportation Funding Programs - Briefing Book web link

Prepared by: Patricia Chen, Senior Director, Countywide Planning & Development, (213) 922-3041  
Michael Cano, Deputy Executive Officer, Countywide Planning & Development, (213) 418-3010

Wil Ridder, Executive Officer, Countywide Planning & Development, (213) 922-2887

Reviewed by: Therese W. McMillan, Chief Planning Officer, (213) 922-7077



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Phillip A. Washington  
Chief Executive Officer

### Federal and State (Road Repair and Accountability Act of 2017 - SB-1) Programs Schedule

Ln	Program	Fiscal Year 16-17		Fiscal Year 2017-18											
		May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
1	2017 Active Transportation Program (ATP) Augmentation		◇		□		○		○						
2	Local Planning Grants					◇	□		○						
3	Infrastructure For Rebuilding America (INFRA) <sup>1</sup>		◇					□			○				
4	National Infrastructure Investments Program (TIGER) <sup>1</sup>					◇	□					○			
5	2018 State Transportation Improvement Program (STIP)				◇				□			○			
6	Transit Intercity Rail Capital Program (TIRCP)						◇			□			○		
7	Solutions for Congested Corridors Program								◇		□			○	
8	Trade Corridors Enhancement Account (TCEA)									◇		□		○	
9	Local Partnership Program						◇					□			○
10	2019 ATP (Cycle 4) <sup>1</sup>											◇			□
11	New Starts <sup>2</sup>												○		
12	Advanced Mitigation	TBD													
13	Commuter and Intercity Rail														
14	Transit SOGR														
15	Freeway Service Patrol														
16	Workforce Development														

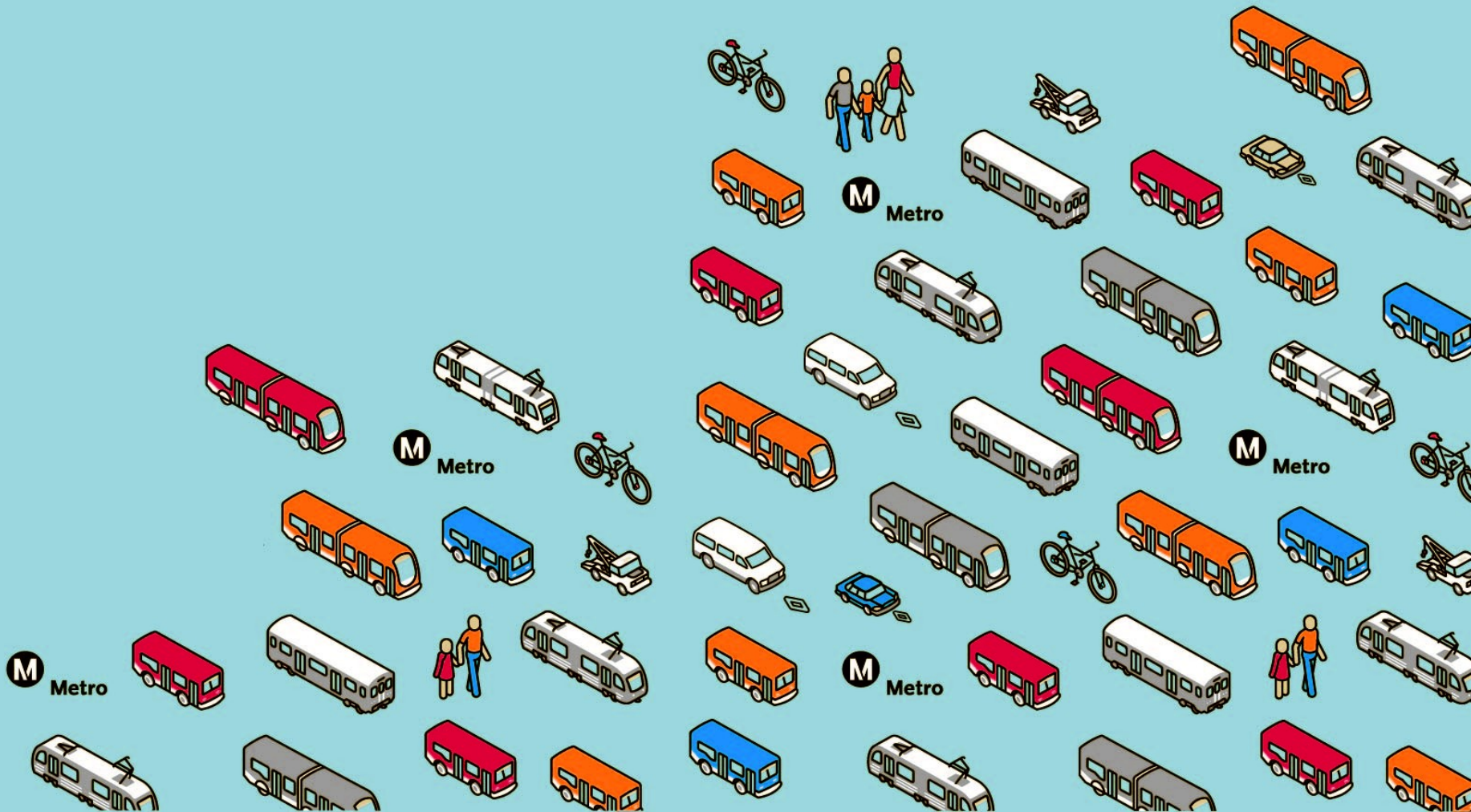
**Notes**

- 1) Schedule is based on past cycles' schedules
- 2) Westside Subway Extension Section 3
- = Guidelines process
- = Application process
- ◇ = Guidelines adoption/Notice of Funding Opportunity
- = Application/Submittal
- = Adoption/Award/Full Funding Grant Agreement

**Opportunities to Implement Measure M through New and Expanded State and Federal Transportation Funding Programs - Briefing Book web link:**

[https://media.metro.net/projects\\_studies/funding/images/Attachment\\_B\\_Opportunities\\_to\\_Implement\\_Measure\\_M\\_Briefing\\_Book.pdf](https://media.metro.net/projects_studies/funding/images/Attachment_B_Opportunities_to_Implement_Measure_M_Briefing_Book.pdf)

# IMPLEMENTING MEASURE M: Update on State and Federal Transportation Funding Programs Evaluative Criteria Framework for Investment Decisions



# Update: State and Federal Transportation Funding Programs

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## Rationale

- SB-1 provides new, non-sunsetting revenue opportunities to leverage, sustain, and deliver Measure M priorities
- An evaluative criteria framework for each funding category is essential to guide Metro's efforts to secure funding from SB-1
- Framework can also be used for other state and federal funding opportunities



# Update: State and Federal Transportation Funding Programs

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## STATE

- SB-1 enacted April 2017
  - Approximately \$5 billion annually, statewide
  - New programs – multimodal
  - Significant funds for goods movement
  - New funds for existing programs:
    - Active Transportation Program (ATP)
    - State Transportation Improvement Program (STIP)
    - Transit and Intercity Rail Capital Program (TIRCP)
    - State Transit Assistance (STA)





# Update: State and Federal Transportation Funding Programs

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## STATE (cont.)

- SB-1
  - Most programs augment or modify existing program structures
    - New: Solutions for Congested Corridors program
  - Aggressive program roll-out schedules
  - Goal: \$5.9 billion over first 10 years
    - Formula share programs -- \$2.5 B
    - Competitive programs -- \$3.4 B
- Cap and Trade extension bill signed



# Update: State and Federal Transportation Funding Programs

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## FEDERAL

- **INFRA** (Infrastructure for Rebuilding America)
  - Rebranded FASTLANE program
  - Current program worth approximately \$1.5 billion
  - Applications due November 2, 2017
- **TIGER** (Transportation Investment Generating Economic Recovery)
  - FY 17 funding level: \$500 million
  - Applications due October 16, 2017
- **New Starts**
  - FY 18: Administration: \$0 / House: \$1.7 B / Senate: \$2.1 B
  - Final FY 18 funding: Subject to congressional action (Fall 2017)



# Evaluative Criteria Framework

## to Guide Investment Decisions

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### Framework Objectives

- Establish consistent parameters to guide program-specific criteria
- Advance Metro's competitive advantage in securing funding
- Implement Measure M and Board priorities



# Evaluative Criteria Framework

## to Guide Investment Decisions

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### Project Assessment Parameters

- Sustain Measure M and other Pre-Measure M / LRTP priorities and schedules
  - Identify Measure M expenditure plan/pre-Measure M commitments that are eligible for competition as priority consideration
- Match projects to new/expanded programs criteria
  - Guidelines adopted by CTC, USDOT will determine competitive projects
  - Highly competitive state/federal funding environments demand strategic choices



# Evaluative Criteria Framework

## to Guide Investment Decisions

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- Certainty (Formula) vs. Risk (Competitive/Discretionary)
  - Seek discretionary funds for competitive projects that can tolerate risk for delivery
  - Prioritize formula funds for projects with schedule or other risk
- Geographic balance
  - Not always achievable within every program, every cycle
    - Achieve over entire program portfolio
    - Achieve over multiple cycles



# Evaluative Criteria Framework

## to Guide Investment Decisions

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- Consistency with Board policies and directives

For example:

- ExpressLanes Strategic Plan
  - Active Transportation Plan – first mile/last mile
  - Goods Movement Strategic Plan (future)
- Consistency with Metro Long Range Transportation Plan (LRTP) and SCAG Regional Transportation Plan (RTP)
    - State and Federal programming must be consistent with applicable long range transportation plans



# Next Steps

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Individual State and Federal Programs are scheduled throughout the year:

- **CTC adopts SB-1 program guidelines:**
  - October 2017 – February 2018
- **CTC adopts initial cycle of SB-1 programs of projects:**
  - October 2017 – June 2018
- **Submit 2018 Regional Transportation Improvement Program (RTIP)**
  - December 2017
- **Submit applications to federal programs:**
  - TIGER: October 16, 2017 application deadline
  - INFRA: November 2, 2017 application deadline
- **Secure FFGA for Purple Line Segment 3:**
  - 2018

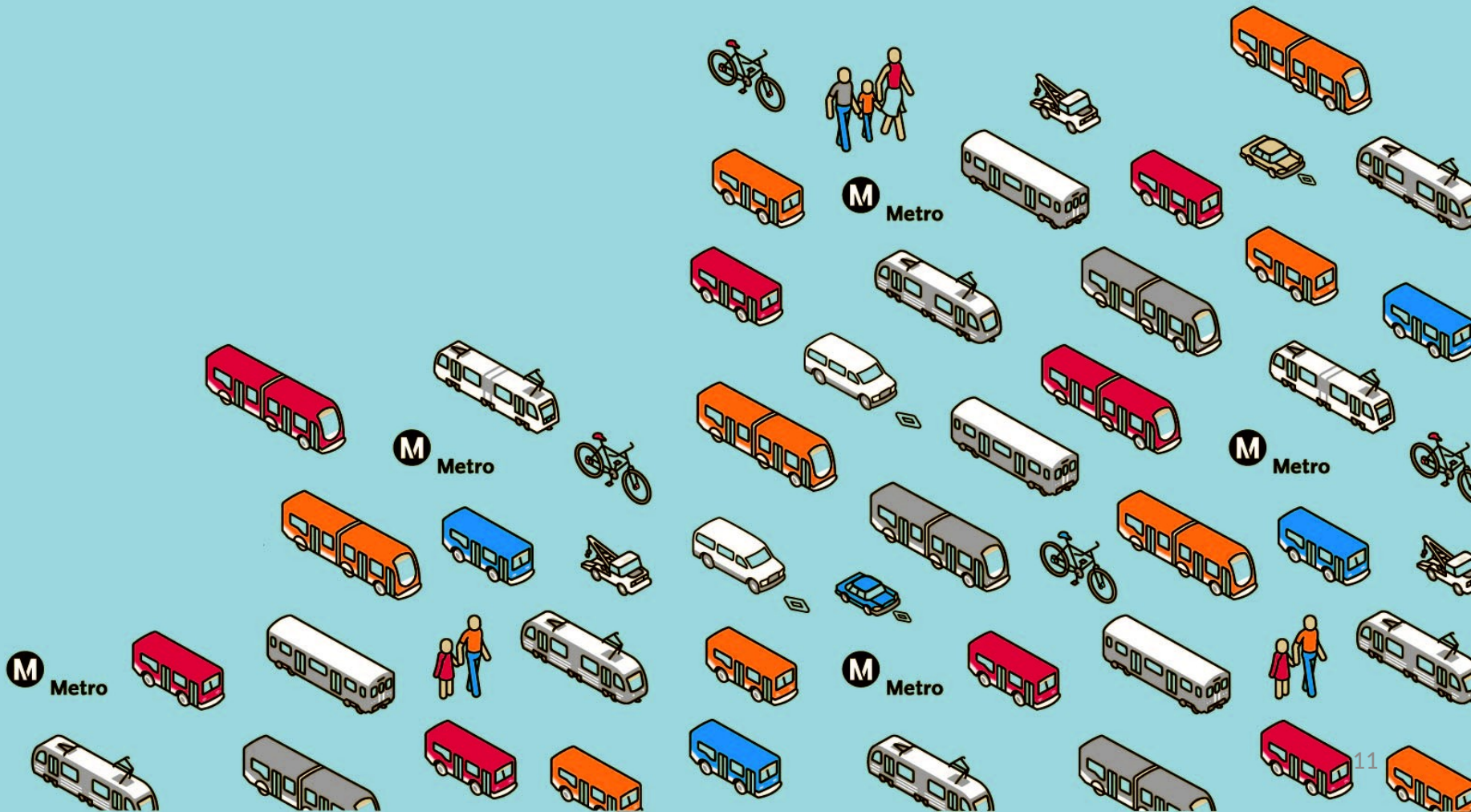


**Metro**



# Thank you

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**Board Report**

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**File #:** 2017-0596, **File Type:** Motion / Motion Response

**Agenda Number:** 42.

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**EXECUTIVE MANAGEMENT COMMITTEE  
SEPTEMBER 21, 2017**

**SUBJECT: MEASURE M PROJECT ACCELERATION/DECELERATION FACTORS AND  
EVALUATION PROCESS**

**ACTION: RECEIVE AND FILE**

**RECOMMENDATION**

RECEIVE AND FILE the Draft Measure M Project Acceleration/Deceleration Factors and Evaluation Process outlined in Attachment A.

**ISSUE**

On June 23, 2016, the Metro Board of Directors approved the Los Angeles County Traffic Improvement Plan Ordinance (#16-01) (Measure M) through a transportation sales tax measure. The Ordinance was ultimately approved by 71% of voters in the November 8, 2016 general election. As a result, the projects and programs in the Expenditure Plan of the Ordinance have been approved and must now be implemented accordingly.

The Metro Chief Executive Officer (CEO) has previously stated that he will challenge all potential project delays in order to construct projects and programs on time and within budget. All would agree that avoiding costly project and program delays saves precious taxpayer dollars and serves to maintain the sacred public trust that has been bestowed on Metro by the voters of Los Angeles County. The Ordinance also allows for project acceleration as long as it does not delay any other major capital project. This report seeks to outline the key conditions under which acceleration and/or deceleration of major capital projects would be considered.

**BACKGROUND**

Measure M is the largest, most ambitious and most comprehensive transportation infrastructure initiative in North America and in the history of the State of California. The success of Measure M will be built upon the diverse and committed coalition that supported its passage, the efficacy of the Plan provisions as they impact our various constituencies, and the leadership and management of the implementation of the program itself.

Metro staff has been very aggressive in its approach to implementing the many projects and

programs that are included in the Measure M plan. Examples of our aggressive approach include:

- OPERATION Shovel Ready Initiative: Created in January 2016 to bring projects to a “Shovel-Ready” state that allows Metro to take advantage of potential opportunities that may develop and allow the projects to advance into the design and construction stage sooner than planned.
- International Industry Forum (Transformation through Transportation (T-4)): Convened in February 2016 to inform the international transportation infrastructure community that LA Metro is ready to do business. Also, introduced Metro’s Unsolicited Proposal Policy, designed to allow the private sector to submit ideas to Metro without having to wait for the sometimes lengthy time that it takes to solicit ideas through the Request for Proposal (RFP) process.
- Program Management Plan (PMP): Created in October 2016 to outline how Metro would manage and implement the capital improvement portion of the ambitious transportation infrastructure program that is Measure M. The PMP is a department-by-department roadmap that lays out the necessary resources needed to implement the Plan. The PMP builds upon the Operation Shovel Ready Initiative efforts to accelerate critical project delivery steps, such as environmental clearances and design work, in anticipation of securing project construction funds.
- Development of Metro’s Tactical Plan: Created in December 2016 to outline Metro’s tactical plan of action on capital projects and programs in 12 month increments. Designed to track mega projects by breaking them down to a step-by-step tactical plan and approach so managers and senior leaders understand exactly what phase a project is in and how to accelerate that particular phase.
- Measure M Guidelines: Adopted by the Board in June 2017, the comprehensive Guidelines provide a critical framework to ensure that Measure M projects and programs are implemented consistent with Ordinance provisions, while indicating areas of flexibility that are workable alongside the fiduciary stewardship attached to voter approved sales tax revenue.

## **DISCUSSION**

The Ordinance approved by LA County voters allows for project acceleration. Section 11. Amendments; paragraph b state: *“By two-thirds (2/3) vote, the Metro Board of Directors may amend the “Schedule of Funds Available” columns listed in Attachment A to accelerate a project, provided that any such amendments shall not reduce the amount of funds assigned to any other project or program as shown in the “Measure\_\_Funding 2015\$” column of Attachment A or delay the Schedule of Funds Available for any other project or program.”* This is essentially a hold harmless clause which in laymen’s terms could be interpreted to mean that “projects can be accelerated as long as they do not negatively impact other projects”.

Staff proposes acceleration and/or deceleration factors and a process that would allow a formal identification of those factors, which could potentially accelerate or decelerate mega project delivery.

- Accelerators: Factors beyond the control of LA Metro that could result in facilitating early delivery of projects. (See Attachment A for Accelerator factors.)

- Decelerators: Factors beyond the control of LA Metro that could result in significant and costly delays to our projects that are no fault of Metro. (See Attachment A for Decelerator factors.)

Additionally, staff recommends that once one or more factors have been identified that suggest that a potential acceleration and/or deceleration has occurred, staff would conduct an analysis to confirm the acceleration and/or deceleration, determine the extent to which a project could be accelerated and/or decelerated, and what would be the impacts of that action (e.g., cash flow confirmation, operations and maintenance impact, etc.). At no time would projects be accelerated to the sole detriment of other projects.

Finally, this Plan should encourage local jurisdictions and stakeholders to work with Metro to carry out what 71% of LA County voters called for: to implement Measure M projects and programs efficiently, effectively and as a collective priority. Project delays within and outside of Metro's control must be addressed with the same urgency and responsiveness attached to opportunities that advance projects. Both accelerators and decelerators will jointly drive our ability to deliver Measure M on time, and within budget.

### **FINANCIAL IMPACT**

The impacts of acceleration and deceleration decisions would be case specific. Analysis of budget and long range financial programming would be an essential part of the analysis that would accompany any considerations under this proposed approach.

#### Impact to Budget

As noted, FY budget impacts would be case specific to the projects and schedules involved.

### **ALTERNATIVES CONSIDERED**

The Board could elect to determine acceleration and deceleration of projects on an ad hoc basis. This is not recommended; instead, establishing a consistent process a) would ensure that needed analyses and determinations are done expeditiously; and b) an adopted policy adheres to the principles of transparency and financial accountability that the Measure M Ordinance demands and the public expects.

### **NEXT STEPS**

Staff will return in October with an acceleration/deceleration policy for formal adoption, based on this outline, and any Board input thereto.

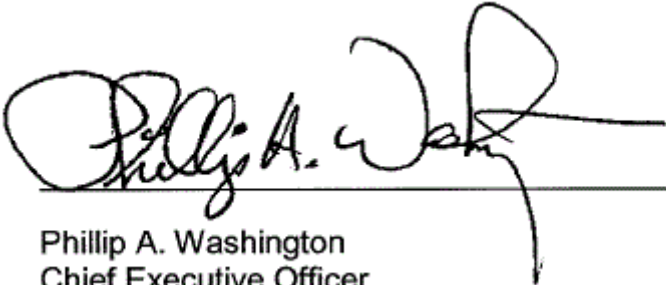
### **ATTACHMENTS**

Attachment A - Draft Project Acceleration/Deceleration Factors and Evaluation Process

Prepared by: Phillip A. Washington, Chief Executive Officer, (213) 922-7555  
Stephanie Wiggins, Deputy Chief Executive Officer, (213) 922-1023  
Manjeet Ranu, Senior Executive Officer, Countywide Planning & Development, (213)

928-3157

Reviewed by: Phillip A. Washington, Chief Executive Officer (213) 922-7555  
Therese W. McMillan, Chief Planning Officer, (213) 922-7077  
Richard Clarke, Chief Program Management Officer, (213) 922-7382  
Joshua Schank, Chief Innovation Officer, (213) 922-7447



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Phillip A. Washington  
Chief Executive Officer

# ATTACHMENT A

## Draft Project Acceleration/Deceleration Factors and Evaluation Process

### Accelerators

	Accelerator
Funding	<ul style="list-style-type: none"> <li>• Has new funding become available at an amount greater than 25% of the total project construction cost?               <ul style="list-style-type: none"> <li>○ Is this funding discretionary?</li> <li>○ Is this funding somehow conditional to the project or time-sensitive?</li> <li>○ Are unspent subregional funds available to be re-allocated to the project, with approval of the subregion?</li> <li>○ Is funding available from a decelerated project?</li> <li>○ Are confirmed surplus funds available from another project in the same subregion, based on a final Life of Project budget?</li> </ul> </li> </ul>
Process	<ul style="list-style-type: none"> <li>• Is this project currently undergoing or can commit to a streamlined planning and environmental review process, not exceeding three years in duration?</li> </ul>
	<ul style="list-style-type: none"> <li>• Has this project concluded the planning and environmental review process, needing no more than a refresh of the environmental document(s), not exceeding one year in duration to complete (Operation Shovel Ready)?</li> </ul>
	<ul style="list-style-type: none"> <li>• Can this project be designed to phase improvements to achieve early action, incremental benefits?</li> </ul>
	<ul style="list-style-type: none"> <li>• Has at least 75% of the required right-of-way and site acquisitions been completed or is anticipated to be completed within one year?</li> </ul>
Partnerships	<ul style="list-style-type: none"> <li>• Does the existing local land use regulatory framework accommodate Transit-oriented Communities (TOC) for at least 75% of the land area within two miles of every station?               <ul style="list-style-type: none"> <li>○ Are the adopted land use plans, development standards, design standards, including identification of needed public improvements and public facilities/amenities conforming to Metro's adopted TOC policy <i>[proposed for future Board action]</i> and are cleared by a certified Program Environmental Impact Report (EIR) to streamline subsequent implementation?</li> <li>○ Does the local jurisdiction have a current, State Housing and Community Development Department (HCD)-approved Housing Element; has properly planned and zoned for adequate sites to accommodate its Regional Housing Needs Assessment allocation; updated its development regulations to accommodate the density corresponding to the lower income category of housing units pursuant to State Housing Law; and has a minimum 10% inclusionary housing program, supported by a current density bonus ordinance that is consistent with State Density Bonus Law?</li> </ul> </li> </ul>
	<ul style="list-style-type: none"> <li>• Is the local jurisdiction and/or other local partner contributing at least 25% more than the required 3% contribution?</li> </ul>
	<ul style="list-style-type: none"> <li>• Is a local improvement or financing district existing or will be established within three years of the groundbreaking date for the purpose of either funding a portion of the greater than 3% contribution referenced above and/or implementing public infrastructure and amenities improvements pursuant to an adopted TOC program?</li> </ul>

	<ul style="list-style-type: none"> <li>Is there a program to collect a fee in-lieu of providing required parking and local traffic mitigation fees/improvements, with revenues allocated to transit passes and other transportation demand management (TDM) strategies?</li> </ul>
<b>Innovations</b>	<ul style="list-style-type: none"> <li>Is there an equal or superior, less costly improvement to accomplish the capacity and performance intended by the transportation project?</li> </ul>
	<ul style="list-style-type: none"> <li>Are there technological innovations that will reduce the planned capital and/or operating cost of the project?</li> </ul>
	<ul style="list-style-type: none"> <li>Is there an opportunity to combine two or more projects/segments to achieve economy of scale and minimize impacts of multiple back-to-back construction over a long period of time such that the combined project construction cost is reduced by at least 25%?</li> </ul>
	<ul style="list-style-type: none"> <li>Is this project the subject of a public-private partnership proposal or other unsolicited proposal that can reduce the estimated construction cost by a minimum of 10% and accelerate the delivery date by at least 10 years?</li> </ul>

### Decelerators

	<b>Decelerator</b>
<b>Funding</b>	<ul style="list-style-type: none"> <li>Have there been new priorities, which are not part of the adopted Long Range Transportation Plan (LRTP), that reduce forecasted available revenue, resulting in a shortfall of 25% or more of the project construction cost?</li> </ul>
	<ul style="list-style-type: none"> <li>Is there an unrealized funding source for the project that was assumed in the financial plan, which reduces available project funding from that source by at least 25%?</li> </ul>
	<ul style="list-style-type: none"> <li>Is the cost of the project so high that it cannot be constructed within the three-year window in the Expenditure Plan for the "Opening Date?"</li> </ul>
<b>Process</b>	<ul style="list-style-type: none"> <li>Is there a determination, upon identifying the Locally Preferred Alternative or completion of the planning and environmental review process, that proceeding with the project as originally conceived is incompatible with the community and cannot be compatibly constructed because funding is insufficient to design it as desired?</li> </ul>
	<ul style="list-style-type: none"> <li>Is the project a subject of litigation that delays the project for more than six months and/or delays the project schedule such that the three-year window in the Expenditure Plan for "Opening Date" cannot be met?</li> </ul>
	<ul style="list-style-type: none"> <li>Are there significant environmental clearance complications that are lengthy or costly to address such the project is likely to be delayed for more than six months and/or the project schedule would be delayed such that the three-year window in the Expenditure Plan for "Opening Date" cannot be met?</li> </ul>
<b>Partnerships</b>	<ul style="list-style-type: none"> <li>Is less than 75% of the land area within two miles of project stations not included within updated local land use plans and regulations, and not cleared by a certified Program EIR, contrary to Metro's TOC Policy <i>[proposed for future Board action]</i>?</li> </ul>
	<ul style="list-style-type: none"> <li>Have excessive permit requirements been imposed by the responsible agency or denials by an agency such that the project is delayed for more than 30 days and/or the project schedule is delayed such that the three-year window in the Expenditure Plan for "Opening Date" cannot be met?</li> </ul>

	<ul style="list-style-type: none"> <li>• Have disproportionate or unwarranted project design requests by a local jurisdiction occurred such that six months or more is added to the planning and design review process, and the project schedule would be delayed such that the three-year window in the Expenditure Plan for "Groundbreaking Start Date" cannot be met?</li> </ul>
<b>Innovations</b>	<ul style="list-style-type: none"> <li>• Are there requests to defer a project for speculative or long-term technological improvements that are not available during the three-year window in the Expenditure Plan for the "Opening Date"?</li> </ul>
	<ul style="list-style-type: none"> <li>• Are available state-of-the art, proven technologies that can increase capacity, reduce travel times and improve safety, while staying within the budgeted construction cost, which Metro is being prevented from utilizing by law or regulator?</li> </ul>

**Process**

1. Identify if one or more factors have occurred that suggest a potential for acceleration and/or deceleration. A tool would be utilized to assist in identifying the factors that potentially have occurred and would provide an initial screening of the propensity for acceleration and/or deceleration.
2. If so, then staff would conduct an analysis to confirm the acceleration and/or deceleration, determine the extent to which a project could be accelerated and/or decelerated, and what would be the impacts of that action.
3. The Board of Directors reviews the staff analysis and gives direction to subsequently provide notice and take action pursuant to law; declines to find for acceleration and/or deceleration; or directs staff to undertake further analysis.



# Measure M Project Acceleration/Deceleration Factors and Evaluation Process



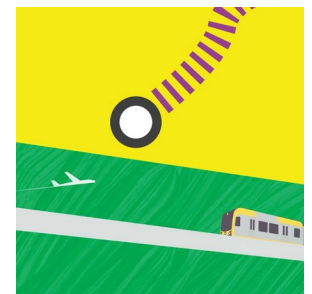
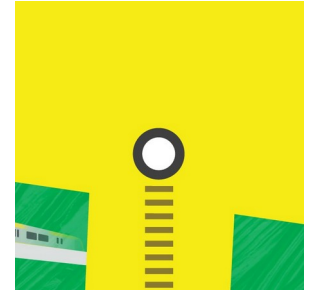
# The Value of a Comprehensive Policy

- Establishes clear, uniformly applied criteria
- Allows rigorous and expeditious analyses and determinations
- Provides for transparency and financial accountability



# Accelerators and Decelerators Concept

- **Accelerators:** factors beyond the control of Metro that could result in facilitating early delivery of projects
- **Decelerators:** factors beyond the control of Metro that could result in significant and costly delays to our projects, that are no fault of Metro



# Measure M Ordinance

- Projects can be accelerated as long as others are not negatively impacted
- A project that is delayed negatively impacts the ability to advance others
  - A delayed project is an overall drag on maximizing the implementation of capacity in the Measure M Expenditure Plan

*“By two-thirds (2/3) vote, the Metro Board of Directors may amend the “Schedule of Funds Available” columns listed in Attachment A to accelerate a project, provided that any such amendments shall not reduce the amount of funds assigned to any other project or program as shown in the “Measure\_\_Funding 2015\$” column of Attachment A or delay the Schedule of Funds Available for any other project or program.”*

# Categories of Accelerators and Decelerators

- Funding
- Process
- Partnerships
- Innovations



# Evaluation Tool: MMAT

- Contains
  - All Measure M projects ordered as listed in the Expenditure Plan
  - Acceleration and deceleration factors
  - A score given to each factor to measure its relative strength in impacting project timing
- Overall score given as a low, medium and high indicator for acceleration/deceleration
- Includes accounting of evaluations conducted

# Evaluation Process

- Identify if factors have occurred and apply screening tool
- Staff conducts analysis if tool demonstrates propensity for acceleration/deceleration, along with impacts in taking action
- Board of Directors review
  - Decide to subsequently provide notice and take action
  - Decline to find for acceleration and/or deceleration
  - Direct staff to undertake further analysis



# Staff Recommendation

- Receive and file this Board report
- Board adoption in October of an acceleration/ deceleration policy





# Discussion



Metro<sup>®</sup>