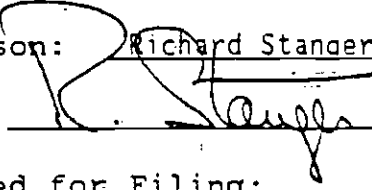




Reasons why the project is exempt: The proposed commuter rail project would institute commuter rail service on existing rail rights-of-way currently in use. According to Sections 21080 [b1(1)] and 15275 [a] of CEQA, the institution of commuter services on rail rights-of-way already in use are exempt from the regulations of CEQA.

Contact Person: Richard Stanger Telephone No.: (213) 244 - 6803

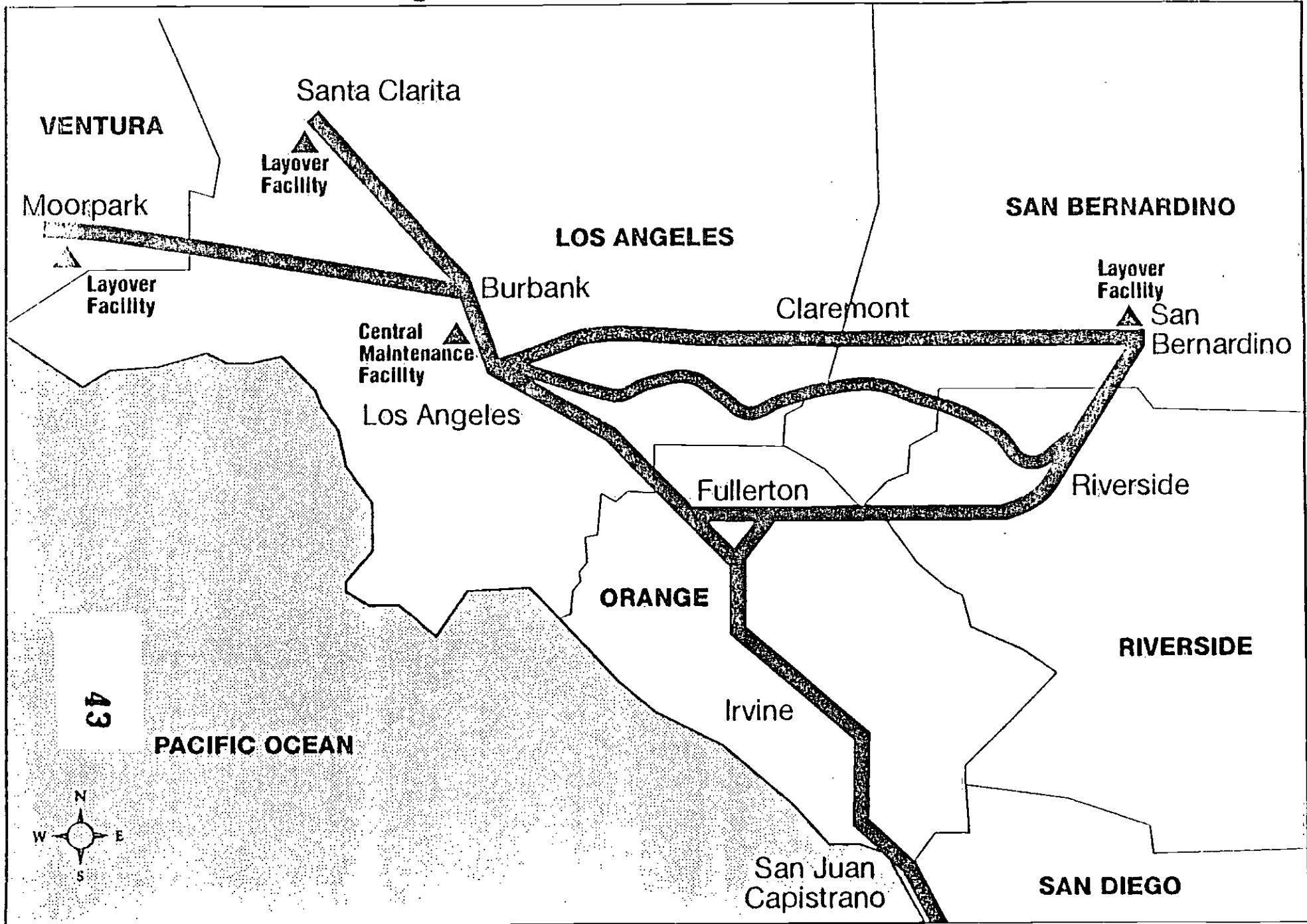
Signature:  Title: Executive Director, SCRA

Date Received for Filing: \_\_\_\_\_

# Southern California Regional Rail Authority



FIGURE 1



# SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

SEPTEMBER 13, 1991

AGENDA ITEM X

TO: SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY  
FROM: RICHARD STANGER, DIRECTOR, RAIL DEVELOPMENT, LACTC  
SUBJECT: ADMINISTRATIVE ACTIONS

## ISSUE:

There are a number of administrative actions which should be taken now that the Southern California Regional Rail Authority (SCRRA) has been formed. These relate to past action of the Interim Joint Powers Authority, environmental clearance, and staffing.

## RECOMMENDATION:

Staff recommends that the SCRRA take the following actions:

- \* Adopt previous policy and other actions taken by the Interim Joint Powers Authority, the Southern California Commuter Rail Coordinating Council, and the Los Angeles County Transportation Commission. These actions are listed in Exhibit A.
- \* File a Notice of Statutory Exemption for the commuter rail program described in the Southern California Commuter Rail 1991 Regional System Plan including the commuter rail service planned for the Union Pacific mainline to Riverside. The program is described in Exhibit B.
- \* Approve staffing plan as described in Exhibit C.

## BACKGROUND:

### 1. Adoption of Previous Actions:

The Interim Joint Powers Authority (IJPA) was formed in October 1990 to advance the first three commuter rail projects: the San Bernardino - Los Angeles (East) Line, the Moorpark - Los Angeles (West) Line, and the Santa Clarita - Los Angeles (North) Line. Its member agencies included LACTC, VCTC and SanBAG. In December OCTC and RCTC became non-voting members. Decisions made by the IJPA

advanced the three early projects, but also necessarily affected the 5-county program. For this reason, it is appropriate for the SCRRA to adopt the actions taken by the IJPA and make them clearly its own.

Similarly, the Southern California Commuter Rail Coordinating Council (SCCRCC) approved a number of policy decisions related to the formation of commuter rail in southern California. This included the adoption of the SB 1402 Report: Southern California Commuter Rail 1991 Regional System Plan. The SCCRCC actions should also be adopted by the SCRRA.

Finally, prior to either the IJPA or the SCCRCC being formed, the LACTC awarded contracts to procure commuter rail vehicles and locomotives for the commuter rail program. These awards should be endorsed by the SCRRA. The LACTC has also entered into Shared Use Agreements with the Southern Pacific Railroad which will govern the operation of the commuter rail services over the Southern Pacific's tracks. These agreements should be adopted by the SCRRA with the intent that the SCRRA be substituted for LACTC as the responsible party.

## 2. Notice of Statutory Exemption.

The improvement of existing railroad facilities is statutorily exempt from the California Environmental Quality Act (Public Resources Code, 21080(b)(11)). Where the commuter rail stations use land not on existing railroad properties, additional clearance work may be necessary.

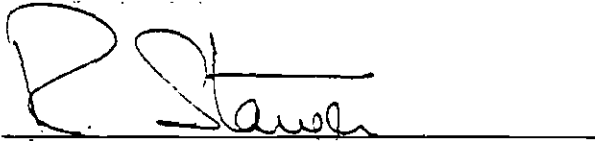
The overall scope of the southern California commuter rail program is described in the Draft SB 1402 report submitted to the California Legislature in December 1990. As required by the subject law, public hearings on the SB 1402 plan and program were held by each member agency. The last such hearing occurred on February 26, 1991.

Over the past year, a number of public actions have also been taken by the IJPA, the SCCRCC, State agencies and member agencies to advance commuter rail services. These have included the acquisition of right-of-way and operating rights, programming of funds, the procurement of equipment, the hiring of consultant design teams, and the award of contracts for construction.

Nevertheless, the new SCRRA should itself file a Notice of Statutory Exemption for the programmed commuter rail services. This Notice should include as well the commuter rail service on the Union Pacific mainline.

3. Staffing.

The joint use of powers agreement setting up the SCRRA established that, for at least seven years, select LACTC staff would be used as the staff of the SCRRA. For this purpose, LACTC has designated a commuter rail unit. It is organized as indicated in Exhibit C which indicates the SCRRA titles staff proposes to use. Care has been taken to make permanent only those positions needed to oversee the on-going operations and maintenance of the commuter rail services. Contract staff are used for additional construction-related work.



---

Richard Stanger  
Director, Rail Development  
LACTC

EXHIBIT A

ACTIONS  
SCCRCC/IJPA MEETINGS

(December 1990-August 1991)

DECEMBER 18, 1990

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
3.	Mission Statement	TABLED
4.	Locomotive Contract Approved locomotive procurement and staff negotiate with GM for additional locomotives.	APPROVED UNANIMOUSLY
8.	Recommendations to Award Commuter Rail Planning and Design Contract to DeLeuw Cather/Booz Allen	APPROVED

JANUARY 17, 1991

1.	December 18, 1991 Minutes	APPROVED
2.	Mission Statement	ACTION DEFERRED
3.	JPA Organization	NO ACTION
4.	DBE Goal of 13% Approved overall DBE goal of 13 percent for the commuter rail program.	APPROVED UNANIMOUSLY
5.	Award of Locomotive Contract with GE Contract approved with General Motors for 17 locomotives.	APPROVED UNANIMOUSLY
6.	Southern Pacific Force Account \$10,479,000 Board approved the creation of a force account with the Southern Pacific Transportation Company in the amount of \$10,479,000.	APPROVED UNANIMOUSLY

FEBRUARY 12, 1991

1.	January 17, 1991 Minutes	APPROVED
3.	Mission Statement	APPROVED UNANIMOUSLY

EXHIBIT A  
ACTIONS  
SCCRCC/IJPA MEETINGS

FEBRUARY 12, 1991

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
4.	Options on Commuter Rail Equipment Motion: 1) purchase spare parts for cars not to exceed \$928,706 2) purchase upgraded seat total \$855,000 3) provision for space and wiring for ATS equipment \$106,500	APPROVED UNANIMOUSLY
5.	Selection of General Engineering Consultant Approved the firm of Frederic R. Harris as General Engineering Consultant.	APPROVED (Walker Abstained)
6.	Other: Quorum of 3 Counties/6 Votes for Action. Wright proposed that 3 counties and 6 votes must be obtained for any action.	APPROVED UNANIMOUSLY

MARCH 15, 1991

1.	February 12, 1991 Minutes	APPROVED
5.	Authorize Funding of Pedestrian Tunnel Approve funding for pedestrian tunnel improvements using the LACTC Proposition 116 funds.	APPROVED UNANIMOUSLY
6.	Authorization to Lease Parcel A1-047 (at Union Station)	WITHDRAWN
7.	Recommendation on Short List for Commuter Rail Operator Approved recommendation of three operators.	APPROVED UNANIMOUSLY
8.	Recommendation for Accessibility Options for Commuter Rail Vehicles Amendment to the UTDC contract authorized for the installation of toilets in 25 trailer cars at a cost not to exceed \$2.4 million.	APPROVED UNANIMOUSLY



EXHIBIT A

ACTIONS  
SCCRCC/IJPA MEETINGS

(December 1990-August 1991)

MARCH 15, 1991

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
9.	Selection of Preliminary Design Engineer for Maintenance Facility Approved award of contract to STV/Seelye Stevenson Value & Knecht for engineering services on the maintenance facility.	APPROVED UNANIMOUSLY
10.	Procurement Management and Technical Support for Commuter Rail Locomotive/Vehicles Motion to authorize the Executive Director to execute a contract with LTK engineering for the above services.	APPROVED UNANIMOUSLY
11.	Adoption of CBQA Guidelines Motion to adopt the State CEQA Guidelines and as the State guidelines may be amended in the future.	APPROVED UNANIMOUSLY
12.	SCAG Membership in the JPA	TABLED

APRIL 12, 1991

1.	March 15, 1991 Minutes	APPROVED
3.	JPA Structure Motion by Reed seconded by Clarke to approved the proposed structure of the regional rail authority.	APPROVED
6.	Capital Programs for Commuter Rail (update expenditures resulting from negotiations with Santa Fe and decisions by Governor and CTC.) Motion to adopt the capital budget as proposed but to bring back to the Board updated expenditure plans based upon the results of negotiations with the Santa Fe as well as decisions taken by the Governor and the CTC.	APPROVED (SCCRCC)

EXHIBIT A

ACTIONS  
SCCRCC/IJPA MEETINGS  
(December 1990-August 1991)

APRIL 12, 1991

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
	Motion by Davis seconded by Clarke that the voting and cost allocation formulas stay the same. Reed "No."	APPROVED (4-1)
	Motion by Clarke seconded by Bacharach to approve budget provisionally and to forward it to the individual commissions for their budget action. Reed "No."	
7.	COMMUTER RAIL DESIGN - ART CENTER STUDENTS Board unanimously accepted the overall concept proposed by Gretchen Barnes.	APPROVED
9.	Recommendation on Option for Locomotive Motion approved by three counties for staff to exercise option to acquire 10 additional locomotives.	APPROVED
10.	SCAG membership on JPA Policy Board (non-voting member) Motion to add SCAG as a non-voting member of the new regional JPA.	APPROVED (IJPA)
11.	Selection of Geographic Information System Service Consultant Motion approving Psomas & Associates for the amount of \$99,347 to consult on selection of geographic information system service. Walker abstained; not sure of conflict of interest.	APPROVED
13.	Amendment to Hopkins & Sutter Contract in the amount of \$80,000.00 Motion to approve a contract extension in the amount of \$80,000 to Hopkins & Sutter.	APPROVED (IJPA)
CLOSED SESSION: Authorization to Lease Parcel		
17.	Authorization to Lease Parcel (between Catellus and LACTC) at Union Station paid by Proposition 116 funds allocated to L.A. County	APPROVED

EXHIBIT A  
ACTIONS  
SCCRCC/IJPA MEETINGS  
(December 1990-August 1991)

MAY 10, 1991

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
1.	Approve April minutes. (Digneo abstained)	APPROVED
2.	JPA Agreement	TABLED
3.	Approval of Proposition 116 Applications	APPROVED UNANIMOUSLY
4.	Option for Radio Equipment on Commuter Rail Vehicles	APPROVED UNANIMOUSLY
5.	Approval of Logo/Name Referred by to staff for additional research.	REFERRED BACK TO STAFF

JUNE 14, 1991

I. Approval of May 10, 1991 minutes APPROVED

SCCRCC/IJPA AGENDA ITEM

II. Southern California Regional Rail Authority  
Motion to approve the Joint Exercise of  
Powers Agreement to Establish the Southern  
California Regional Rail Authority. APPROVED  
UNANIMOUSLY

SCCRCC AGENDA ITEM

III. Southern California Commuter Rail Regional  
System Plan APPROVED  
Motion to approve system plan. UNANIMOUSLY

EXHIBIT A

ACTIONS  
SCCRCC/IJFA MEETINGS

(December 1990-August 1991)

JUNE 14, 1991

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
<u>INTERIM JOINT POWERS AGENDA ITEMS</u>		
IV.	Exercise of Commuter Rail Vehicle Options Motion to exercise option 1 for 20 cars and 10 cars from the second option with proviso that staff negotiate an agreement for payback.	APPROVED UNANIMOUSLY
V.	Selection of Marketing Firm for Commuter Rail Motion to approve selection of Applied Management and Braun Ketchum for above services.	APPROVED UNANIMOUSLY
VII.	DELEGATION OF AUTHORITY Motion to approve changes in signature power for the Director of Rail Development for up to \$100,000 on contract changes and up to \$50,000 on new contracts.	APPROVED UNANIMOUSLY
VIII.	TICKET VENDING MACHINE REQUEST FOR PROPOSALS Motion to authorize staff to bid for TVMs.	APPROVED UNANIMOUSLY
IX.	GRADE CROSSING RESOLUTION	TABLED
X.	TRANSIT INTEGRATION PLAN Motion to approve Resolution 91-1 supporting preparation and implementation of a Transit Integration Plan for regional rail passenger service. Motion that staff prepare a discussion of how to implement the Transit Integration Plan.	APPROVED UNANIMOUSLY
XI.	COMMUTER RAIL ELECTRIFICATION Motion to approve Electrification Resolution 91-2 with additional wording.	APPROVED UNANIMOUSLY

EXHIBIT A

ACTIONS  
SCCRCC/IJPA MEETINGS

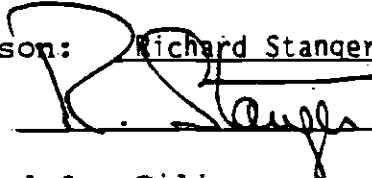
(December 1990-August 1991)

AUGUST 9, 1991

<u>ITEM</u>	<u>SUBJECT</u>	<u>ACTION</u>
	APPROVAL OF MINUTES	APPROVED
I.	ELECTION OF OFFICERS Jacki Bacharach , Chair Larry Walker, Vice Chair	APPROVED
II.	PROGRESS REPORT	INFORMATION
III.	SELECTION OF NAME The name "METROLINK" selected by focus groups.	APPROVED
IV.	AWARD OF EAST LINE CONSTRUCTION CONTRACT C6010 Motion to approve Herzog Construction Corporation as contractor on East Line.	APPROVED UNANIMOUSLY
V.	DESIGN OF CENTRAL MAINTENANCE FACILILTY Contract with Seelye/Stevenson Value Knecht extended to finish final design in the amount of \$700,000 shifting \$250,000 from construction oversight with a ceiling contract amount of \$ 2,625,000.	APPROVED UNANIMOUSLY
VI.	CONSTRUCTION SUPPORT SERVICES FOR THE COMMUTER RAIL CONTRACTS Motion to approve expansion of DeLeuw Cather oversight work to include construction-support in the amount of \$620,000.	APPROVED UNANIMOUSLY



Reasons why the project is exempt: The proposed commuter rail project would institute commuter rail service on existing rail rights-of-way currently in use. According to Sections 21080 [b][1] and 15275 [a] of CEQA, the institution of commuter services on rail rights-of-way already in use are exempt from the regulations of CEQA.

Contact Person: Richard Stanger Telephone No.: (213) 244 - 6803  
Signature:  Title: Executive Director, SCRRA  
Date Received for Filing: \_\_\_\_\_

# Southern California Regional Rail Authority

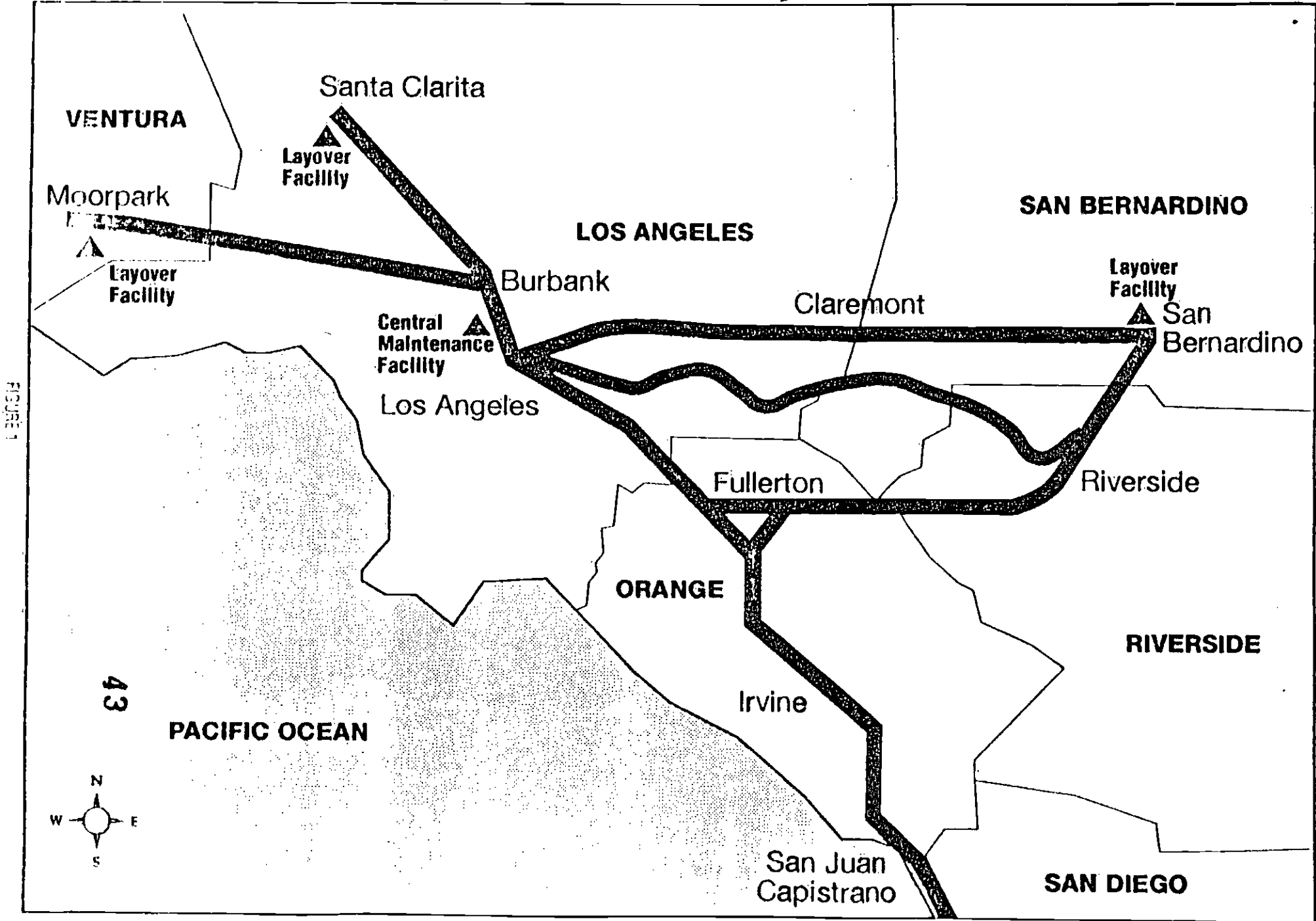


FIGURE 1





August 12, 1991

REF: R60-EX-200-F23-F210

Mr. Raymond R. Toohy  
California Public Utilities  
Commission  
107 South Broadway  
Los Angeles, CA 90002

Dear Mr. Toohy:

**SCRRA COMMUTER LINES  
LACTC -SPTC AGREEMENTS**

Herewith for your information and files are copies of the listed agreements between Southern Pacific Transportation Company and Los Angeles County Transportation Commission for the purchase of SPTC's right of way, tracks and appurtenances in the Los Angeles area and for the interim and permanent operation of the tracks and facilities.

Copies of assignment of right of way and track along with agreement establishing the Southern California Railroad Authority are also enclosed.

1. Purchase and Agreement dated October 11, 1990.
2. Agreement Regarding Interim Use of Tracks dated October 26, 1990 with two amendments.
3. Shared use Agreement for the Azusa Branch, dated December 12, 1990.
4. Shared use Agreement for the Baldwin Park Branch, dated April 18, 1991.
5. Shared use Agreement for the State Street Line, dated April 18, 1991.
6. Partial Assignment and Assumption of Purchase and Sale Agreement San Bernardino County, dated April 18, 1991.
7. Joint Exercise of Powers Agreement to establish the Southern California Regional Rail Authority, finally authorized August 1, 1991.



Mr. Raymond R. Toohy  
August 12, 1991  
Page 2

Requisite applications will be filed with the California Public Utilities Commission in connection with construction of SCRTA track at highway and railroad crossings.

Very truly yours,



JOHN C. MILLER  
Project Engineer

JCM/cs (Toohy.Ltr.A1)

Mr. Mark W. Gottlieb  
California Public  
Utilities Commission  
505 Van Ness Avenue  
San Francisco, CA 94102

Ms. Vicki Thompson  
Graham & James  
1 Maritime Plaza  
San Francisco, CA 94111

J. Givens, RCC  
R. Stanger, LACTC  
R. Mathieu, LACYC  
E. Richardson, RCC  
Chron/RMC



August 12, 1991

REF: R60-EX-200-F23-F210

Mr. Raymond R. Toohey  
California Public Utilities  
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107 South Broadway  
Los Angeles, CA 900012

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August 16, 1991

REF: R60-F23-F210-EX200

Mr. Raymond R. Toohy  
California Public Utilities  
Commission  
107 South Broadway  
Los Angeles, CA 90012

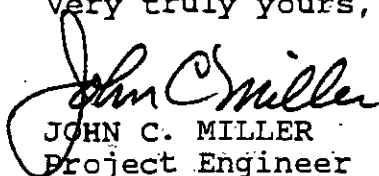
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**Rail  
Construction  
Corporation**

818 West Seventh Street  
Suite 1700  
Los Angeles, CA 90017  
Tel 213 623-1194

 a Subsidiary of  
the Los Angeles County  
Transportation Commis

Leading the Way to Greater Mobility.



August 16, 1991

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California Public Utilities  
Commission  
107 South Broadway  
Los Angeles, CA 900012

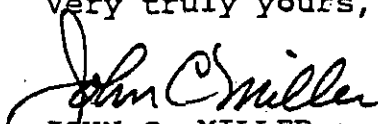
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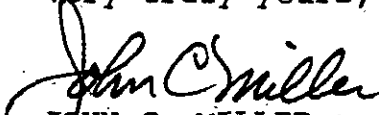
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818 West Seventh Street  
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Los Angeles, CA 90017  
Tel 213 623-1194  
Fax 213 236-4805

TELECOPIER TRANSMISSION COVER SHEET

5TH FLOOR (WEST) TELECOPIER  
TELECOPIER NUMBER: (213) 244-6003

DATE: September 23 1991

TO: San Cluster FROM: John Cruller

RECIPIENT FAX NO.: 620 5395

TOTAL PAGES (including this sheet): 2

RCC FILE NO.: \_\_\_\_\_ RECIPIENT FILE NO.: \_\_\_\_\_

SUBJECT: \_\_\_\_\_

REMARKS: Filing for SCRA Notice of Exemption.  
Will send a copy in the mail also.

John

**RESOLUTION 91-3**

**OF THE SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY PROMOTING THE ELIMINATION OF RAIL-HIGHWAY GRADE-CROSSINGS AND THE UPGRADE OF EXISTING WARNING DEVICES IN THE REGION'S PASSENGER RAIL CORRIDORS.**

WHEREAS, the overall purpose of the Southern California Regional Rail Authority is to advance the planning, design, construction, and then to administer the operation, of regional passenger rail lines serving the counties of San Bernardino, Los Angeles, Ventura, Orange, and Riverside; and

WHEREAS, consistent with this purpose, the Southern California Regional Rail Authority is undertaking a comprehensive capital program to reduce train running times, add track capacity, improve safety, and increase ridership; and

WHEREAS, as part of this program, the Southern California Regional Rail Authority is undertaking a public safety program including the upgrading and/or elimination of existing at-grade rail-highway crossings and the construction of grade-separated rail-highway crossings in the region's passenger rail corridors; and

WHEREAS the Southern California Regional Rail Authority and its member agencies, along with the United States Department of Transportation, the Federal Highway Administration, and the Urban Mass Transportation Administration, are intensifying efforts to promote safety through the elimination of rail-highway grade crossings and the upgrade of existing warning devices, in accordance with the Federal Aid Highway Program Manual, the Federal Aid Highway Act of 1973, 1976 Guidelines and Recommendations, the Surface Transportation Assistance Act of 1987, and the 1989 Report to Congress;

NOW, THEREFORE BE IT RESOLVED that the Southern California Regional Rail Authority does hereby adopt the following policy guidelines concerning rail-highway grade-crossings:

1. The Southern California Regional Rail Authority shall support and promote the elimination of rail-highway grade crossings to the extent feasible on all regional passenger rail lines.
2. Upon the request of a county transportation commission, the Southern California Regional Rail Authority Board will consider exceptions on a case by case basis.
3. The Southern California Regional Rail Authority shall promote to the extent feasible the improvement of remaining grade-crossings in the region's passenger rail corridors through the upgrade of active and passive warning devices and crossing surfaces.

Jacki Bacharach  
Chairman

October 11, 1991  
Date



RECORDING REQUESTED BY

Los Angeles County Transportation Commission  
818 West Seventh Street, Suite 1100  
Los Angeles, California 90017

AND WHEN RECORDED MAIL TO:

Dewey Ballantine  
333 South Hope Street, Suite 3000  
Los Angeles, California 90071  
Attention: Alan Wayte, Esq.

MAIL TAX STATEMENTS TO:

Los Angeles County Transportation Commission  
818 West Seventh Street, Suite 1100  
Los Angeles, California 90017  
Attention: Mr. James D. Wiley

---

SPACE ABOVE THIS LINE FOR RECORDER'S USE

EASEMENT AGREEMENT  
(Yuma Main)

This instrument is exempt from  
Recording Fees (Govt. Code  
§27383) and from Documentary  
Transfer Tax (Rev. & Tax Code  
§11922)

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Grantor"), hereby conveys and assigns to LOS ANGELES COUNTY TRANSPORTATION COMMISSION, a county transportation commission existing under the authority of §130050 et seq. of the California Public Utilities Code ("Grantee"), a perpetual, exclusive easement (the "Yuma Easement") located as described on Exhibit A attached hereto, on, through, across, under and over which area, Grantee, its successors and assigns, shall have the right to construct, reconstruct, maintain, use, operate and/or remove railroad, rail and railroad-related equipment and facilities, and any alternative passenger-carrying system, and communications lines and facilities of every kind and nature including, but not limited to, telephone, telegraph, television and fiber optic lines and related equipment. All improvements presently existing on the easement area shall remain the property of Grantor or its successors or assigns.

In addition, Grantor hereby conveys and assigns to Grantee, its successors and assigns, a perpetual, exclusive easement for a grade-separated flyover crossing (the "Crossing Easement") with its center near the intersection of the east line of Gilman Road (extended) and the centerline of Grantor's 100 foot wide right-of-way, on, over and across which area Grantee, its successors or assigns, shall have the right to construct, reconstruct, maintain, use, operate and/or remove railroad, rail and railroad-related equipment and facilities, and any alternative Passenger-carrying system, and communications lines and facilities of every kind and nature including, but not limited to, telephone, telegraph, television and fiber optic lines and related equipment; provided, however, that Grantee shall submit its design for the grade-separated crossing to Grantor for Grantor's approval prior to commencing any construction of the grade-separated crossing (which approval shall not be unreasonably withheld or delayed), and Grantee shall give Grantor prior written notice of any activities of Grantee in the Crossing Easement area which Grantee expects may interrupt or impede Grantor's activities on Grantor's Yuma Main line (the "Yuma Main Line") lying beneath the Crossing Easement, in which event, Grantee shall conduct its activities in the Crossing Easement area so as to minimize, to the extent feasible, conflict with Grantor's activities on the Yuma Main Line.

Grantee shall defend, indemnify and hold Grantor and its successors and assigns harmless from and against any liability, damage, cost or expense of any kind or nature in connection with the Yuma Easement and/or the Crossing Easement, other than any such liability, damage, cost or expense caused by the negligence or misconduct of Grantor.

Grantor hereby excepts from the Yuma Easement and reserves unto itself and its successors and assigns, a perpetual, nonexclusive easement (the "El Monte Access Easement"), on a 20 foot wide strip of property 10 feet on either side of a centerline located approximately at mile post 494.5 (the "El Monte Access Easement Property"); on, over, under, through and across which area Grantor and its successors or assigns shall have the right to construct, reconstruct, maintain, use, operate, and/or remove railroad, rail and railroad-related equipment and facilities, which easement shall be for the purpose of accessing, operating, maintaining and servicing the area commonly known as Grantor's El Monte Team Track. In addition, Grantor shall also have the right to use as much additional property adjacent to such easement as is reasonably necessary to maintain access to Grantor's El Monte Team Track. Grantor and Grantee shall conduct their activities on the El Monte Access Easement Property so as to minimize, to the extent feasible, conflict with the other party's activities thereon. To the extent either Grantor or Grantee desires to alter the present configuration of Grantor's access to Grantor's El Monte Team Track, then the party desiring such alteration shall submit its design therefor to the other

party for approval prior to commencing the construction of any such alteration (which approval shall not be unreasonably withheld or delayed). The construction performed in connection with any such alterations shall be at the cost and expense of the party proposing or necessitating such alteration, and such party agrees to reimburse the other party for such costs and expenses within 30 days after receipt of bills therefor. In addition, Grantor and its successors and assigns reserve the perpetual and exclusive right to operate, maintain and service the El Monte Team Track.

Grantor also hereby excepts from the Yuma Easement and reserves unto itself and its successors and assigns, a perpetual, non-exclusive easement (the "Fiber Optic Easement") on a 10 foot wide strip of property located 5 feet on either side of the existing Communications Improvements (the "Fiber Optic Easement Property") as generally shown on maps delivered by Grantor to Grantee and initiated by both parties pursuant to the Purchase and Sale Agreement (as defined below) and/or as marked by markers therefor set into the ground near the existing Communications Improvements. Grantor shall have the right to own, maintain, operate, use, remove, rebuild, replace and renew in kind existing communications systems, lines and facilities of every kind and nature including but not limited to all existing telephone, telegraph, television and fiber optic lines and related equipment (the "Communications Improvements") on, through, across, under and over the Fiber Optic Easement Property, subject to the terms and conditions herein set forth. All Communications Improvements presently existing on the Fiber Optic Easement Property shall remain the personal property of Grantor. Grantor shall be entitled to all revenues derived from all current and future agreements to which Grantor is a party affecting the Fiber Optic Easement. The construction or installation of any new optical fibers is not permitted hereunder.

The owner of the Fiber Optic Easement (the "Fiber Optic Easement Owner") shall have the right at any time and from time to time, upon reasonable notice, to maintain, reconstruct, rebuild, replace and renew in kind Communications Improvements on the Fiber Optic Easement Property, provided that the Fiber Optic Easement Owner shall not increase the size or number of optical fibers beyond that existing on the date hereof.

Communications Improvements shall be constructed, operated and maintained in accordance with plans, specifications and procedures approved by the owner of the Fiber Optic Easement Property (the "Servient Owner"), in its reasonable discretion, in advance of construction, operation and maintenance, and shall be constructed, operated and maintained in good and workmanlike manner in accordance with all requirements of any governmental agency having jurisdiction thereof. The Servient Owner shall not unreasonably withhold or delay its approval of any plans, specifications and procedures by the Fiber Optic Easement Owner.

Any disapproval shall specify the reasons therefore in reasonable detail.

All necessary permits for such construction shall be obtained by the Fiber Optic Easement Owner at the Fiber Optic Easement Owner's sole expense. The Fiber Optic Easement Owner shall install and maintain monuments and markers in form and size reasonably approved by the Servient Owner marking the location of the Communications Improvements, changes in direction of such improvements, and on each side of grade crossings, at the Fiber Optic Easement Owner's sole cost and expense. All work upon or in connection with constructing Communications Improvements on the Fiber Optic Easement Property shall be done at such times and in such manner as not to interfere in any material manner with the railroad operations of the Servient Owner or any person operating under the authority of the Servient Owner, any fiber optic or other communications systems and related facilities owned by the Servient Owner or any person operating under the authority of the Servient Owner, or any pipelines and related facilities owned by the Servient Owner or any person operating under the authority of the Servient Owner. The Fiber Optic Easement Owner shall give the Servient Owner five business days' prior written notice before (i) entry upon the Fiber Optic Easement Property by the Fiber Optic Easement Owner or its designated contractors or agents or by any necessary or incidental vehicles, work equipment, machinery and other movable structures for purposes related to the Fiber Optic Easement, or (ii) the commencement of any work on the Fiber Optic Easement Property, and shall comply with all reasonable rules and regulations promulgated by the Servient Owner with respect to such construction activities.

Access over, upon, to, from and across the Fiber Optic Easement Property and exercise of the Fiber Optic Easement shall be at the sole risk and expense of the Fiber Optic Easement Owner, its designated contractors, lessees, sublessees, licensees, agents, and employees. The Fiber Optic Easement Owner shall hold harmless, indemnify and defend the Servient Owner from and against (i) any claim by or liability to any person or entity arising out of or in connection with exercise of the Fiber Optic Easement by the Fiber Optic Easement Owner, its designated contractors, lessees, sublessees, licensees, agents, and employees, and (ii) any loss of or damage to the property of the Servient Owner arising out of or in connection with exercise of the Fiber Optic Easement by the Fiber Optic Easement Owner, its designated contractors, lessees, sublessees, licensees, agents, and employees, except for claims, liabilities, loss or damage caused by the Servient Owner's negligence or willful misconduct.

The Servient Owner shall have no liability to the Fiber Optic Easement Owner, its designated contractors, lessees, sublessees, licensees, agents, or employees, for (i) any claim by or liability to any such person or entity arising out of or connection with the use of, or activities upon, the Fiber Optic

Easement Property by the Servient Owner, its designated contractors, lessees, sublessees, licensees, agents, or employees, or (ii) any loss of or damage to the property of the Fiber Optic Easement Owner, its designated contractors, lessees, sublessees, licensees, agents, or employees, including, without limitation, the Communications Improvements, arising out of or in connection with the use of, or activities upon, the Fiber Optic Easement Property by the Servient Owner, its designated contractors, lessees, sublessees, licensees, agents, or employees, except in each case as such claim, liability, loss or damage is the result of the negligence or willful misconduct of the Servient Owner, its designated contractors, lessees, sublessees, licensees, agents, or employees. In no case shall the Servient Owner, its designated contractors, lessees, subleases, licenses, agents, or employees be liable to the Fiber Optic Easement Owner, its designated contractors, lessees, sublessees, licensees, agents, or employees, for consequential, special, indirect or incidental damages, even if the Servient Owner, its designated contractors, lessees, licensees, agents, or employees, are or have been advised of the possibility of the same.

Prior to exercising any rights to construct additional Communications Improvements, the Fiber Optic Easement Owner shall obtain or extend at its sole expense general liability insurance naming the Servient Owner as an additional insured with respect to, and to the extent of, the Fiber Optic Easement Owner's exercise of such rights, upon such terms and in such amounts as are reasonable and customary, and issued by companies reasonably approved by the Servient Owner. The Servient Owner shall be furnished with a certificate of each policy required to be provided by the Fiber Optic Easement Owner.

If the Servient Owner reasonably desires to have any Communications Improvement relocated in order to utilize any portion of the Fiber Optic Easement Property for (i) the operation of passenger rail service thereon, (ii) a passenger terminal, or (iii) parking to serve passenger rail customers, the Servient Owner shall notify the Fiber Optic Easement Owner of such desire in writing specifying in reasonable detail (A) the nature and extent of the proposed use, (B) the legal description of the portion of the Fiber Optic Easement Property on which relocation of Communications Improvements is being requested, (C) the date upon which the Servient Owner desires the relocation of such Communications Improvements to be completed, (D) the legal description of a proposed alternate easement (the "Alternative Easement") that will provide the Fiber Optic Easement Owner the ability to maintain continuous communications and/or utility connections, as applicable, across the Property which are not substantially less convenient than is provided by the existing Fiber Optic Easement, and the portion of the Property to be encumbered by the Alternative Easement (the "Alternative Easement Property"), (E) evidence establishing that the Servient Owner has the legal right to convey the Alternative

Easement to the Fiber Optic Easement Owner over the Alternative Easement Property, (F) a draft instrument in form and substance reasonably satisfactory to the Fiber Optic Easement Owner granting the Alternative Easement to the Fiber Optic Easement Owner over the Alternative Easement Property, and (G) a copy of the latest plans and specifications for the project proposed by the Servient Owner which requires such relocation of the Communications Improvements.

Within four months after receiving the notice and documents specified above, the Fiber Optic Easement Owner shall, at its sole cost and expense, relocate any Communications Improvements located on the specified portion of the Fiber Optic Easement Property to the Alternative Easement Property, and shall quitclaim to the Servient Owner all of its right, title and interest in the portion of the Fiber Optic Easement Property from which such Communications Improvements have been relocated. Notwithstanding the foregoing, the Fiber Optic Easement Owner shall not be required to relocate any portion of any Communications Improvements more than once.

The Yuma Easement and the Crossing Easement are conveyed and assigned to Grantee subject to the Permitted Exceptions (as that term is defined in the Purchase and Sale Agreement, as defined below) and the reservations contained herein.

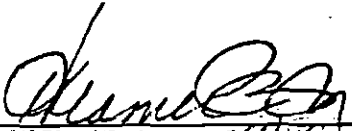
This Easement Agreement is given and accepted pursuant to a certain Purchase and Sale Agreement between Grantor and Grantee dated October 11, 1990, as heretofore amended (the "Purchase and Sale Agreement"), and the representations, warranties and other provisions thereof are incorporated herein by this reference and shall survive the recordation hereof. Except as expressly set forth in the Purchase and Sale Agreement, Grantor makes no warranties, promises, understandings or representations, express or implied, relating to the Property.


IN WITNESS WHEREOF, Grantor has set its hand and seal  
as of April 16, 1991.

GRANTOR:

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY, a Delaware corporation


ATTEST:

By:   
Printed Name: William H. Pulte Jr  
Its: Assistant Secretary

By:   
Printed Name: A.S.D. Spel  
Its: VICE-PRESIDENT

GRANTEE:

LOS ANGELES COUNTY  
TRANSPORTATION COMMISSION

By:   
Printed Name: Les Porter  
Its: Deputy Executive Director

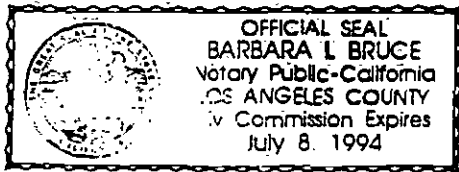
[SEAL]

STATE OF CALIFORNIA        )  
                                  )  
COUNTY OF LOS ANGELES    )        ss.

On April 18, 1991, before me, the undersigned, a Notary Public in and for said County and State, personally appeared S. D. STEEL and WILLIAM H. POPE, JR. personally known to me or proved to me on the basis of satisfactory evidence to be the persons who executed the within instrument as the VICE President and Assistant Secretary, respectively, of SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Barbara L Bruce  
Notary Public





STATE OF CALIFORNIA            )  
  )  
COUNTY OF LOS ANGELES        )        SS.

On April 18, 1991, before me, the undersigned, a Notary Public in and for said County and State, personally appeared LES PORTER, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the DEPUTY EXECUTIVE DIRECTOR of the LOS ANGELES COUNTY TRANSPORTATION COMMISSION, the county transportation commission that executed the within instrument, and acknowledged to me that such county transportation commission executed the within instrument pursuant to a resolution of its board of commissioners.

WITNESS my hand and official seal.



Angelina M. Bell  
Notary Public

Exhibit "A"

All those certain parcels of land situated in the County of Los Angeles, State of California described as follows:

Parcel 1

A strip of land, 40 feet in width, lying 20 feet on each side of the following described center line:

Beginning at the point of intersection of the center line of the main track of the Southern Pacific Transportation Company (State Street Branch) with the northeasterly line of land described as Parcel 1 in Director's Deed dated September 22, 1982 from the State of California to the Southern Pacific Transportation Company recorded January 26, 1983 as Instrument No. 83-105456, Official Records of Los Angeles County, distant thereon North 56°18'22" West 4.92 feet from the most easterly corner of land described in said Parcel 1 and near the mainline milepost 494.47; thence southeasterly on a curve concaved southerly, having a radius of 603.27 feet, a central angle of 16°51'14" (tangent to said curve at the point of beginning bears South 73°51'04" East) and an arc distance of 177.46 feet to a point of compound curve that is concentric with and distant 20 feet northeasterly, measured radially, from the southwesterly line of land described in deed dated July 10, 1973 from Lewis Wolfskill to Southern Pacific Railroad Company, recorded July 26, 1873 in Book 25 of Deeds, page 409, records of said county; thence southeasterly, along said concentric line, on a curve

concaved southwesterly, having a radius of 11,429.19 feet, and a central angle of 5°50'53" (tangent to said curve at the point of compound bears South 56°59'50" East) an arc distance of 1166.55 feet to a point in the center line of Tyler Street; thence continuing southeasterly on said concentric line through a central angle of 0°29'12" and an arc distance of 97.08 feet to a point of tangency; thence South 50°39'45" East along a line parallel with and distant 20 feet northeasterly, measured at a right angles, from the southwesterly line of land, 100 feet wide, of the Southern Pacific Transportation Company, 1379.15 feet to the center line of Cypress Avenue; thence continuing South 50°39'45" East along said parallel line 1702.76 feet to the center line of Perk Road; thence continuing South 50°39'45" East along said parallel line, 1426.12 feet to the northwest edge of Bridge of Freeway No. 10; thence continuing South 50°39'45" East along said parallel line, 272.9 feet to the southeast edge of Bridge on said Freeway; thence continuing South 50°39'45" East along said parallel line, 1581.48 feet to the center line of Cogswell Road; thence continuing South 50°39'45" East along said parallel line, 932.73 feet to the center line of Garvey Avenue; thence continuing South 50°39'45" East along said parallel line, 1204.55 feet to the center of Durfee Avenue; thence continuing South 50°39'45" East along said parallel line, 648.67 feet to a point in the easterly line of Gilman Road (60 feet wide), said easterly line being also the easterly line of land described in deed dated November 1, 1873 from F.E. Downs to the Southern

Pacific Railroad Company, recorded November 6, 1873 in Book 27 of Deeds, page 3, records of said County.

The side lines of the above described 40 foot wide strip of land terminate in said northeasterly and southeasterly lines of land described in said deed dated September 22, 1982 and in said easterly line of Gilman Road.

Parcel 2

A strip of land, 40 feet in width, being a portion of the 100 foot wide strips of land described in deeds to the Southern Pacific Railroad Company (1) "First" in deed dated May 22, 1874 from James D. Champion recorded May 22, 1874 in Book 29 of Deeds, page 459 et seq., (2) land described in deed dated August 20, 1873 from William Workman recorded November 20, 1873 in Book 27 of Deeds, page 123 and (3) the 38 foot wide strip of land described "First" in deed dated May 19, 1897 from O.T. Bassett, recorded August 13, 1897 in Book 1170 of Deeds, page 281, all recorded in the Records of said County of Los Angeles, lying 20 feet on each side of the following described center line:

Beginning at the point of intersection of a line parallel with and distant 20 feet southwesterly, measured at right angles, from the northeasterly line of land described "First" in said deed dated May 22, 1874 with the easterly line of Gilman Avenue (60 feet wide); thence South 50°39'45" East along a line parallel with and distance 20 feet southeasterly, measured at right angles, from the northeasterly line of said 100 foot wide strips of land of the Southern Pacific Transportation Company 2711.37

feet to the West edge of Bridge at Freeway 605; thence continuing South 50°39'45" East along said parallel line, 180.05 feet to the East edge of Bridge at Freeway 605; thence continuing South 50°39'45" East along said parallel line, 703.15 feet to the center line of Temple Avenue (formerly Rivergrade Road); thence continuing South 50°39'45" East along said parallel line, 1557.12 feet to the southerly prolongation of the center line of Baldwin Park Boulevard; thence continuing South 50°39'45" East along said parallel line, 126.94 feet; thence easterly on a tangent curve concaved northerly, having a radius of 818.64 feet, a central angle of 21°41'50" and an arc distance of 310.01 feet to a point in the center line of the 40 foot wide strip of land described "Second" in said deed dated May 19, 1897, said point being at or near the main line milepost 497.55.

The side lines of the above described 40 foot wide strip of land terminate in the easterly line of said Gillman Road and in the dividing line between land described "First" and "Second" in said deed dated May 19, 1897.

LOS ANGELES COUNTY TRANSPORTATION COMMISSION  
CERTIFICATE OF ACCEPTANCE

This is to certify that the interests in the real property conveyed by the Easement Agreement dated as of April 18, 1991, from Southern Pacific Transportation Company, a Delaware corporation, to the Los Angeles County Transportation Commission, a county transportation commission existing under the authority of §130050 et seq. of the California Public Utilities Code, is hereby accepted by the undersigned officer of the Los Angeles County Transportation Commission on behalf of the Los Angeles County Transportation Commission as of April 18, 1991 pursuant to authority conferred by resolution of the Los Angeles County Transportation Commission adopted on October 11, 1990, and the grantee consents to the recordation thereof by its duly authorized officer.

Dated: as of April 18, 1991

LOS ANGELES COUNTY  
TRANSPORTATION COMMISSION

By:

  
Its Deputy Executive Director

APPENDIX B

147233

NOTICE OF EXEMPTION

1990 DEC 10 10 33 33

TO: XXX Office of Planning and Research  
1400 Tenth Street  
Sacramento, CA 95814

FROM: LOS ANGELES COUNTY TRANSPORTATION  
COMMISSION  
818 West Seventh Street  
Los Angeles, California 90017

XXX County Clerk  
County of Los Angeles  
111 North Hill Street  
Los Angeles, California 90012

Project Title ACQUISITION AND PROTECTION OF RAIL RIGHT OF WAY AND RELATED  
RAILROAD PROPERTIES.

Project Location - Specific

LOS ANGELES COUNTY

Project Location - City

Numerous cities

Project Location - County

SAN BERNARDINO/LOS ANGELES/VENTURA/ORANGE

Description of Nature, Purpose, and Beneficiaries of Project

Transportation agency acquisition of existing railroad rights of way and related properties, to develop a regional rail transportation program, which will allow feasibility and planning studies to integrate these existing transportation properties into future rail projects.

Name of Public Agency Approving Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Name of Person or Agency Carrying Out Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Exempt Status: (Check One)

- Ministerial (Sec. 21080(b)(1); 15268);
- Declared Emergency (Sec. 21080(b)(3); 15269(a)); (SEE ATTACHED)
- Emergency Project (Sec. 21080(b)(4); 15269(b)(c)).

Reasons why project is exempt:

(SEE ATTACHED)

Contact Person

RICHARD STANGER

Area Code/Telephone/Extension

(213) 623-1194

If filed by applicant:

1. Attach certified document of exemption finding.
2. Has a notice of exemption been filed by the public agency approving the project? Yes  No

Date Received for Filing:

Signature

Title

Revised March 1986



Los Angeles County  
Transportation Commission  
818 West Seventh Street  
Suite 1100  
Los Angeles, CA 90017  
213/623-1194

**NOTICE OF EXEMPTION**

To: County Clerk  
County of Los Angeles  
111 North Hill Street  
Los Angeles, CA 90012

Subject: Filing of Notice of Exemption for Acquisition of  
Southern Pacific Facilities

Contact Person: Richard Stanger

Project Location: Counties of Los Angeles/San Bernardino/Orange/  
Ventura

Attached is an action of the Los Angeles County Transportation  
Commission adopted on October 24, 1990 approving the Project and  
authorizing this Notice of Exemption.

**CERTIFICATION**


The undersigned, duly qualified Executive Director of the Los  
Angeles County Transportation Commission, certifies that the  
attached memo to LACTC Members and Alternates dated October 19,  
1990 and this Notice of Exemption are true and correct copies of  
the action adopted at a legally convened meeting of the Los Angeles  
County Transportation Commission held on October 24, 1990.

APPROVED:

  
NEIL PETERSON  
Executive Director

10/25/90  
Date

ATTEST:

  
KATHERINE Y. TORIGOE  
Executive Secretary

10/25/90  
Date

APPROVED AS TO FORM:

DE WITT W. CLINTON  
County Counsel

  
NINA W. PHILLIPS  
Senior Deputy County Counsel

Attachments



NEIL PETERSON  
EXECUTIVE DIRECTOR



Los Angeles County  
Transportation  
Commission  
818 West Seventh Street  
Los Angeles,  
California 90017  
Tel: 213 623-1104

October 19, 1990

**MEMO TO: LACTC MEMBERS AND ALTERNATES - 10/24 MEETING**  
**FROM: NEIL PETERSON**  
**SUBJECT: APPROVAL OF SOUTHERN PACIFIC PURCHASE AND SALE AGREEMENT**

**ISSUE:**

Staff has recently completed negotiations with the Southern Pacific for the acquisition of several of its rights-of-way. Approval of the Purchase and Sale Agreement is now necessary.

**RECOMMENDATION:**

Staff recommends that the Los Angeles County Transportation Commission:

1. Approve the purchase of certain railroad right-of-ways and adjoining land and improvements located in the County of Los Angeles, State of California, described more particularly in the Purchase and Sale Agreement dated October 11, 1990, between the Southern Pacific Transportation Company and the Los Angeles County Transportation Commission for a purchase price of \$450,000,000 (less amounts allocated to portions of such railroad right-of-ways and adjoining land and improvements to be acquired and purchased by other governmental agencies as provided in the Agreement.
2. Ratify the execution and delivery of the Agreement by the Executive Director of the Commission.
3. Authorize the Executive Director or any other officer of the Commission, acting alone, to negotiate, execute, deliver and implement the collateral agreements, documents and instruments contemplated by or necessary to implement the terms of the Agreement.
4. Find that that acquisition is exempt from the California Environmental Quality Act and direct the filing of a Notice of Exemption.

**BACKGROUND:**

Attached is a summary of the main elements of the Agreement. Also attached is a map showing the rights-of-way involved.



NEIL PETERSON  
Executive Director

cc: Richard Stanger  
Stephanie Brady  
Judy Weiss  
Les Porter

**NOTICE OF EXEMPTION  
ACQUISITION OF SOUTHERN PACIFIC FACILITIES**

Attached is the Notice of Exemption package on which to base the finding requested as Recommendation #4 in Item #30 of the Commission's October 19, 1990 Agenda.

**ATTACHMENT TO  
NOTICE OF EXEMPTION**

**EXEMPT STATUS AND REASONS WHY PROJECT IS EXEMPT**

Based upon the nature of this project and a consideration of environmental factors, this regional railroad properties acquisition protects existing Southern California region right of way and related mass transit facilities pending assessment and evaluation of the environmental feasibility and suitability of specific rail improvements and developments.

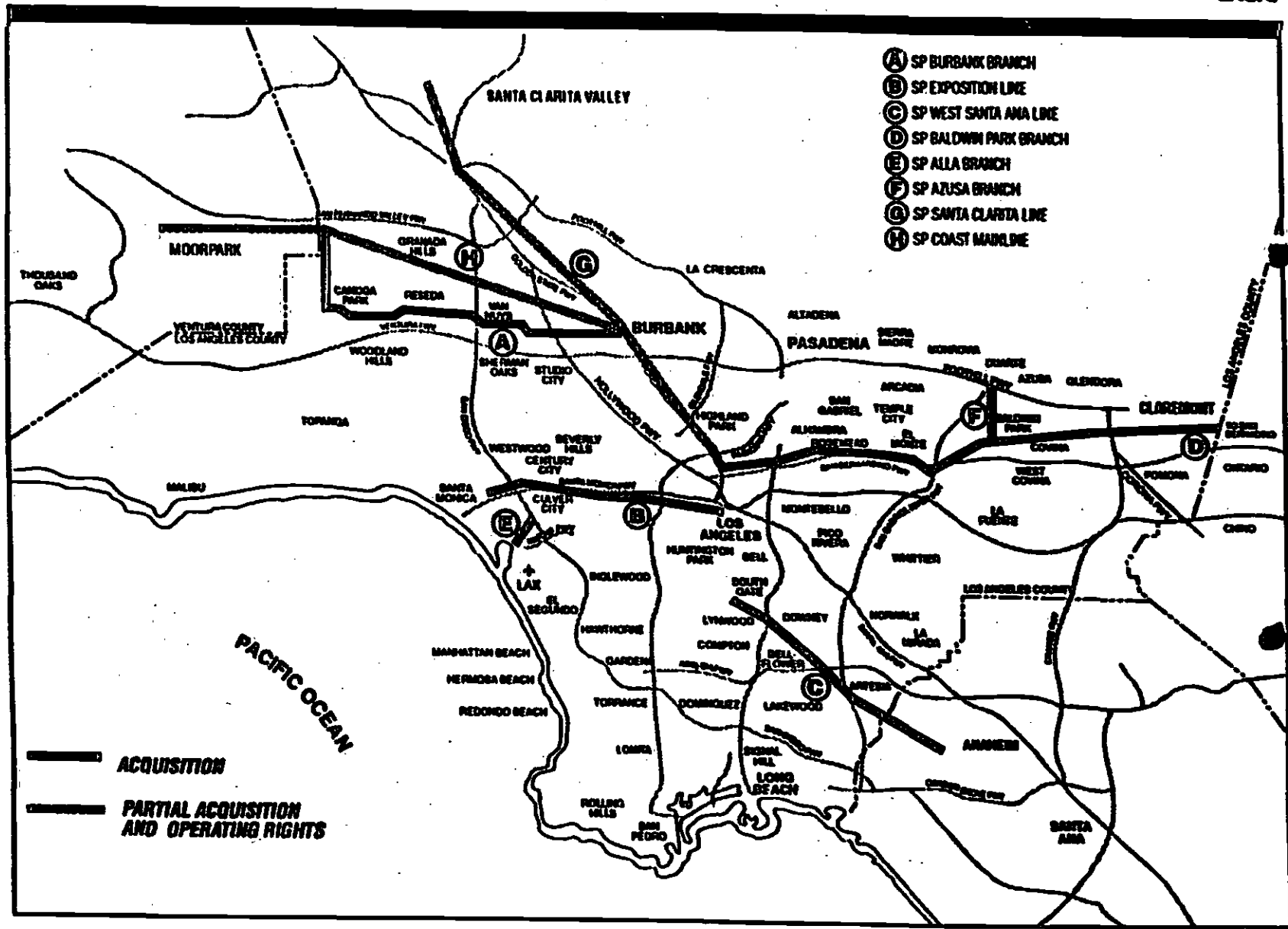
Thus, this project is exempt from CEQA under the following specific exemptions:

- Projects for development or adoption of a regional transportation improvement program in which individual projects developed pursuant to these programs are subject to CEQA (Public Resources Code Section 21080(b)(14) and Guidelines Section 15276);
- Institution or increase of passenger or commuter rail service on lines already in use including modernization of existing stations and parking facilities (Public Resources Code Section 21080(b)(11) and Guidelines Section 15275);
- Transfers of ownership of land to preserve transit right of way uses without encroachment (Guidelines Section 15325);
- Environmental protection actions by

transportation commission to preserve existing options for mass transit system which will mitigate regional traffic and air pollution (Guidelines Section 15309);

- Feasibility and planning studies, data collection and research, and resource evaluation activities which do not result in major or serious disturbances to an environmental resource and which are part of studies leading to possible future actions which the commission has not yet approved, adopted or funded (Guidelines Sections 15262 and 15306);
- Operation, maintenance of existing facilities and replacement or reconstruction of existing facilities with replacements on the same site with substantially the same purpose and capacity as the structure replaced (Guidelines Sections 15301 and 15302);
- The general rule and exemption that CEQA applies only to projects which have the potential for causing a significant effect on the environment. As it can be seen with certainty that the project as defined has no possibility of significantly affecting the environment, the project is exempt (Guidelines Section 15061(b)(3)).

# SOUTHERN PACIFIC PROTECTED RIGHTS-OF-WAY



## RAILWAY FACILITIES

### Operating Land

Santa Monica Branch. All of Seller's interest in the Santa Monica Branch as shown on Schedule 1 beginning at milepost 485.69 at the intersection of Buyer's "Blue Line" to milepost 499.89 at the east boundary of 17th Street, Santa Monica.

Burbank Branch. All of Seller's interest in the Burbank Branch as shown on Schedule 1 beginning at milepost 446.17 near Chatsworth to approximately milepost 466.5 on the western property line of Seller's Coast Main Line at Burbank Jct.

West Santa Ana Branch. All of Seller's interest in the West Santa Ana Branch as shown on Schedule 1 beginning at milepost 495.14 near Paramount to approximately the centerline of Beach Blvd. near Stanton.

Alla Branch. All of Seller's interest in the abandoned Alla Branch beginning at milepost 496.25 at the centerline of Sepulveda Blvd. in Culver City to milepost 497.85 at the south line of Panama Street in Los Angeles.

Baldwin Park Branch. All of Seller's interest in the Baldwin Park Branch as shown on Schedule 1 beginning at milepost 502.00 at Orange Avenue Jct. and extending easterly to the westerly boundary line of Seller's Colton Main Line Cut Off, and also that portion of the Baldwin Park Branch beginning on the easterly boundary line of Seller's Colton Main Line Cut Off to the westerly right-of-way line of Rancho Avenue in San Bernardino, excluding the AT&SF Railway right-of-way that bisects the Baldwin Park Branch, together with an easement for a grade-separated crossing of Seller's Colton Main Line Cut Off, and excluding that portion of the Baldwin Park Branch between milepost 514.37 and milepost 515.42 in Claremont where Seller is operating on AT&SF Railway trackage, provided that Seller shall assign to Purchaser its rights to use such portion of the AT&SF Railway trackage if the necessary consents are obtained.

Operating Land (Cont.)

Azusa Branch. All of Seller's interest in Azusa Branch as shown on Schedule 1 beginning at milepost 497.55 near Bassett to milepost 507.19 near Azusa.

State Street Branch. All of Seller's interest in the State Street Branch as shown on Schedule 1 beginning at milepost 485.30 at Mission Road to milepost 496.38 at El Monte, together with the track structure and an unobstructed easement in form reasonably satisfactory to Seller and Purchaser, 40 feet wide and not less than 35 feet high, but increasing in height as agreed upon between Seller and Purchaser, on Seller's retained property from milepost 484.95 to milepost 485.30, but excluding all of the Lincoln Park spur diverging from the State Street Branch in the vicinity of milepost 486.40. The exact height and location of such easement shall be determined prior to the Closing with respect to such portion of the Property.

Yuma Main Line. A 40-foot wide easement for a right-of-way along either the north or the south side of Seller's Yuma Main as shown on Schedule 1 beginning at milepost 494.47 at El Monte to milepost 497.55 near Bassett, together with an easement for a grade-separated crossing of Seller's Yuma Main at a location to be determined and mutually agreed to by Seller and Purchaser.

Saugus and Ventura Lines. A portion of Seller's property, 40-foot wide as shown on Schedule 2, located along the north side of Seller's existing mainline, extending westerly from milepost 478.21 near Fletcher Drive, Glendale, to the vicinity of milepost 468, thence on the south side to milepost 449.4 near Saugus, and being 40-foot wide located along the south side of Seller's existing mainline, extending westerly from milepost 462.45 at Burbank Jct. to approximately milepost 446, thence on the north side to milepost 426.4 near Moorpark.



**Non-Operating Land**

**Cornfield Fee Land.** Lot 1, Tract No. 19617, as shown on the survey dated September 29, 1988, prepared by H.M. Scott & Associates, Inc. (the "Cornfield Survey"), of Seller's Cornfield site, which area shall be purchased in fee.

**Cornfield Easement Land.** A 35-foot wide easement, 17 and one-half feet on either side of the centerline in approximately the location delineated in Schedule 3, burdening a portion of Lot A, Freight Depot Tract M.R. 72-75 (as shown on the Cornfield Survey), such easement to be in form reasonably satisfactory to Seller and Purchaser.

**Midway Yard.** All of Seller's Midway Yard as shown on Schedule 5 together with Seller's bridge over the Los Angeles River near Dayton Tower, milepost 480.7.

**Taylor Yard.** The portion of Seller's Taylor Yard identified on Schedule 6 as Parcels A, B and C and a portion of Parcel D, seven acres in area, to be described and agreed to by the parties prior to the conveyance of this Railway Facility.

**Union Station.** All of Seller's undivided 44 percent interest in grounds adjoining the railroad station and passenger terminal known as the Los Angeles Union Passenger Terminal located on Alameda Street in the City of Los Angeles, California.

**Los Angeles River Bridge.** All of Seller's rights to use the bridge owned by Union Pacific Railroad Company over the Los Angeles River leading into Union Station.

**Chatsworth.** That portion of Seller's property located at or near Chatsworth, California shown on Schedule 7, lying 55 feet north of Seller's existing mainline.

**Simi Valley Station Site.** All of Seller's interest in that property shown on Schedule 8.

Non-Operating Land (Cont.)

Moorepark Station Site. All of Seller's interest in that property shown on Schedule 9.

Simi (Madera Road). All of Seller's interest in that property shown on Schedule 10.

Santa Monica Branch. All Non-Operating Land associated with the Santa Monica Branch.

Burbank Branch. All Non-Operating Land associated with the Burbank Branch, but excluding those Non-Operating Lands shown on Schedule 11.

West Santa Ana Branch. All Non-Operating Land associated with the West Santa Ana Branch and all of Seller's interest in that property in Stanton bounded by Beach Blvd., Grand Avenue and Seller's Los Alamitos Branch right-of-way, but excluding those Non-Operating Lands shown on Schedule 11.

Baldwin Park Branch, Azusa Branch and State Street Branch. All Non-Operating Land associated with the Azusa Branch and the State Street Branch and the Baldwin Park Branch, but excluding those Non-Operating Lands shown on Schedule 11 and excluding the portion of the Baldwin Park Branch between milepost 514.37 and milepost 512.42 in Claremont where Seller is operating on AT&SF Railway trackage.

**SUMMARY OF PURCHASE AND SALE AGREEMENT  
DATED OCTOBER 11, 1990 BETWEEN  
SOUTHERN PACIFIC TRANSPORTATION COMPANY AND  
LOS ANGELES COUNTY TRANSPORTATION COMMISSION**

Set forth below is a summary of the major terms and conditions of the Purchase and Sale Agreement by which the Los Angeles County Transportation Commission ("LACTC") agreed to purchase several rail line operating rights and interests in real estate in various counties of Southern California from the Southern Pacific Transportation Company ("SP"). References below are to the section numbers of the Agreement.

**1. PURCHASE AND SALE.**

LACTC agreed to purchase all of SP's interest in land and improvements described in Exhibit A to the Agreement, including all track, bridges, tunnels and related facilities. Included in the purchase are fee interests, defeasible fee interests (which terminate upon cessation of use of the property as a railroad) and easements. Also included are SP's interest as landlord in all leases of the non-operating land. In Exhibit A, the aggregate purchase price is allocated to various packages of branch railroad lines and other properties, and there is a further allocation setting forth that portions of the purchase price to be paid by other governmental agencies, such as the City of Los Angeles and the Orange County Transportation Commission, when these governmental entities acquire from LACTC certain of the property interests. (Section 1.1) A copy of Exhibit A is attached hereto.

**2. PURCHASE IN PHASES.**

At the option of LACTC, the purchase transaction will be closed in phases with LACTC buying packages of railway lines and parcels of land listed in Exhibit A to the Agreement.

LACTC and SP shall use their best efforts to complete closings with an aggregate purchase price allocation of at least the amounts indicated below on or before the dates indicated below:

<u>Date</u>	<u>Aggregate Purchase Price Allocation</u>
November 30, 1990	\$ 75,000,000
December 14, 1990	\$140,000,000
December 31, 1990	\$155,000,000
January 31, 1991	\$230,000,000
February 28, 1991	\$305,000,000

(Section 1.2)

3. PURCHASE PRICE.

The purchase price for all of the interests being purchased by LACTC is \$450,000,000, payable at each closing to be conducted in accordance with the Agreement in the amount of the purchase price allocated to the segments of the property being acquired at such closing. At LACTC's option, \$50,000,000 of the purchase price may be paid by delivering one or more promissory notes containing terms set forth in Exhibit B to the Agreement. Exhibit B provides that the notes will have a maturity date of 20 years, be non-amortizing for the first 15 years and will have a market rate of interest. The notes will be subordinate to the senior debt, but will be secured by sales tax revenues received by LACTC. LACTC may use the notes at any closing at its option but must give 45 days' prior written notice before each use of a note. (Section 1.4)

4. TITLE.

LACTC agrees to take title to the Property subject to matters now affecting title other than monetary encumbrances, which are to be paid by Southern Pacific, and certain leases which SP will terminate. LACTC has the right to review title reports and other title information relating to the property before acquiring title. SP agrees to provide a title insurance policy to LACTC with respect to properties being purchased (with minor exceptions). In addition, SP makes certain title warranties to LACTC with respect to the title being acquired and, in particular, warrants that SP is conveying title sufficient that LACTC shall have the unimpaired right to use the rail lines for rail transit, light rail and railroad purposes. (Article 2)

5. INSPECTION AND TERMINATION RIGHTS.

SP is obligated to deliver copies of all material documents affecting title and toxic wastes to LACTC, and LACTC has the right to make appropriate inspections prior to the closings. LACTC may terminate its obligation to purchase the property within 30 days after materials, title and other materials have been delivered to LACTC, but only if such information reveals any material and adverse effect on LACTC's valuation of the property. In giving any such termination notice, LACTC must give its reasons for such termination and an amount by which the value of the property has been reduced by the information reviewed. SP may then agree to lower the purchase price for the affected property by the reduced value, in which case LACTC must purchase such property. (Article 3.)

6. REPRESENTATIONS AND WARRANTIES.

SP makes customary representations and warranties to LACTC regarding its knowledge of matters affecting title to the property. In particular, SP represents that to its actual knowledge of its current employees who are responsible for management of the non-operating land, no material release of a hazardous substance has come to be located on or beneath any of the property, and SP has not received notice that any of the property is in violation in any material respect of any environmental law. LACTC makes customary representations regarding its authority to act under the Agreement. (Sections 4.1 and 4.2)

7. CLOSING.

The closings of the transaction are scheduled for dates to be designated by LACTC and shall occur in any event on or before March 31, 1991. (Section 5.1)

8. CONDITIONS TO CLOSING.

Several conditions are set forth in the Agreement which are conditions precedent to the obligations of both SP and LACTC. These conditions are material and the failure to satisfy any of them would terminate the Agreement. The most significant conditions are:

(a) The Commissioners of LACTC shall have approved the transactions;

(b) timely filings with the ICC shall have been made to permit the transfer of the lines, and the ICC shall have either approved or exempted the acquisition without imposing any conditions which impose labor protection obligations;

(c) LACTC shall be satisfied that it shall not be deemed to have undertaken any obligation to provide freight rail service and that the provisions of the National Railway Labor Act will not apply to it solely by reason of its acquisition of the property;

(d) SP and LACTC shall have entered into an agreement governing SP's use of certain of the rail lines for local freight service during the period prior to the date that LACTC commences passenger service (each party agrees in good faith to use its best efforts to negotiate such an agreement on or before October 19, 1990);

**Summary of Purchase and Sale Agreement**

**October 16, 1990**

**Page 4**

(e) SP and LACTC shall have entered into agreements governing their shared use of the Saugus and Ventura Lines and the Azusa Branch Line (each party agrees in good faith to use its best efforts to negotiate the Saugus/Ventura agreement on or before October 26, 1990);

(f) The Agreement shall have been approved by the City of Los Angeles, the Orange County Transportation Commission, the San Bernardino County Associated Governments and the Ventura County Transportation Commission with respect to those portions of the rail lines and/or non-operating property being acquired by LACTC for them. If such approval is not obtained, LACTC has the option to nevertheless purchase the property or to terminate that portion of the property that was to have been purchased by LACTC for such governmental agency.

(g) SP and LACTC shall have negotiated in good faith with respect to the acquisition by SP of easements to install fiber optic equipment on certain branch lines, and that the parties shall have reached an agreement with respect to such matters prior to October 26, 1990. It is agreed, however, that LACTC has no obligation, implied or otherwise, to agree to grant any such easement or other rights under any terms. (Section 5.2)

**9. RESERVATIONS AND FIBER OPTICS.**

The transfer by SP does not include mineral rights below 500 feet. SP retains all existing fiber optic lines and certain pipelines located on the property.

**10. TOXIC WASTES.**

LACTC acknowledges that it has the opportunity to make on-site inspections of the property to ascertain whether toxic wastes are located thereon and acknowledges that it is buying the operating land in an as-is condition without warranties from SP. However, LACTC does not waive any right it may have against SP for contribution or indemnification under federal or state laws in the event LACTC incurs any liability for the presence of hazardous substance under the real estate, whether or not LACTC has knowledge of the presence of such hazardous substance at the time of closing.

**Attachment: Exhibit A  
10960F03**

**RAILWAY FACILITIES AND PURCHASE PRICE ALLOCATIONS**

**Railway Facilities**

	<b>Purchase Price Allocation</b>	<b>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to <u>Section 5.2(e)</u></b>
<b><u>Operating Land</u></b>		
(a) <b><u>Santa Monica Branch.</u> All of Seller's interest in the Santa Monica Branch as shown on Schedule 1 beginning at milepost 485.69 at the intersection of Buyer's "Blue Line" to milepost 499.89 at the east boundary of 17th Street, Santa Monica.</b>	\$55,000,000	
(b) <b><u>Burbank Branch.</u> All of Seller's interest in the Burbank Branch as shown on Schedule 1 beginning at milepost 446.17 near Chatsworth to approximately milepost 466.5 on the western property line of Seller's Coast Main Line at Burbank Jct.</b>	\$78,000,000	\$25,400,000
(c) <b><u>West Santa Ana Branch.</u> All of Seller's interest in the West Santa Ana Branch as shown on Schedule 1 beginning at milepost 495.14 near Paramount to approximately the centerline of Beach Blvd. near Stanton.</b>	\$28,000,000	\$10,100,000

<u>Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(d) <u>Alla Branch.</u> All of Seller's interest in the abandoned Alla Branch beginning at milepost 496.25 at the centerline of Sepulveda Blvd. in Culver City to milepost 497.85 at the south line of Panama Street in Los Angeles.	\$ 4,000,000	
(e) <u>Baldwin Park Branch.</u> All of Seller's interest in the Baldwin Park Branch as shown on Schedule 1, beginning at milepost 502.00 at Orange Avenue Jct. and extending easterly to the westerly boundary line of Seller's Colton Main Line Cut Off, and also that portion of the Baldwin Park Branch beginning on the easterly boundary line of Seller's Colton Main Line Cut Off to the westerly right-of-way line of Rancho Avenue in San Bernardino, excluding the AT&SF Railway right-of-way that bisects the Baldwin Park Branch, together with an easement for a grade-separated crossing of Seller's Colton Main Line Cut Off, and excluding that portion of the Baldwin Park Branch between milepost 514.37 and milepost 515.42 in Claremont where Seller is operating on AT&SF Railway trackage, provided that seller shall assign to Purchaser its rights to use such portion of the AT&SF Railway trackage if the necessary consents are obtained.	\$30,000,000	\$ 8,200,000



Operating Land

Purchase  
Price  
Allocation

Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(e)

Azusa Branch. All of Seller's interest in the Azusa Branch as shown on Schedule 1 beginning at milepost 497.55 near Bassett to milepost 507.19 near Azusa.

State Street Branch. All of Seller's interest in the State Street Branch as shown on Schedule 1 beginning at milepost 485.30 at Mission Road to milepost 496.38 at El Monte, together with the track structure and an unobstructed easement in form reasonably satisfactory to Seller and Purchaser 40 feet wide and not less than 35 feet high, but increasing in height as agreed upon between Seller and Purchaser, on Seller's retained property from milepost 484.95 to milepost 485.30, but excluding all of the Lincoln Park spur diverging from the State Street Branch in the vicinity of milepost 486.40. The exact height and location of such easement shall be determined prior to the Closing with respect to such portion of the Property.

<u>Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
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Yuma Main Line. A 40-foot wide easement for a right of way along either the north or the south side of Seller's Yuma Main as shown on Schedule 1 beginning at milepost 494.47 at El Monte to milepost 497.55 near Bassett, together with an easement for a grade separated crossing of Seller's Yuma Main at a location to be determined and mutually agreed to by Seller and Purchaser.

(f) <u>Saugus and Ventura Lines.</u> A portion of Seller's property, 40-feet wide as shown on Schedule 2, located along the north side of Seller's existing mainline, extending westerly from milepost 478.21 near Fletcher Drive, Glendale, to the vicinity of milepost 468, thence on the south side to milepost 449.4 near Saugus, and being 40-feet wide located along the south side of Seller's existing mainline, extending westerly from milepost 462.45 at Burbank Jct. to approximately milepost 446, thence on the north side to milepost 426.4 near Moorpark.	\$50,000,000	\$10,000,000
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Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(a)

Purchase  
Price  
Allocation

Non-Operating Land

- (g) Cornfield Fee Land. Lot 1, Tract No. 19617, as shown on the survey dated September 29, 1988 prepared by H.M. Scott & Associates, Inc. (the "Cornfield Survey"), of Seller's Cornfield site, which area shall be purchased in fee.

\$80,500,000

Cornfield Easement Land. A 35-foot wide easement, 17 and one-half feet on either side of the center line in approximately the location delineated in Schedule 3, burdening a portion of Lot A, Freight Depot Tract M.R.72-75 (as shown on the Cornfield Survey), such easement to be in form reasonably satisfactory to Seller and Purchaser.

Midway Yard. All of Seller's Midway Yard as shown on Schedule 5 together with Seller's bridge over the Los Angeles River near Dayton Tower, milepost 480.7.

Taylor Yard. The portion of Seller's Taylor Yard identified on Schedule 6 as Parcels A, B and C and a portion of Parcel D seven (7) acres in area, to be described and agreed to by the parties prior to the conveyance of this Railway Facility.

Non-Operating Land

Purchase  
Price  
Allocation

Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(e)

Union Station. All of Seller's undivided 44 percent interest in the grounds adjoining the railroad station and passenger terminal known as the Los Angeles Union Passenger Terminal located on Alameda Street in the City of Los Angeles, California.

Los Angeles River Bridge. All of Seller's rights to use the bridge owned by Union Pacific Railroad Company over the Los Angeles River leading into Union Station.

(h) Chatsworth. That portion of Seller's property located at or near Chatsworth, California shown on Schedule 7, lying 55 feet north of Seller's existing mainline.

\$17,000,000

\$17,000,000

(i) Simi Valley Station Site. All of Seller's interests in that property shown on Schedule 8.

\$12,500,000

\$12,500,000

Moorpark Station Site. All of Seller's interests in that property shown on Schedule 9.

Simi (Madera Road). All of Seller's interests in that property shown on Schedule 10.

<u>Non-Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(j) <u>Santa Monica Branch.</u> All Non-Operating Land associated with the Santa Monica Branch.	\$ 6,000,000	
(k) <u>Burbank Branch.</u> All Non-Operating Land associated with the Burbank Branch, but excluding those Non-Operating Lands shown on Schedule 11.	\$26,100,000	\$ 900,000
(l) <u>West Santa Ana Branch.</u> All Non-Operating Land associated with the West Santa Ana Branch and all of Seller's interests in that property in Stanton bounded by Beach Blvd., Grand Ave. and Seller's Los Alamitos Branch right of way, but excluding those Non-Operating Lands shown on Schedule 11.	\$10,200,000	\$ 3,800,000
(m) <u>Baldwin Park Branch, Azusa Branch and State Street Branch.</u> All Non-Operating Land associated with the Azusa Branch and the state street Branch and the Baldwin Park Branch, but excluding those Non-Operating Lands shown on Schedule 11 and excluding the portion of the Baldwin Park Branch between milepost 514.37 and milepost 512.42 in Claremont where Seller is operating on AT&SF Railway trackage.	\$ 7,700,000	\$ 2,200,000

For each of the following Railway Facilities, the Purchase Price Allocation for such Railway Facility shall include, in addition to the applicable amount set forth in the column labelled "Purchase Price Allocation" above, the applicable amount set forth below:

<u>Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(a) Santa Monica Branch	\$12,000,000	
(b) Burbank Branch	\$16,000,000	\$ 5,000,000
(c) West Santa Ana Branch	\$ 6,000,000	\$ 3,000,000
(e) Baldwin Park Branch, Azusa Branch, State Street Branch, Yuma Main Line	\$ 6,000,000	\$ 3,000,000
<u>Non-Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(g) Cornfield Fee Land, Cornfield Easement Land, Midway Yard, Taylor Yard, Union Station, Los Angeles River Bridge	\$ 1,000,000	
(k) Burbank Branch	\$ 2,000,000	\$ 1,000,000
(l) West Santa Ana Branch	\$ 1,000,000	
(m) Baldwin Park Branch, Azusa Branch, State Street Branch	\$ 1,000,000	

**PDCD**

RESIDENT ENGINEER WEEKLY PROGRESS REPORT NO. 150

WEEK OF November 24 to November 30 19 90

SECTION MOS I CONTRACT NAME 7th & Flower Street Station

CONTRACTOR Granite Construction Co. CONTRACT NO. A-165

RESIDENT ENGINEER P. D. Riggs

**PERCENT OF PROJECT COMPLETE**

	PROGRESS PAYMENT THROUGH LAST MONTH	ESTIMATED PROGRESS TO DATE	ESTIMATED PROGRESS THIS WEEK	CONTRACT
MONES EARNED	99.9% 45,059,573	99.9% 45,059,573	Ø Ø	100% 45,061,792
TIME	99.9% 1029	102.6 1057	Ø DAYS	100% / 1030

**SAFETY**

NUMBER OF LOST TIME INJURIES

23

AMOUNT OF TIME LOST

427

J. CASSIDY  
D. KUNZ  
R.A. CAMPBELL  
DOCUMENT CONTR  
RON DRAKE

**SCHEDULED PROGRESS**

(SATISFACTORY OR UNSATISFACTORY-EXPLAIN)

**PERSONNEL**

- A. CONSTRUCTION SUPERVISION, OFFICE & CLERICAL
- B. BREAKDOWN BY SUB-CONTRACTOR PERSONNEL WHERE APPLICABLE

- 1. Granite 4/4/2
- 2. Comstock 3/2/1
- 3. Superior Tile 2/0/0

**VISITORS**

(PEOPLE NOT ON CONTRACT PAYROLL)

INSPECTOR

Mr. Nelson

PDC

A. Niland

APPENDIX B

NOTICE OF EXEMPTION

TO: XXX Office of Planning and Research  
1400 Tenth Street  
Sacramento, CA 95814

FROM: LOS ANGELES COUNTY TRANSPORTATION  
COMMISSION  
818 West Seventh Street  
Los Angeles, California 90017

xxx County Clerk  
County of Los Angeles  
111 North Hill Street  
Los Angeles, California 90012

Project Title ACQUISITION AND PROTECTION OF RAIL RIGHT OF WAY AND RELATED  
RAILROAD PROPERTIES.

Project Location - Specific

LOS ANGELES COUNTY

Project Location - City

Numerous cities

Project Location - County

SAN BERNARDINO/LOS ANGELES/VENTURA/ORANGE

Description of Nature, Purpose, and Beneficiaries of Project

Transportation agency acquisition of existing railroad rights of way and related properties, to develop a regional rail transportation program, which will allow feasibility and planning studies to integrate these existing transportation properties into future rail projects.

Name of Public Agency Approving Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Name of Person or Agency Carrying Out Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Exempt Status: (Check One)

- Ministerial (Sec. 21080(b)(1); 15268);
- Declared Emergency (Sec. 21080(b)(3); 15269(a)); (SEE ATTACHED)
- Emergency Project (Sec. 21080(b)(4); 15269(b)(c)).

Reasons why project is exempt:

(SEE ATTACHED)

Contact Person

RICHARD STANGER

Area Code/Telephone/Extension

(213) 623-1194

If filed by applicant:

1. Attach certified document of exemption finding.
2. Has a notice of exemption been filed by the public agency approving the project? Yes  No

Date Received for Filing:

Signature

Title

Revised March 1986



## RAILWAY FACILITIES

### Operating Land

Santa Monica Branch. All of Seller's interest in the Santa Monica Branch as shown on Schedule 1 beginning at milepost 485.69 at the intersection of Buyer's "Blue Line" to milepost 499.89 at the east boundary of 17th Street, Santa Monica.

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SOUTHERN PACIFIC TRANSPORTATION COMPANY AND  
LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Set forth below is a summary of the major terms and conditions of the Purchase and Sale Agreement by which the Los Angeles County Transportation Commission ("LACTC") agreed to purchase several rail line operating rights and interests in real estate in various counties of Southern California from the Southern Pacific Transportation Company ("SP"). References below are to the section numbers of the Agreement.

1. PURCHASE AND SALE.

LACTC agreed to purchase all of SP's interest in land and improvements described in Exhibit A to the Agreement, including all track, bridges, tunnels and related facilities. Included in the purchase are fee interests, defeasible fee interests (which terminate upon cessation of use of the property as a railroad) and easements. Also included are SP's interest as landlord in all leases of the non-operating land. In Exhibit A, the aggregate purchase price is allocated to various packages of branch railroad lines and other properties, and there is a further allocation setting forth that portions of the purchase price to be paid by other governmental agencies, such as the City of Los Angeles and the Orange County Transportation Commission, when these governmental entities acquire from LACTC certain of the property interests. (Section 1.1) A copy of Exhibit A is attached hereto.

2. PURCHASE IN PHASES.

At the option of LACTC, the purchase transaction will be closed in phases with LACTC buying packages of railway lines and parcels of land listed in Exhibit A to the Agreement.

LACTC and SP shall use their best efforts to complete closings with an aggregate purchase price allocation of at least the amounts indicated below on or before the dates indicated below:

<u>Date</u>	<u>Aggregate Purchase Price Allocation</u>
November 30, 1990	\$ 75,000,000
December 14, 1990	\$140,000,000
December 31, 1990	\$155,000,000
January 31, 1991	\$230,000,000
February 28, 1991	\$305,000,000

(Section 1.2)

3. PURCHASE PRICE.

The purchase price for all of the interests being purchased by LACTC is \$450,000,000, payable at each closing to be conducted in accordance with the Agreement in the amount of the purchase price allocated to the segments of the property being acquired at such closing. At LACTC's option, \$50,000,000 of the purchase price may be paid by delivering one or more promissory notes containing terms set forth in Exhibit B to the Agreement. Exhibit B provides that the notes will have a maturity date of 20 years, be non-amortizing for the first 15 years and will have a market rate of interest. The notes will be subordinate to the senior debt, but will be secured by sales tax revenues received by LACTC. LACTC may use the notes at any closing at its option but must give 45 days' prior written notice before each use of a note. (Section 1.4)

4. TITLE.

LACTC agrees to take title to the Property subject to matters now affecting title other than monetary encumbrances, which are to be paid by Southern Pacific, and certain leases which SP will terminate. LACTC has the right to review title reports and other title information relating to the property before acquiring title. SP agrees to provide a title insurance policy to LACTC with respect to properties being purchased (with minor exceptions). In addition, SP makes certain title warranties to LACTC with respect to the title being acquired and, in particular, warrants that SP is conveying title sufficient that LACTC shall have the unimpaired right to use the rail lines for rail transit, light rail and railroad purposes. (Article 2)

5. INSPECTION AND TERMINATION RIGHTS.

SP is obligated to deliver copies of all material documents affecting title and toxic wastes to LACTC, and LACTC has the right to make appropriate inspections prior to the closings. LACTC may terminate its obligation to purchase the property within 30 days after materials, title and other materials have been delivered to LACTC, but only if such information reveals any material and adverse effect on LACTC's valuation of the property. In giving any such termination notice, LACTC must give its reasons for such termination and an amount by which the value of the property has been reduced by the information reviewed. SP may then agree to lower the purchase price for the affected property by the reduced value, in which case LACTC must purchase such property. (Article 3.)

6. REPRESENTATIONS AND WARRANTIES.

SP makes customary representations and warranties to LACTC regarding its knowledge of matters affecting title to the property. In particular, SP represents that to its actual knowledge of its current employees who are responsible for management of the non-operating land, no material release of a hazardous substance has come to be located on or beneath any of the property, and SP has not received notice that any of the property is in violation in any material respect of any environmental law. LACTC makes customary representations regarding its authority to act under the Agreement. (Sections 4.1 and 4.2)

7. CLOSING.

The closings of the transaction are scheduled for dates to be designated by LACTC and shall occur in any event on or before March 31, 1991. (Section 5.1)

8. CONDITIONS TO CLOSING.

Several conditions are set forth in the Agreement which are conditions precedent to the obligations of both SP and LACTC. These conditions are material and the failure to satisfy any of them would terminate the Agreement. The most significant conditions are:

(a) The Commissioners of LACTC shall have approved the transactions;

(b) timely filings with the ICC shall have been made to permit the transfer of the lines, and the ICC shall have either approved or exempted the acquisition without imposing any conditions which impose labor protection obligations;

(c) LACTC shall be satisfied that it shall not be deemed to have undertaken any obligation to provide freight rail service and that the provisions of the National Railway Labor Act will not apply to it solely by reason of its acquisition of the property;

(d) SP and LACTC shall have entered into an agreement governing SP's use of certain of the rail lines for local freight service during the period prior to the date that LACTC commences passenger service (each party agrees in good faith to use its best efforts to negotiate such an agreement on or before October 19, 1990);

(e) SP and LACTC shall have entered into agreements governing their shared use of the Saugus and Ventura Lines and the Azusa Branch Line (each party agrees in good faith to use its best efforts to negotiate the Saugus/Ventura agreement on or before October 26, 1990);

(f) The Agreement shall have been approved by the City of Los Angeles, the Orange County Transportation Commission, the San Bernardino County Associated Governments and the Ventura County Transportation Commission with respect to those portions of the rail lines and/or non-operating property being acquired by LACTC for them. If such approval is not obtained, LACTC has the option to nevertheless purchase the property or to terminate that portion of the property that was to have been purchased by LACTC for such governmental agency.

(g) SP and LACTC shall have negotiated in good faith with respect to the acquisition by SP of easements to install fiber optic equipment on certain branch lines, and that the parties shall have reached an agreement with respect to such matters prior to October 26, 1990. It is agreed, however, that LACTC has no obligation, implied or otherwise, to agree to grant any such easement or other rights under any terms. (Section 5.2)

9. RESERVATIONS AND FIBER OPTICS.

The transfer by SP does not include mineral rights below 500 feet. SP retains all existing fiber optic lines and certain pipelines located on the property.

10. TOXIC WASTES.

LACTC acknowledges that it has the opportunity to make on-site inspections of the property to ascertain whether toxic wastes are located thereon and acknowledges that it is buying the operating land in an as-is condition without warranties from SP. However, LACTC does not waive any right it may have against SP for contribution or indemnification under federal or state laws in the event LACTC incurs any liability for the presence of hazardous substance under the real estate, whether or not LACTC has knowledge of the presence of such hazardous substance at the time of closing.



RAILWAY FACILITIES AND PURCHASE PRICE ALLOCATIONS

Railway Facilities

<u>Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(a) <u>Santa Monica Branch.</u> All of Seller's interest in the Santa Monica Branch as shown on Schedule 1 beginning at milepost 485.69 at the intersection of Buyer's "Blue Line" to milepost 499.89 at the east boundary of 17th Street, Santa Monica.	\$55,000,000	
(b) <u>Burbank Branch.</u> All of Seller's interest in the Burbank Branch as shown on Schedule 1 beginning at milepost 446.17 near Chatsworth to approximately milepost 466.5 on the western property line of Seller's Coast Main Line at Burbank Jct.	\$78,000,000	\$25,400,000
(c) <u>West Santa Ana Branch.</u> All of Seller's interest in the West Santa Ana Branch as shown on Schedule 1 beginning at milepost 495.14 near Paramount to approximately the centerline of Beach Blvd. near Stanton.	\$28,000,000	\$10,100,000

<u>Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(d) <u>Alla Branch.</u> All of Seller's interest in the abandoned Alla Branch beginning at milepost 496.25 at the centerline of Sepulveda Blvd. in Culver City to milepost 497.85 at the south line of Panama Street in Los Angeles.	\$ 4,000,000	
(e) <u>Baldwin Park Branch.</u> All of Seller's interest in the Baldwin Park Branch as shown on Schedule 1, beginning at milepost 502.00 at Orange Avenue Jct. and extending easterly to the westerly boundary line of Seller's Colton Main Line Cut Off, and also that portion of the Baldwin Park Branch beginning on the easterly boundary line of Seller's Colton Main Line Cut Off to the westerly right-of-way line of Rancho Avenue in San Bernardino, excluding the AT&SF Railway right-of-way that bisects the Baldwin Park Branch, together with an easement for a grade-separated crossing of Seller's Colton Main Line Cut Off, and excluding that portion of the Baldwin Park Branch between milepost 514.37 and milepost 515.42 in Claremont where Seller is operating on AT&SF Railway trackage, provided that Seller shall assign to Purchaser its rights to use such portion of the AT&SF Railway trackage if the necessary consents are obtained.	\$30,000,000	\$ 8,200,000

Operating Land

Purchase  
Price  
Allocation

Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(e)

Azusa Branch. All of Seller's interest in the Azusa Branch as shown on Schedule 1 beginning at milepost 497.55 near Bassett to milepost 507.19 near Azusa.

State Street Branch. All of Seller's interest in the State Street Branch as shown on Schedule 1 beginning at milepost 485.30 at Mission Road to milepost 496.38 at El Monte, together with the track structure and an unobstructed easement in form reasonably satisfactory to Seller and Purchaser 40 feet wide and not less than 35 feet high, but increasing in height as agreed upon between Seller and Purchaser, on Seller's retained property from milepost 484.95 to milepost 485.30, but excluding all of the Lincoln Park spur diverging from the State Street Branch in the vicinity of milepost 486.40. The exact height and location of such easement shall be determined prior to the Closing with respect to such portion of the Property.

Operating Land

Purchase  
Price  
Allocation

Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(e)

Yuma Main Line. A 40-foot wide easement for a right of way along either the north or the south side of Seller's Yuma Main as shown on Schedule 1 beginning at milepost 494.47 at El Monte to milepost 497.55 near Bassett, together with an easement for a grade separated crossing of Seller's Yuma Main at a location to be determined and mutually agreed to by Seller and Purchaser.

(f) Saugus and Ventura Lines. A portion of Seller's property, 40-feet wide as shown on Schedule 2, located along the north side of Seller's existing mainline, extending westerly from milepost 478.21 near Fletcher Drive, Glendale, to the vicinity of milepost 468, thence on the south side to milepost 449.4 near Saugus, and being 40-feet wide located along the south side of Seller's existing mainline, extending westerly from milepost 462.45 at Burbank Jct. to approximately milepost 446, thence on the north side to milepost 426.4 near Moorpark.

\$50,000,000

\$10,000,000

Non-Operating Land

Purchase  
Price  
Allocation

Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(e)

- (g) Cornfield Fee Land. Lot 1, Tract No. 19617, as shown on the survey dated September 29, 1988 prepared by H.M. Scott & Associates, Inc. (the "Cornfield Survey"), of Seller's Cornfield site, which area shall be purchased in fee. \$80,500,000

Cornfield Easement Land. A 35-foot wide easement, 17 and one-half feet on either side of the center line in approximately the location delineated in Schedule 3, burdening a portion of Lot A, Freight Depot Tract M.R.72-75 (as shown on the Cornfield Survey), such easement to be in form reasonably satisfactory to Seller and Purchaser.

Midway Yard. All of Seller's Midway Yard as shown on Schedule 5 together with Seller's bridge over the Los Angeles River near Dayton Tower, milepost 480.7.

Taylor Yard. The portion of Seller's Taylor Yard identified on Schedule 6 as Parcels A, B and C and a portion of Parcel D seven (7) acres in area, to be described and agreed to by the parties prior to the conveyance of this Railway Facility.

Non-Operating Land

Purchase  
Price  
Allocation

Reduction If  
Not Approved by  
Appropriate  
Governmental  
Entity  
Pursuant to  
Section 5.2(e)

Union Station. All of Seller's undivided 44 percent interest in the grounds adjoining the railroad station and passenger terminal known as the Los Angeles Union Passenger Terminal located on Alameda Street in the City of Los Angeles, California.

Los Angeles River Bridge. All of Seller's rights to use the bridge owned by Union Pacific Railroad Company over the Los Angeles River leading into Union Station.

(h) Chatsworth. That portion of Seller's property located at or near Chatsworth, California shown on Schedule 7, lying 55 feet north of Seller's existing mainline.

\$17,000,000

\$17,000,000

(i) Simi Valley Station Site. All of Seller's interests in that property shown on Schedule 8.

\$12,500,000

\$12,500,000

Moorpark Station Site. All of Seller's interests in that property shown on Schedule 9.

Simi (Madera Road). All of Seller's interests in that property shown on Schedule 10.

<u>Non-Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(j) <u>Santa Monica Branch.</u> All Non-Operating Land associated with the Santa Monica Branch.	\$ 6,000,000	
(k) <u>Burbank Branch.</u> All Non-Operating Land associated with the Burbank Branch, but excluding those Non-Operating Lands shown on Schedule 11.	\$26,100,000	\$ 900,000
(l) <u>West Santa Ana Branch.</u> All Non-Operating Land associated with the West Santa Ana Branch and all of Seller's interests in that property in Stanton bounded by Beach Blvd., Grand Ave. and Seller's Los Alamitos Branch right of way, but excluding those Non-Operating Lands shown on Schedule 11.	\$10,200,000	\$ 3,800,000
(m) <u>Baldwin Park Branch, Azusa Branch and State Street Branch.</u> All Non-Operating Land associated with the Azusa Branch and the State Street Branch and the Baldwin Park Branch, but excluding those Non-Operating Lands shown on Schedule 11 and excluding the portion of the Baldwin Park Branch between milepost 514.37 and milepost 512.42 in Claremont where Seller is operating on AT&SF Railway trackage.	\$ 7,700,000	\$ 2,200,000

For each of the following Railway Facilities, the Purchase Price Allocation for such Railway Facility shall include, in addition to the applicable amount set forth in the column labelled "Purchase Price Allocation" above, the applicable amount set forth below:

<u>Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(a) Santa Monica Branch	\$12,000,000	
(b) Burbank Branch	\$16,000,000	\$ 5,000,000
(c) West Santa Ana Branch	\$ 6,000,000	\$ 3,000,000
(e) Baldwin Park Branch, Azusa Branch, State Street Branch, Yuma Main Line	\$ 6,000,000	\$ 3,000,000
<u>Non-Operating Land</u>	<u>Purchase Price Allocation</u>	<u>Reduction If Not Approved by Appropriate Governmental Entity Pursuant to Section 5.2(e)</u>
(g) Cornfield Fee Land, Cornfield Easement Land, Midway Yard, Taylor Yard, Union Station, Los Angeles River Bridge	\$ 1,000,000	
(k) Burbank Branch	\$ 2,000,000	\$ 1,000,000
(l) West Santa Ana Branch	\$ 1,000,000	
(m) Baldwin Park Branch, Azusa Branch, State Street Branch	\$ 1,000,000	



# MINUTES



LOS ANGELES COUNTY TRANSPORTATION COMMISSION 818 West 7th. St., Suite 1100, Los Angeles, Calif. 90017 (213) 623 1194

## LOS ANGELES COUNTY TRANSPORTATION COMMISSION

OCTOBER 24, 1990

The regular Commission meeting was called to order by Chairman Edelman at 1:50 p.m. by Chairman Edelman in the Board of Supervisors' Hearing Room in the Hall of Administration.

### Members present:

Supervisor Ed Edelman  
Councilman Ray Grabinski  
Councilwoman Jacki Bacharach  
Councilmember Christine Reed  
Councilman Richard Alatorre  
James Tolbert  
Mike Lewis, alternate to Supervisor Schabarum  
Mas Fukai, alternate to Supervisor Hahn  
Nick Patsaouras, alternate to Supervisor Antonovich  
Ray Remy, alternate to Mayor Bradley  
Jerry Baxter, Ex-Officio for State of California

### Staff present:

Neil Peterson, Executive Director  
David Kelsey, Assistant County Counsel  
Kathy Torigoe, Executive Secretary

SIGNING CEREMONY OF:

Transit Bill of Rights

The Transit Bill of Rights for public transportation riders were signed and presented to the Commission by eleven bus operators, who pledged to provide each of their passengers with safe, reliable, efficient and convenient transit service. The document re-establishes transit operators' commitment to providing the best service possible.

The Commuter Bill of Rights were also presented to the Commission.

APPROVAL OF MINUTES

The minutes of September 26, 1990 and October 10, 1990 were approved as submitted.

CONSENT CALENDAR (Discussion at Commission or Public Request) -  
(Items 1 - 29)

It was moved and seconded to approve the Consent Calendar Items 1 - 28, with the exception of Items 2, 10, 18 and 29. Hearing no objections, motion was carried.

1. Award Contract for MIS Support Services Functions - DMR - \$1.14 Million - Legislative and Administrative Services (LASC) recommended approval contract to DMR Group, Inc. for the provision of MIS support services for amount not to exceed \$1.14 million for this fiscal year.

Staff presented information that DMR has reached agreement with Ultratech, a local, LACTC certified DBE minority firm for 19.3% of the first year's contract.

3. Cross-Border Lease Bonds - Item Deleted.
4. FY 91-97 Los Angeles County Local Streets and Road Transportation Improvement Program (TIP) - Finance and Programming Committee (FPC) recommended:
  - o Approve the Los Angeles County portion of the FY 1991-97 Local Streets and Roads Transportation Improvement Program for Federal-Aid Urban funded projects and forward it to the Southern California Association of Governments for inclusion in the Regional Transportation Improvement Program.

- o Find the recommended TIP to be consistent with the Regional Mobility Plan and in conformance to the Air Quality Management Plan (AQMP).
  - o Provide staff with the flexibility to make technical corrections to the TIP as necessary up to the time that Southern California Association of Governments adopts the RTIP.
  - o Direct Staff to mail final drafts to key local agency contacts for their final review to avoid unnecessary TIP amendments.
5. Expenditure of Prop. 116 Funds on Overcrossings of the Alameda Consolidated Transportation Corridor - FPC recommended approval with an amendment to replace the requirement for a legal agreement "with all three railroads" with a requirement for a legal agreement "between Southern Pacific and at least one other railroad." The revised sentence is shown below. The second paragraph of the recommendation remained unchanged.

Staff recommends that the Commission take a position opposing the expenditure of Proposition 116 funds to construct overcrossings for the Alameda Consolidated Transportation Corridor until legal agreements which will lead to consolidated operation of freight rail service between the Southern Pacific and at least one other railroad are executed.

On October 17, 1990, the legislative committee of the Alameda Corridor Joint Powers Authority requested that the following substitute language be adopted by the Commission to allow for added flexibility in administering the Proposition 116 funds. Staff concurs with the request revision which replaced both the first and second paragraph of the original recommendation.

Recommend that the Commission take a position opposing the expenditure of Proposition 116 funds to construct overcrossings for the Alameda Corridor until Caltrans, the Alameda Joint Powers Authority Board, and the LACTC recommend that such funds be expended. Inform the California Transportation Commission, Caltrans and the Alameda JPA of this position and request their concurrence.

6. LACTC's Investment Policy - FPC recommended the Executive Director be authorized to revise the current investment policy to include depositing funds with minority-owned and operated institutions and include a South African Policy.

The committee also directed staff to report back on a quarterly basis as to the success rate with minority-owned and operated institutions.

7. Reimbursement of SCRTD for FY 1991 Metro Blue Line Operating Expenses - FPC recommended:

- a. Authorize reimbursement to SCRTD in the amount of \$5,042,725 from the Rail Start-Up Operations Fund for expenses incurred during the months of July and August 1990, including \$4,531,825 for rail operations and \$510,900 for passengers carried during the free-fare period.
- b. Authorize additional monthly reimbursement to SCRTD at the rate of \$2,265,912 for Metro Blue Line operating expenses as may be necessary until the Metro Blue Line Operating Agreement is executed between the District and the Commission.

8. High Occupancy Vehicle (HOV) Lane Priority Program Proposition C - The Planning and Mobility Improvement Committee (PMIC) recommended:

- o that staff work with Caltrans to prepare a specific 10-year implementation plan for HOV Lanes/Transitways on the county's freeway system assuming the passage of Prop. C and an increase in the federal gas tax giving consideration to the following factors in selecting projects;
- o congested corridors that will not be served by Metro Rail mass transit by the year 2000;
- o system connectivity;
- o cost-effectiveness;
- o community acceptance;

with the following amendment. Add the following factors as selection criteria:

- o safety;
- o projects that add new lanes rather than taking away existing lanes;
- o develop a program that reflects area team input, relates to congested corridors, and involves providing maximum benefits as opposed to constructing "easy" projects first.

9. Status of Congestion Management Agency Designation and Work Program for Congestion Management Program - PMIC recommended approval of the concept of a policy advisory committee with modifications and the issue of a newsletter, area workshops, and county-wide forums to ensure an open and timely process for the development of the Congestion Management Plan.
11. Interim JPA for Commuter Rail - PMIC recommended authorizing the Executive Director to sign the Interim Joint Powers Agreement with Ventura and San Bernardino Counties to insure the continued planning and early implementation of commuter rail services. This agreement has a sunset provision of September 1, 1991.

The Interim JPA calls for six members: three from LACTC, two from San Bernardino County and one from Ventura County. The three LACTC representatives to the Interim JPA are:

Jacki Bacharach - Chair, PMIC  
Mike Lewis - Representing the San Gabriel Valley  
Jim Tolbert - Representing the San Fernando Valley and Santa Clarita Valley

The Alternates would include the following three local-elected officials:

Richard Alatorre, L.A. - for Jacki Bacharach  
Judy Wright, Claremont - for Mike Lewis  
Tom Flavin, Burbank - for Jim Tolbert

Both Ventura and San Bernardino Counties are also in the process of approving the Interim JPA and designating their representatives.

12. Market Management Approach to Transportation Improvements - PMIC approval of the staff recommendations on the condition that the proposed work be coordinated with work being done on market-based selections by the Bay Area Economic Forum.

Commissioner Bacharach also requested that the Commissioners be involved in the selection of the consultant.

13. Bus Electrification Feasibility - PMIC recommended:
- a. Approve an allocation of \$750,00 for SCRTD and consultants to conduct the Electric Bus Implementation Study, a joint-venture study of the LACTC and the SCRTD. Authorize a transfer of funds from the Proposition A Discretionary Interest Account.
  - b. Authorize the Executive Director to enter into an agreement with the SCRTD General Manager for SCRTD management of the joint-venture study.

RAIL CONSTRUCTION CORPORATION  
CONSENT CALENDAR

14. Government Code Claims: Francis Delores Gonzalez - Recommended the Commission formally reject the claim of Francis Delores Gonzalez for late filing of claim against a government agency.
15. Metro Blue Line: Contract No. R01-T07-H832, Cable Transmission System - PACTEL - Approval of Change Order No. 027 and Increase in AFE - \$331,142 - Recommended that the Commission:
- a. Approve Change order No. 027 in the amount of \$331,142.
  - b. Approve an increase to the current AFE amount by \$1,900,009 to a revised total AFE of \$10,548,109. This increase in AFE will enable staff to process pending and anticipated changes. An amount of \$1,000,00 is recoverable from the Metro Red Line Project (MOS-1) for Change Notice No. 088. The balance of \$900,009 will be transferred from the Project Reserve.
16. Metro Blue Line: Contract No. R01-T02-P0852, Rerailing Truck, Car Mover, Equipment Trailer - McCormick-Morgan, Inc. - Approval of Change Order No. 003 and increase in AFE - \$373,218 - Recommended that the Commission:

- a. Approve Change Order No. 003 in the amount of \$373,218.
  - b. Approve an increase to the current AFE amount by \$355,746 to a revised total AFE of \$831,746. This increase in AFE will enable staff to process pending and anticipated changes.
  - c. Approve a contract time extension of 501 calendar days establishing a revised contract completion date of June 26, 1991.
17. Metro Blue Line: Contract No. R01-T01-C495, Fencing, LRT = Crown Fence & Supply - Recommendation for Contract Acceptance \$209,435.33 - Recommended the Commission:
- a. Approve the acceptance of the subject contract 100% complete as of June 29, 1990, and authorize the recording of the Notice of Completion.
  - b. Authorize the release of the contract balance of \$209,435.33, 30 calendar days after the filing of the Notice of Completion.
  - c. Approve the transfer of funds in the amount of \$70,609 to the Project Reserve. This amount represents a surplus over the total obligated funds for Contract R01-T01-C495.
19. Government Code Claims: Isho Kulato - Recommended that the Commission formally reject the claim of Isho Kulato.
20. Metro Blue Line: Contract No. R01-T06-H811, Traction power Supply System - L.K. Comstock - \$219,853 - Change Order #038 and Increase in AFE - Recommended the Commission:
- a. Approve Change order No. 038 in the amount of \$219,853.
  - b. Approve an increase to the current AFE amount by \$1,718,212 to a revised AFE of \$20,636,782. This increase in AFE will enable staff to process pending and anticipated changes.
21. Metro Blue Line: Contract No. R01-707-H832 - PACTEL - \$1,582,424 - Change Order No. 026 and Increase In AFE - Recommended the Commission:
- a. Approve Change Order No. 026 in the amount of \$1,582,424.

- b. Approve a contract time extension of 334 calendar days. This extension will establish a final date of February 28, 1991.
  - c. Approve an increase to the current AFE amount by \$2,902,370 to a revised total AFE of \$11,550,470. This increase in AFE will enable staff to process pending and anticipated changes. An amount of \$1,855,00 is recoverable from the Metro Red Line (MOS-1) project. Required funding will be presently transferred from the project reserve.
22. Metro Blue Line: Contract No. R01-T07-H825 - Transit Signaling and Train Control - Transcontrol/Ansaldo Transporti - \$515,439 - Approval of Change Order 024 and Increase in AFE  
Recommended the Commission:
- a. Approve Change Order No. 024 in the amount of \$515,439.
  - b. Approve an increase to the current AFE amount by \$735,701 to a revised total AFE of \$17,491,423. This increase in AFE will enable staff to process pending and anticipated changes. The \$735,701 will be transferred from the Project Reserve.
  - c. Approve a Contract time extension of 92 calendar days.
23. Metro Blue Line: Contract No. R01-T07-H831 - Supervisory Control & Data Acquisition - Harris Corporation - \$94,119 - Approval of AFE - Staff asked that this item be held over to the next RCC meeting in order to revise the recommendation. The Board concurred.
24. Metro Blue Line: Contract No. R01-T01-C510 - Pedestrian Overpasses - Morrison-Knudsen - \$193,286 - Approval of Increase in AFE - Recommended approval of an increase to the current AFE amount by \$193,286 to a revised total AFE of \$2,331,801. This increase in AFE will enable staff to process pending and anticipated changes.
25. Metro Blue Line: Contract No. R01-T01-C415 - Morrison-Knudsen Co., Inc. - \$238,200 - Approval of Cost Plus Change Notice No. 071A - Recommended approval of CPCN No. 071A in the amount of \$238,200. The cost of this Change Notice will be included in a Change Order to be submitted at a later date.



26. Metro Blue Line: Contract No. R01-T01-C420 - MC-5 Utility Relocations - Shawnan Corporation - \$328,012 - Approval of Change Order No. 006 and Increase in AFE - Recommended that the Commission:
  - a. Approve Change Order No. 006 in the amount of \$328,012.
  - b. Approve an increase to the current AFE amount by \$283,949 to a revised total AFE of \$3,224,440. This increase in AFE will enable staff to process pending and anticipated changes.
27. Metro Blue Line: Contract No. R01-T02-P0851 - Hi-Rail Trucks - Road Machinery & Supplies Co. - \$444,598.10 - Approval of Change Order No. 007 - Recommended Commission approval of unilateral Change Order No. 007 in the amount of \$444,598.10. Recovered funds from this change order will be transferred to Contract No. P0852.
28. Metro Rail Transit Consultants (MRTC) MOS-1 Increase in Authorization for Expenditure - \$3,437,093 - Recommended that AFE No. 4725 be increased in the amount of \$3,437,093 from \$4,275,000 to \$7,712,093. This additional amount will fund MRTC's MOS-1 related services until January 31, 1991.

FURTHER DISCUSSION ON CONSENT CALENDAR ITEMS

2. Contract for Personnel-Related Legal Services - Seyfarth, Shaw, Fairweather and Geraldson - \$75,000 - LASC recommended the Commission authorize the Executive Director to renew a contract from November 1, 1990 through October 31, 1991, with the law firm of Seyfarth, Shaw, Fairweather and Geraldson. Ms. Barbara Lindemann Schlei, Esquire, will serve as principal counsel. The contract amount will not exceed \$75,000.

Mrs. Reed indicated that the Committee asked staff for a report on all of the legal services that the Commission has procured. The report was given to the Committee members but they had not had the opportunity to review the report. Any interested Commissioner can ask for a copy of the report.

Mrs. Reed moved to change the recommendation of the Committee and to limit the approval of the contract with Seyfarth, Shaw, Fairweather and Geraldson to conclude pending ongoing personnel matters and that no further work be given to this firm without the consent of the Commission. Motion was seconded by Mr. Lewis. Hearing no objection, motion was carried.

10. Private Sector Proposal for Los Angeles County - PMIC  
recommended:

- a. Immediately issue a Request for Qualification to solicit private sector interest.
- b. Based on the pool of eligible respondents identified in the RFQ process, proceed with a more detailed Request for Proposals process. (If only one qualified respondent is identified in the RFQ process, LACTC would immediately proceed to negotiate with the respondent on providing the service.)

Proposals will be evaluated on the basis of performance oriented selection criteria to be developed by staff, including patronage projections, financial feasibility, potential impact on previously-committed Commission projects, maximum use of already publicly-owned rights-of-way (e.g., freeways, railroad rights-of-way), and compatibility with Commission transportation corridor needs and plans.

- c. Review and validate patronage forecasting mechanisms for potential private sector projects to ensure investor confidence in projections. This can be achieved by either updating the SCAG mode choice model or developing alternative patronage forecasting techniques.
- d. Pursue administrative options for securing Caltrans rights-of-way necessary to build and operate potential private sector projects. If legislation is necessary, it should be drafted in January 1991 for consideration in the next legislative session.

Mrs. Bacharach moved approval with the addition that the proposals listed under 10b. be evaluated with Caltrans' involvement when State right-of-way is involved. Motion was seconded by Mr. Grabinski. Hearing no objection, motion was carried.

18. Metro Green Line: Contract No. R23-T01-C0101, I-105 to Compton Boulevard Foundations and Utilities - Brinderson Corporation - \$11,280,000 - The RCC recommended the Executive Director be authorized to award Contract No. C0101 to Brinderson Corporation, the lowest responsive and responsible bidder. A 10% contract reserve fund of \$1,128,000 is also recommended to cover the cost of changes and extra work, but will not be included in the contract award amount.

Mr. Patsouras offered an amendment to the motion that the design of the station at Hollywood and Highland is an integral part of the connection to the Hollywood Bowl, which was seconded by Chairman Edelman.

Discussion followed.

Mr. Alatorre asked that this item be tabled until Mr. Woo can be present in the discussion, which was seconded by Commissioner Reed. Hearing no objection, motion was carried.

Mr. Woo arrived at the Commission meeting and indicated that he supports the recommendation by Mrs. Bacharach to proceed with the awarding of the design contract but to hold up the approval of the construction contract. He also indicated that \$200,000 has been approved by the City of Los Angeles and the contract has been between the City and RTD to perform the Hollywood/Highland-Hollywood Bowl connector study.

Mrs. Bacharach restated her motion that Commission:

- a. Authorize the RCC to proceed with the design only of the Hollywood/Vine to Hollywood/Highland tunnel segment and Stage I of the Hollywood/Highland station using local funding sources;
- b. Direct the staff to write a letter to UMTA requesting the use of MOS-3 local funds as the overmatch (80%/20% vs. 50%/50%).

The construction financing plan will be referred to the Finance & Programming Committee and that staff will work with the City of Los Angeles to expedite the study that is to be done on the Hollywood Bowl connection and other joint development opportunities.

Motion was seconded.

Roll call vote was taken:

Yes: Lewis, Fukai, Patsouras, Remy, Alatorre,  
Grabinski, Reed, Bacharach, Tolbert, Edelman

No: none

Motion was carried.

Mrs. Bacharach also moved to approve the next firm on the list of Section Designers, Bechtel Corporation, to perform final design of the Hollywood/Highland Station which was seconded.

Roll call vote:

Yes: Lewis, Fukai, Patsaouras, Remy, Grabinski, Reed, Bacharach, Tolbert, Edelman

No: none

Abstain: Alatorre

Motion was carried.

STAFF/COMMITTEE REPORT

30. Approval of Southern Pacific Purchase and Sale Agreement - Staff recommended:

- a. Approve the purchase of certain railroad right-of-ways and adjoining land and improvements located in the County of Los Angeles, State of California, described more particularly in the Purchase and Sale Agreement dated October 11, 1990, between the Southern Pacific Transportation Company and the Los Angeles County Transportation Commission for a purchase price of \$450,000,000 (less amounts allocated to a portions of such railroad right-of-ways and adjoining land and improvements to be acquired and purchased by other governmental agencies as provided in the Agreement.
- b. Ratify the execution and delivery of the Agreement by the Executive Director of the commission.
- c. Authorize the Executive Director or any other officer of the Commission, acting alone, to negotiate, execute, deliver and implement the collateral agreements, documents and instruments contemplated by or necessary to implement the terms of the Agreement.
- d. Find that the acquisition is exempt from the California Environmental Quality Act and direct the filing of a Notice of Exemption.

Mr. Peterson reported that the Commissioners have been briefed on this subject in Executive Session over the last several months. This agreement is contingent upon several additional agreements being satisfactorily concluded and until those agreements are concluded, the final agreement does not go into effect.

Mr. Patsouras moved approval and offered two amendments to the motion. The first amendment is for staff and the City of Los Angeles to investigate the feasibility of a joint development project on the Chatsworth site for the purpose of a regional transit center and complimentary development opportunities. The second amendment is that the staff inventory the rights-of-way that can be available for, and prepare a Master Plan for, Greenways which will preserve these lines for future transit use while creating immediate environmental and recreational benefit. And that the Commission submit a proposal to the State Resources Agency to earmark funds under AB 471.

Chairman Edelman seconded the motion by Mr. Patsouras.

Mrs. Bacharach made a substitute motion that the staff recommendation be approved and that the two amendments be referred to the Planning & Mobility Improvement Committee (PMIC), which was seconded by Mrs. Reed.

Roll call vote:

Yes: Lewis, Fukai, Patsouras, Remy, Alatorre,  
Grabinski, Reed, Bacharach, Tolbert, Edelman

No: none

Motion was carried.

Mrs. Bacharach asked about recommendation 30-c which states, "authorize the Executive Director or any other officer of the Commission, acting alone...."

Mr. Peterson suggested that it be deleted.

Mr. Stanger briefed the Commission on the subject under "Title" lease which Southern Pacific will terminate.

The following people spoke in favor of this item:

Alan Fishel, Committee to Preserve the Right-of-Way  
Russell C. Davies, Committee to Preserve the R/W  
Darrell Clark, Committee to Preserve the R/W and Sierra  
Club Angeles Chapter Transportation Committee  
Jamison Handy, City & Suburban Travel

Mr. Richard A. Heard, Coalition Against Residential Rail,  
spoke against this item.

Mrs. Reed moved for approval of the staff recommendation with  
the substitution in #C that the Executive Director or the  
Chair of the Commission be authorized to sign the documents  
and delete reference to other persons, seconded by  
Mr. Alatorre.

Roll call:

Yes: Lewis, Fukai, Patsaouras, Remy, Alatorre,  
Grabinski, Reed, Bacharach, Tolbert, Edelman

No. none

Motion was carried.

31. Financing Plan for the Southern Pacific Railroad Right-of-Way  
Purchase - FPC recommended:

- a. Authorize the Executive Director to proceed with a tax-  
exempt commercial paper program and award contracts for  
a Tax-Exempt Commercial Paper Dealer, and Bond Counsel.
- b. Authorize the Executive Director to negotiate a  
\$50 million tax-exempt note to be carried back by the  
Southern Pacific Railroad as part of the right-of-way  
purchase price.

A special FPC meeting was held at 11 a.m. on October 24, 1990  
to discuss the current debt status.

Mr. Peterson explained that at the Special Meeting, Item 31b  
was amended to authorize the Executive Director to enter into  
a privately-placed note with the Southern Pacific for an  
amount not to exceed \$50 million and also to entrust a  
judgment call that if that is not in the best interest of the  
Commission to not issue the note, but to use more

advantageous alternative financing instead. Also, the selection of the commercial paper dealers and the bond counsel for this commercial paper facility was brought before the Commission for action.

Mr. Kelsey summarized the Political Reform Act relating to contributions to the Commissioners.

The FPC recommended:

- a. Authorize the Executive Director to award contracts to First Boston Corp. and Goldman, Sachs & Co. as 50/50 Commercial Paper dealers.
- b. Authorize the Executive Director to award contracts to Kutak, Rock & Campbell as bond counsel and to Grant & Duncan as DBE co-bond counsel.

Mrs. Reed moved the appointment of Kutak, Rock and Campbell as bond counsel and Grant & Duncan as DBE co-bond counsel, seconded by Mr. Patsouras. Motion was carried with abstentions by Messrs. Alatorre and Tolbert.

Mrs. Bacharach made a substitute motion that the staff recommendation be approved and that staff be instructed to pursue minority participation and report back at the next meeting as to what minority participation have been obtained. Motion died with lack of a second.

Mrs. Reed moved to select First Boston to do the work, which is seconded.

Roll call vote:

Yes: Grabinski, Reed

No: Patsouras, Remy, Bacharach, Tolbert

Abstain: Lewis, Alatorre

Motion failed.

Much discussion followed on the selection of Commercial Paper dealers.

It was moved and seconded that the Commission continue this item on the selection of Commercial Paper dealers to Friday at 3:00 p.m. An Ad-Hoc Committee (Lewis, Tolbert, Patsouras) will interview the seven firms starting at 10:00 a.m. and make a recommendation to the Commission at 3:00 p.m.

Roll call:

Yes: Lewis, Patsouras, Remy, Alatorre, Grabinski, Reed, Bacharach, Tolbert

No: none

Motion was carried to continue this item until 3:00 p.m., Friday.

32. Authorization to Award Contract No. R60-CR-001 for Commuter Rail Vehicles - This item was held over to the PMIC meeting in November.
33. SPTC Acquisition Environmental Audits - PMIC recommended that the Executive Director be authorized to enter into new contracts to conduct Phase 2 Site Assessments on the Group 1 properties and Phase 1 and 2 Site Assessments on those properties identified under Group 2, except for the Taylor Yard portion which only requires a Phase 2 investigation to meet the escrow closure target dates. The work will go sole source to a listing of 18 qualified environmental firms, including six minority contractors. Contracts will be awarded on the firms' ability to undertake the work and meet the required time schedule. The firm JCI of Vernon, CA was added to the list.

Mrs. Bacharach moved approval, seconded by Mr. Lewis. Hearing no objection, motion was carried.

#### INFORMATION

34. Transportation Reporting and Improvement Program
35. Recap of 1990 Legislation Program
36. Draft 1991 LACTC Legislative Program (State and Air Quality Components)



37. Analysis of Proposition 128 (Big Green Initiative)
38. Legislative Matrix
39. Transportation Development Act, Los Angeles County (Bicycle and Pedestrian Program)
40. San Fernando Valley/North County Environmental Scan

EXECUTIVE DIRECTOR'S REPORT

41. Report on State and Federal Budget Deficit Reduction Status
42. Suggested Meetings with RCC and CTC
43. Notice of Meetings - Notice was received and filed.

REPORTS FROM CHAIR AND COMMISSIONERS

(none)

PUBLIC COMMENT

Greg Roberts commented on the RTD bus service.

Mrs. Beverly Larner commented on the her property located at Wilshire and Western, which was discussed in closed session. She presented a statement and documents as part of the Commission record.

John Walsh commented on the fire in the Metro Red Line tunnel.

CLOSED SESSION

At 5:20 p.m., the Commission recessed into closed session, pursuant to Government Code Sections 54956.8/54956.9, to discuss real estate matters, Southern Pacific and Santa Fe right-of-way negotiations and personnel matters.

At 6:05 p.m., the Commission reconvened. Mr. Kelsey reported that in closed session, the Commission approved just compensation for the following parcels:

B2-143	-	Kim Il Young & Myeong Ki	=	\$55,000
B2-115	-	Laurence B. Kaplan Trust and Sam Kaplan Trust	-	\$5,530,000
AS517	-	Chevron U.S.A., Inc.	-	\$422,304
B2-152	-	Beverly Larner	-	\$5,640,000

ADJOURNMENT

Meeting was adjourned at 6:10 p.m. to October 26 at 3:00 p.m.

OCTOBER 26, 1990

The adjourned meeting was called to order by Chairman Edelman at 3:30 p.m. in the Board of Supervisors' Hearing Room of the Hall of Administration.

Members present:

Supervisor Ed Edelman  
Councilwoman Jacki Bacharach  
Councilmember Christine Reed  
James Tolbert  
Mike Lewis, alternate to Supervisor Schabarum  
Nick Patsouras, alternate to Supervisor Antonovich  
Ray Remy, alternate to Mayor Bradley

SELECTION OF COMMERCIAL PAPER DEALERS

This is a continuation of the October 24 meeting. The Commission is seeking to establish a Tax-Exempt Commercial Paper Program to provide flexible interim financing to partially fund the purchase of the Southern Pacific Railroad right-of-way.

Mr. Lewis reported that the Ad-Hoc Committee interviewed seven firms this morning for the selection of commercial paper dealers.

He moved that the Commission award contracts to:

Goldman, Sachs & Co.  
Lehman Brothers  
Artemis Capital Group, Inc.  
Grigsby, Brandford, Powell, Inc.  
Bancroft, Garcia & Lavell, Inc.

Motion was seconded. Hearing no objection, motion was carried.

Mr. Remy suggested that there should be more participation by minority firms.

Meeting was adjourned at 3:40 p.m.



DANEIL PETERSON  
Executive Director

NP:kyt



Los Angeles County  
Transportation Commission  
818 West Seventh Street  
Suite 1100  
Los Angeles, CA 90017  
213/ 623-1194

## **COMMITTEE RECOMMENDATIONS**

### **REGIONAL GOVERNANCE LEGISLATION: LACTC PRINCIPLES**

The Legislative and Administrative Services Committee received and filed the report entitled, "Regional Governance Legislation: LACTC Principles" and recommended the item be considered at the full Commission meeting.

D#LASC/reg.mem

# MINUTES



LOS ANGELES COUNTY TRANSPORTATION COMMISSION 818 West 7th. St., Suite 1100, Los Angeles, Calif. 90017 (213) 623 1194

## LOS ANGELES COUNTY TRANSPORTATION COMMISSION

OCTOBER 24, 1990

The regular Commission meeting was called to order by Chairman Edelman at 1:50 p.m. by Chairman Edelman in the Board of Supervisors' Hearing Room in the Hall of Administration.

### Members present:

Supervisor Ed Edelman  
Councilman Ray Grabinski  
Councilwoman Jacki Bacharach  
Councilmember Christine Reed  
Councilman Richard Alatorre  
James Tolbert  
Mike Lewis, alternate to Supervisor Schabarum  
Mas Fukai, alternate to Supervisor Hahn  
Nick Patsaouras, alternate to Supervisor Antonovich  
Ray Remy, alternate to Mayor Bradley  
Jerry Baxter, Ex-Officio for State of California

### Staff present:

Neil Peterson, Executive Director  
David Kelsey, Assistant County Counsel  
Kathy Torigoe, Executive Secretary

Mrs. Bacharach also moved to approve the next firm on the list of Section Designers, Bechtel Corporation, to perform final design of the Hollywood/Highland Station which was seconded.

Roll call vote:

Yes: Lewis, Fukai, Patsaouras, Remy, Grabinski, Reed, Bacharach, Tolbert, Edelman

No: none

Abstain: Alatorre

Motion was carried.

STAFF/COMMITTEE REPORT

30. Approval of Southern Pacific Purchase and Sale Agreement -  
Staff recommended:

- a. Approve the purchase of certain railroad right-of-ways and adjoining land and improvements located in the County of Los Angeles, State of California, described more particularly in the Purchase and Sale Agreement dated October 11, 1990, between the Southern Pacific Transportation Company and the Los Angeles County Transportation Commission for a purchase price of \$450,000,000 (less amounts allocated to a portions of such railroad right-of-ways and adjoining land and improvements to be acquired and purchased by other governmental agencies as provided in the Agreement.
- b. Ratify the execution and delivery of the Agreement by the Executive Director of the commission.
- c. Authorize the Executive Director or any other officer of the Commission, acting alone, to negotiate, execute, deliver and implement the collateral agreements, documents and instruments contemplated by or necessary to implement the terms of the Agreement.
- d. Find that the acquisition is exempt from the California Environmental Quality Act and direct the filing of a Notice of Exemption.

**NOTICE OF EXEMPTION  
ACQUISITION OF SOUTHERN PACIFIC FACILITIES**

Attached is the Notice of Exemption package on which to base the finding requested as Recommendation #4 in Item #30 of the Commission's October 19, 1990 Agenda.

*LACTC Minutes of Oct 24 1990*

*Page 013*

APPENDIX B

NOTICE OF EXEMPTION

TO: XXX Office of Planning and Research  
1400 Tenth Street  
Sacramento, CA 95814

FROM: LOS ANGELES COUNTY TRANSPORTATION  
COMMISSION  
818 West Seventh Street  
Los Angeles, California 90017

XXX County Clerk  
County of Los Angeles  
111 North Hill Street  
Los Angeles, California 90012

Project Title ACQUISITION AND PROTECTION OF RAIL RIGHT OF WAY AND RELATED  
RAILROAD PROPERTIES.

Project Location - Specific

LOS ANGELES COUNTY

Project Location - City

Project Location - County

Numerous cities

SAN BERNARDINO/LOS ANGELES/VENTURA/ORANGE

Description of Nature, Purpose, and Beneficiaries of Project

Transportation agency acquisition of existing railroad rights of way and related properties, to develop a regional rail transportation program, which will allow feasibility and planning studies to integrate these existing transportation properties into future rail projects.

Name of Public Agency Approving Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Name of Person or Agency Carrying Out Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Exempt Status: (Check One)

- Ministerial (Sec. 21080(b)(1); 15268);
- Declared Emergency (Sec. 21080(b)(3); 15269(a)); (SEE ATTACHED)
- Emergency Project (Sec. 21080(b)(4); 15269(b)(c)).

Reasons why project is exempt:

(SEE ATTACHED)

Contact Person

Area Code/Telephone/Extension

RICHARD STANGER

(213) 623-1194

If filed by applicant:

1. Attach certified document of exemption finding.
2. Has a notice of exemption been filed by the public agency approving the project? Yes  No

Date Received for Filing:

Signature

Title

Revised March 1986



EXEMPT STATUS AND REASONS WHY PROJECT IS EXEMPT

Based upon the nature of this project and a consideration of environmental factors, this regional railroad properties acquisition protects existing Southern California region right of way and related mass transit facilities pending assessment and evaluation of the environmental feasibility and suitability of specific rail improvements and developments.

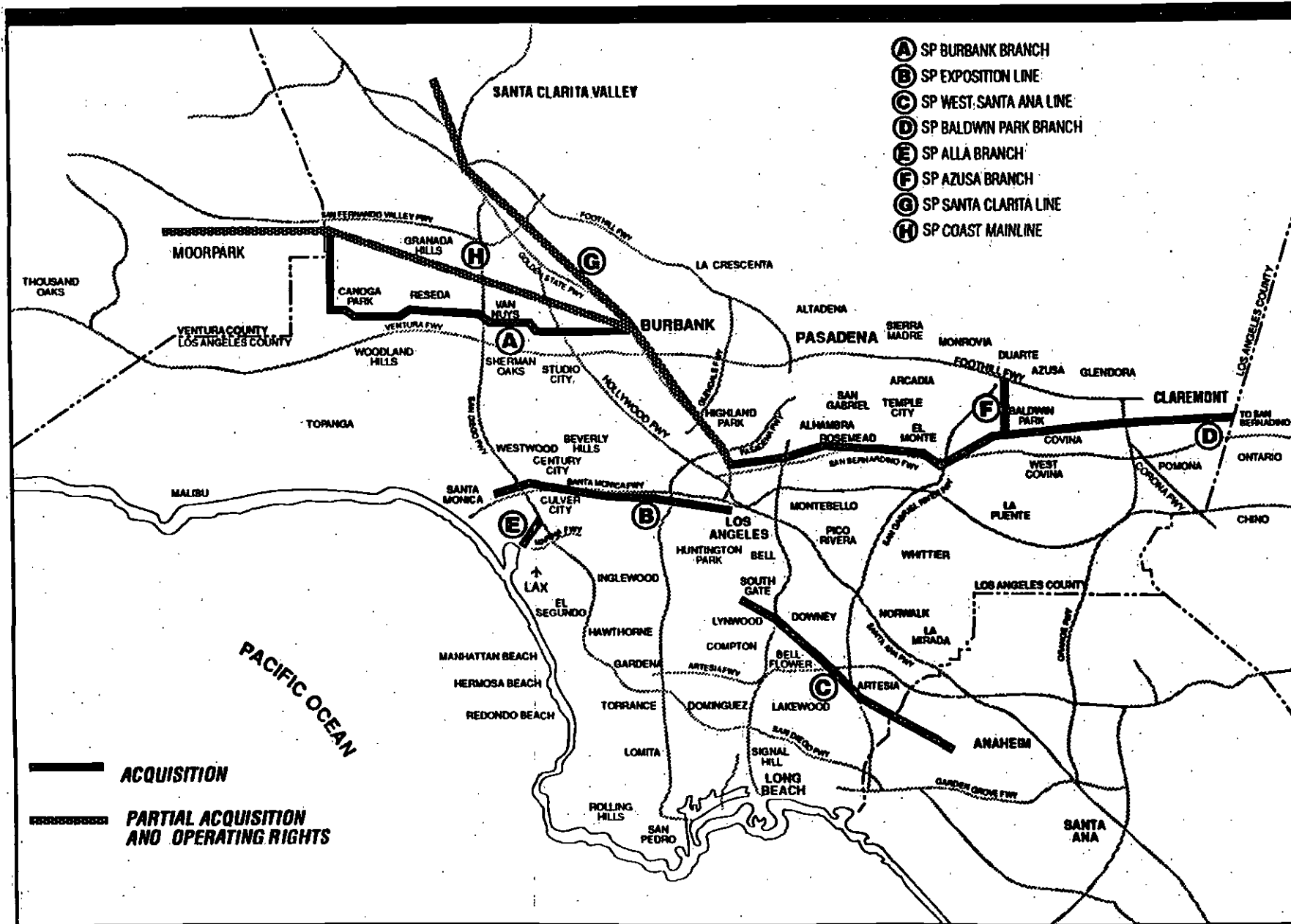
Thus, this project is exempt from CEQA under the following specific exemptions:

- Projects for development or adoption of a regional transportation improvement program in which individual projects developed pursuant to these programs are subject to CEQA (Public Resources Code Section 21080(b)(14) and Guidelines Section 15276);
- Institution or increase of passenger or commuter rail service on lines already in use including modernization of existing stations and parking facilities (Public Resources Code Section 21080(b)(11) and Guidelines Section 15275);
- Transfers of ownership of land to preserve transit right of way uses without encroachment (Guidelines Section 15325);
- Environmental protection actions by

transportation commission to preserve existing options for mass transit system which will mitigate regional traffic and air pollution (Guidelines Section 15309);

- Feasibility and planning studies, data collection and research, and resource evaluation activities which do not result in major or serious disturbances to an environmental resource and which are part of studies leading to possible future actions which the Commission has not yet approved, adopted or funded (Guidelines Sections 15262 and 15306);
- Operation, maintenance of existing facilities and replacement or reconstruction of existing facilities with replacements on the same site with substantially the same purpose and capacity as the structure replaced (Guidelines Sections 15301 and 15302);
- The general rule and exemption that CEQA applies only to projects which have the potential for causing a significant effect on the environment. As it can be seen with certainty that the project as defined has no possibility of significantly affecting the environment, the project is exempt (Guidelines Section 15061(b)(3)).

# SOUTHERN PACIFIC PROTECTED RIGHTS-OF-WAY



## RAILWAY FACILITIES

### Operating Land

Santa Monica Branch. All of Seller's interest in the Santa Monica Branch as shown on Schedule 1 beginning at milepost 485.69 at the intersection of Buyer's "Blue Line" to milepost 499.89 at the east boundary of 17th Street, Santa Monica.

Burbank Branch. All of Seller's interest in the Burbank Branch as shown on Schedule 1 beginning at milepost 446.17 near Chatsworth to approximately milepost 466.5 on the western property line of Seller's Coast Main Line at Burbank Jct.

West Santa Ana Branch. All of Seller's interest in the West Santa Ana Branch as shown on Schedule 1 beginning at milepost 495.14 near Paramount to approximately the centerline of Beach Blvd. near Stanton.

Alla Branch. All of Seller's interest in the abandoned Alla Branch beginning at milepost 496.25 at the centerline of Sepulveda Blvd. in Culver City to milepost 497.85 at the south line of Panama Street in Los Angeles.

Baldwin Park Branch. All of Seller's interest in the Baldwin Park Branch as shown on Schedule 1 beginning at milepost 502.00 at Orange Avenue Jct. and extending easterly to the westerly boundary line of Seller's Colton Main Line Cut Off, and also that portion of the Baldwin Park Branch beginning on the easterly boundary line of Seller's Colton Main Line Cut Off to the westerly right-of-way line of Rancho Avenue in San Bernardino, excluding the AT&SF Railway right-of-way that bisects the Baldwin Park Branch, together with an easement for a grade-separated crossing of Seller's Colton Main Line Cut Off, and excluding that portion of the Baldwin Park Branch between milepost 514.37 and milepost 515.42 in Claremont where Seller is operating on AT&SF Railway trackage, provided that Seller shall assign to Purchaser its rights to use such portion of the AT&SF Railway trackage if the necessary consents are obtained.

Operating Land (Cont.)

Azusa Branch. All of Seller's interest in Azusa Branch as shown on Schedule 1 beginning at milepost 497.55 near Bassett to milepost 507.19 near Azusa.

State Street Branch. All of Seller's interest in the State Street Branch as shown on Schedule 1 beginning at milepost 485.30 at Mission Road to milepost 496.38 at El Monte, together with the track structure and an unobstructed easement in form reasonably satisfactory to Seller and Purchaser, 40 feet wide and not less than 35 feet high, but increasing in height as agreed upon between Seller and Purchaser, on Seller's retained property from milepost 484.95 to milepost 485.30, but excluding all of the Lincoln Park spur diverging from the State Street Branch in the vicinity of milepost 486.40. The exact height and location of such easement shall be determined prior to the Closing with respect to such portion of the Property.

Yuma Main Line. A 40-foot wide easement for a right-of-way along either the north or the south side of Seller's Yuma Main as shown on Schedule 1 beginning at milepost 494.47 at El Monte to milepost 497.55 near Bassett, together with an easement for a grade-separated crossing of Seller's Yuma Main at a location to be determined and mutually agreed to by Seller and Purchaser.

Sauqus and Ventura Lines. A portion of Seller's property, 40-foot wide as shown on Schedule 2, located along the north side of Seller's existing mainline, extending westerly from milepost 478.21 near Fletcher Drive, Glendale, to the vicinity of milepost 468, thence on the south side to milepost 449.4 near Sauqus, and being 40-foot wide located along the south side of Seller's existing mainline, extending westerly from milepost 462.45 at Burbank Jct. to approximately milepost 446, thence on the north side to milepost 426.4 near Moorpark.

## Non-Operating Land

Cornfield Fee Land. Lot 1, Tract No. 19617, as shown on the survey dated September 29, 1988, prepared by H.M. Scott & Associates, Inc. (the "Cornfield Survey"), of Seller's Cornfield site, which area shall be purchased in fee.

Cornfield Easement Land. A 35-foot wide easement, 17 and one-half feet on either side of the centerline in approximately the location delineated in Schedule 3, burdening a portion of Lot A, Freight Depot Tract M.R. 72-75 (as shown on the Cornfield Survey), such easement to be in form reasonably satisfactory to Seller and Purchaser.

Midway Yard. All of Seller's Midway Yard as shown on Schedule 5 together with Seller's bridge over the Los Angeles River near Dayton Tower, milepost 480.7.

Taylor Yard. The portion of Seller's Taylor Yard identified on Schedule 6 as Parcels A, B and C and a portion of Parcel D, seven acres in area, to be described and agreed to by the parties prior to the conveyance of this Railway Facility.

Union Station. All of Seller's undivided 44 percent interest in grounds adjoining the railroad station and passenger terminal known as the Los Angeles Union Passenger Terminal located on Alameda Street in the City of Los Angeles, California.

Los Angeles River Bridge. All of Seller's rights to use the bridge owned by Union Pacific Railroad Company over the Los Angeles River leading into Union Station.

Chatsworth. That portion of Seller's property located at or near Chatsworth, California shown on Schedule 7, lying 55 feet north of Seller's existing mainline.

Simi Valley Station Site. All of Seller's interest in that property shown on Schedule 8.

**Non-Operating Land (Cont.)**

**Moorpark Station Site.** All of Seller's interest in that property shown on Schedule 9.

**Simi (Madera Road).** All of Seller's interest in that property shown on Schedule 10.

**Santa Monica Branch.** All Non-Operating Land associated with the Santa Monica Branch.

**Burbank Branch.** All Non-Operating Land associated with the Burbank Branch, but excluding those Non-Operating Lands shown on Schedule 11.

**West Santa Ana Branch.** All Non-Operating Land associated with the West Santa Ana Branch and all of Seller's interest in that property in Stanton bounded by Beach Blvd., Grand Avenue and Seller's Los Alamitos Branch right-of-way, but excluding those Non-Operating Lands shown on Schedule 11.

**Baldwin Park Branch, Azusa Branch and State Street Branch.** All Non-Operating Land associated with the Azusa Branch and the State Street Branch and the Baldwin Park Branch, but excluding those Non-Operating Lands shown on Schedule 11 and excluding the portion of the Baldwin Park Branch between milepost 514.37 and milepost 512.42 in Claremont where Seller is operating on AT&SF Railway trackage.

# AGENDA

MICROFILMED  
COPY IN RMC



LOS ANGELES COUNTY TRANSPORTATION COMMISSION 818 West 7th. St., Suite 1100, Los Angeles, Calif. 90017 (213) 623 1194

## LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Wednesday, October 24, 1990 - 1:30 p.m.

Board of Supervisors' Hearing Room

Hall of Administration

500 West Temple Street - 3rd Floor

Los Angeles, CA

12:00 NOON: Workshop On Real Estate Acquisition & Construction  
Process (Department Head's Room)

1:30 p.m. - CALL TO ORDER

### SIGNING CEREMONY OF:

- o Commuter Bill of Rights
- o Transit Bill of Rights

APPROVAL OF MINUTES: September 26, 1990 and October 10, 1990

CONSENT CALENDAR (Discussion at Commission or Public Request) -  
(Items 1 - 29)

- \* 1. Award Contract for MIS Support Services Functions - DMR - \$1.14 Million - Legislative and Administrative Services (LASC) recommends approval contract to DMR Group, Inc. for the provision of MIS support services for amount not to exceed \$1.14 million for this fiscal year.

Staff presented information that DMR has reached agreement with Ultratech, a local, LACTC certified DBE minority firm for 19.3% of the first year's contract.

- \* 2. Contract for Personnel-Related Legal Services - Seyfarth, Shaw, Fairweather and Geraldson - \$75,000 - LASC Recommends the Commission authorize the Executive Director to enter into a one-year sole source contract from November 1, 1990 through October 31, 1991, with the law firm of Seyfarth, Shaw, Fairweather and Geraldson. Ms. Barbara Lindemann Schlei, Esquire, will serve as principal counsel. The contract amount will not exceed \$75,000.

### \*Contracts

PUBLIC COMMENT: Members of the public shall have the right to address the Commission on items of interest which are within the subject matter jurisdiction of the Commission. A person may make one presentation per meeting which may include any agenda or non-agenda item or combination of items, but shall not exceed three minutes in length. Action may be taken on any item identified on the agenda. Persons wishing to comment should submit a "Request to Speak" form to the Secretary.



\* 3. Cross-Border Lease Bonds - LASC recommendation:

- a. Authorize the issuance of Certificates of Participation by approving the following documents:
  - o Participation Agreement
  - o Bond Purchase Agreement with Morgan Stanley & Co.
  - o Lease Agreement
  - o Bond Resolution
  - o Indenture of Trust with U.S. Trust Company of California with aggregate fees of \$72,800 for trustee services.
- b. Authorize the Executive Director to execute the Bond Purchase Agreement with a 16 year-term and anticipated overall interest rate of 7.90%

4. FY 91-97 Los Angeles County Local Streets and Road Transportation Improvement Program (TIP) - Finance and Programming Committee (FPC) recommends:

- o Approve the Los Angeles County portion of the FY 1991-97 Local Streets and Roads Transportation Improvement Program for Federal-Aid Urban funded projects and forward it to the Southern California Association of Governments for inclusion in the Regional Transportation Improvement Program.
- o Find the recommended TIP to be consistent with the Regional Mobility Plan and in conformance to the Air Quality Management Plan (AQMP).
- o Provide staff with the flexibility to make technical corrections to the TIP as necessary up to the time that Southern California Association of Governments adopts the RTIP.
- o Direct Staff to mail final drafts to key local agency contacts for their final review to avoid unnecessary TIP amendments.

5. Expenditure of Prop. 116 Funds on Overcrossings of the Alameda Consolidated Transportation Corridor - FPC recommends approval with an amendment to replace the requirement for a legal agreement "with all three railroads" with a requirement for a legal agreement "between Southern Pacific and at least one other railroad." The revised sentence is shown below. The second paragraph of the recommendation remained unchanged.

Staff recommends that the Commission take a position opposing the expenditure of Proposition 116 funds to construct overcrossings for the Alameda Consolidated Transportation Corridor until legal agreements which will lead to consolidated operation of freight rail service between the Southern Pacific and at least one other railroad are executed.

On October 17, 1990, the legislative committee of the Alameda Corridor Joint Powers Authority requested that the following substitute language be adopted by the Commission to allow for added flexibility in administering the Proposition 116 funds. Staff concurs with the request revision which replaced both the first and second paragraph of the original recommendation.

Recommend that the Commission take a position opposing the expenditure of Proposition 116 funds to construct overcrossing for the Alameda Corridor until Caltrans, the Alameda Joint Powers Authority Board, and the LACTC recommend that such funds be expended. Inform the California Transportation Commission, Caltrans and the Alameda JPA of this position and request their concurrence.

6. LACTC's Investment Policy - FPC recommends the Executive Director be authorized to revise the current investment policy to include depositing funds with minority-owned and operated institutions and include a South African Policy.

The committee also directed staff to report back on a quarterly basis as to the success rate with minority-owned and operated institutions.

7. Reimbursement of SCRTD for FY 1991 Metro Blue Line Operating Expenses - FPC recommends:

- a. Authorize reimbursement to SCRTD in the amount of \$5,042,725 from the Rail Start-Up Operations Fund for expenses incurred during the months of July and August 1990, including \$4,531,825 for rail operations and \$510,900 for passengers carried during the free-fare period.
- b. Authorize additional monthly reimbursement to SCRTD at the rate of \$2,265,912 for Metro Blue Line operating expenses as may be necessary until the Metro Blue Line Operating Agreement is executed between the District and the Commission.

8. High Occupancy Vehicle (HOV) Lane Priority Program Proposition C - The Planning and Mobility Improvement Committee (PMIC) recommends:

that staff work with Caltrans to prepare a specific 10-year implementation plan for HOV Lanes/Transitways on the county's freeway system assuming the passage of Prop. C and an increase in the federal gas tax giving consideration to the following factors in selecting projects;

- o congested corridors that will not be served by Metro Rail mass transit by the year 2000;
- o system connectivity;
- o cost-effectiveness;
- o community acceptance;

with the following amendment. Add the following factors as selection criteria:

- o safety;
- o projects that add new lanes rather than taking away existing lanes;
- o develop a program that reflects area team input, relates to congested corridors, and involves providing maximum benefits as opposed to constructing "easy" projects first.

9. Status of Congestion Management Agency Designation and Work Program for Congestion Management Program - PMIC recommends approval of the concept of a policy advisory committee with modifications and the issue of a newsletter, area workshops, and County-wide forums to ensure an open and timely process for the development of the Congestion Management Plan.
10. Private Sector Proposal for Los Angeles County - PMIC recommends:
  - a. Immediately issue a Request for Qualification to solicit private sector interest.
  - b. Based on the pool of eligible respondents identified in the RFQ process, proceed with a more detailed Request for Proposals process. (If only one qualified respondent is identified in the RFQ process, LACTC would immediately proceed to negotiate with the respondent on providing the service.)

Proposals will be evaluated on the basis of performance oriented selection criteria to be developed by staff, including patronage projections, financial feasibility, potential impact on previously-committed Commission projects, maximum use of already publicly-owned rights-of-way (e.g., freeways, railroad rights-of-way), and compatibility with Commission transportation corridor needs and plans.
  - c. Review and validate patronage forecasting mechanisms for potential private sector projects to ensure investor confidence in projections. This can be achieved by either updating the SCAG mode choice model or developing alternative patronage forecasting techniques.
  - d. Pursue administrative options for securing Caltrans rights-of-way necessary to build and operate potential private sector projects. If legislation is necessary, it should be drafted in January 1991 for consideration in the next legislative session.

Based on these requirements, a staff recommendation for private sector projects could be made at the February 1991 Commission meeting.

11. Interim JPA for Commuter Rail - PMIC recommends authorizing the Executive Director to sign the Interim Joint Powers Agreement with Ventura and San Bernardino Counties to insure the continued planning and early implementation of commuter rail services. This agreement has a sunset provision of September 1, 1991.

12. Market Management Approach to Transportation Improvements - PMIC approval of the staff recommendations on the condition that the proposed work be coordinated with work being done on market-based selections by the Bay Area Economic Forum.

Commissioner Bacharach also requested that the Commissioners be involved in the selection of the consultant.

13. Bus Electrification Feasibility - PMIC recommends:

- a. Approve an allocation of \$750,00 for SCRTD and consultants to conduct the Electric Bus Implementation Study, a joint-venture study of the LACTC and the SCRTD. Authorize a transfer of funds from the Proposition A Discretionary Interest Account.
- b. Authorize the Executive Director to enter into an agreement with the SCRTD General Manager for SCRTD management of the joint-venture study.

RAIL CONSTRUCTION CORPORATION  
CONSENT CALENDAR

14. Government Code Claims: Francis Delores Gonzalez - The commission formally rejects the claim of Francis Delores Gonzalez for late filing of claim against a government agency.
- \*15. Metro Blue Line: Contract No. R01-T07-H832, Cable Transmission System - PACTEL - Approval of Change Order No. 027 and Increase in AFE = \$331,142 - Recommends that the Commission:
- a. Approve Change order No. 027 in the amount of \$331,142.
  - b. Approve an increase to the current AFE amount by \$1,900,009 to a revised total AFE of \$10,548,109. This increase in AFE will enable staff to process pending and anticipated changes. An amount of \$1,000,00 is recoverable from the Metro Red Line Project (MOS-1) for Change Notice No. 088. The balance of \$900,009 will be transferred from the Project Reserve.

- \*16. Metro Blue Line: Contract No. R01-T02-P0852, Rerailing Truck, Car Mover, Equipment Trailer - McCormick-Morgan, Inc. - Approval of Change Order No. 003 and increase in AFE - \$373,218 - Recommends that the Commission:
- Approve Change Order No. 003 in the amount of \$373,218.
  - Approve an increase to the current AFE amount by \$355,746 to a revised total AFE of \$831,746. This increase in AFE will enable staff to process pending and anticipated changes.
  - Approve a contract time extension of 501 calendar days establishing a revised contract completion date of June 26, 1991.
17. Metro Blue Line: Contract No. R01-T01-C495, Fencing, LRT - Crown Fence & Supply - Recommendation for Contract Acceptance \$209,435.33 - Recommends the Commission:
- Approve the acceptance of the subject contract 100% complete as of June 29, 1990, and authorize the recording of the Notice of Completion.
  - Authorize the release of the contract balance of \$209,435.33, 30 calendar days after the filing of the Notice of Completion.
  - Approve the transfer of funds in the amount of \$70,609 to the Project Reserve. This amount represents a surplus over the total obligated funds for Contract R01-T01-C495.
18. Metro Green Line: Contract No. R23-T01-C0101, I-105 to Compton Boulevard Foundations and Utilities - Brinderson Corporation - \$11,280,000 - Recommends the Executive Director be authorized to award Contract No. C0101 to Brinderson Corporation, the lowest responsive and responsible bidder. A 10% contract reserve fund of \$1,128,000 is also recommended to cover the cost of changes and extra work, but will not be included in the contract award amount.
19. Government Code Claims: Isho Kulato - Recommends that the Commission formally reject the claim of Isho Kulato.

- \*20. Metro Blue Line: Contract No. R01-T06-H811, Traction power Supply System - L.K. Comstock - \$219,853 - Change Order #038 and Increase in AFE - Recommends the Commission:
- a. Approve Change order No. 038 in the amount of \$219,853.
  - b. Approve an increase to the current AFE amount by \$1,718,212 to a revised AFE of \$20,636,782. This increase in AFE will enable staff to process pending and anticipated changes.
- \*21. Metro Blue Line: Contract No. R01-707-H832 - PACTEL - \$1,582,424 - Change Order No. 026 and Increase In AFE - Recommends the Commission:
- a. Approve Change Order No. 026 in the amount of \$1,582,424.
  - b. Approve a contract time extension of 334 calendar days. This extension will establish a final date of February 28, 1991.
  - c. Approve an increase to the current AFE amount by \$2,902,370 to a revised total AFE of \$11,550,470. This increase in AFE will enable staff to process pending and anticipated changes. An amount of \$1,855,00 is recoverable from the Metro Red Line (MOS-1) project. Required funding will be presently transferred from the project reserve.
- \*22. Metro Blue Line: Contract No. R01-T07-H825 - Transit Signaling and Train Control - Transcontrol/Ansaldo Transporti - \$515,439 - Approval of Change Order 024 and Increase in AFE Recommends the Commission:
- a. Approve Change Order No. 024 in the amount of \$515,439.
  - b. Approve an increase to the current AFE amount by \$735,701 to a revised total AFE of \$17,491,423. This increase in AFE will enable staff to process pending and anticipated changes. The \$735,701 will be transferred from the Project Reserve.
  - c. Approve a Contract time extension of 92 calendar days.

- \*23. Metro Blue Line: Contract No. R01-T07-H831 - Supervisory Control & Data Acquisition - Harris Corporation - \$94,119 - Approval of AFE - Recommends approval of an increase to the current AFE amount by \$94,119 to a revised AFE of \$4,683,469. This increase in AFE will enable staff to process pending and anticipated changes.
- \*24. Metro Blue Line: Contract No. R01-T01-C510 - Pedestrian Overpasses - Morrison-Knudsen - \$193,286 - Approval of Increase in AFE - Recommends approval of an increase to the current AFE amount by \$193,286 to a revised total AFE of \$2,331,801. This increase in AFE will enable staff to process pending and anticipated changes.
- \*25. Metro Blue Line: Contract No. R01-T01-C415 - Morrison-Knudsen Co., Inc. - \$238,200 - Approval of Cost Plus Change Notice No. 071A - Recommends approval of CPCN No. 071A in the amount of \$238,200. The cost of this Change Notice will be included in a Change Order to be submitted at a later date.
- \*26. Metro Blue Line: Contract No. R01-T01-C420 - MC-5 Utility Relocations - Shawan Corporation - \$328,012 - Approval of Change Order No. 006 and Increase in AFE - Recommends that the Commission:
  - a. Approve Change Order No. 006 in the amount of \$328,012.
  - b. Approve an increase to the current AFE amount by \$283,949 to a revised total AFE of \$3,224,440. This increase in AFE will enable staff to process pending and anticipated changes.
- \*27. Metro Blue Line: Contract No. R01-T02-P0851 - Hi-Rail Trucks - Road Machinery & Supplies Co. - \$444,598.10 - Approval of Change Order No. 007 - Recommends Commission approval of unilateral Change Order No. 007 in the amount of \$444,598.10. Recovered funds from this change order will be transferred to Contract No. P0852.
- \*28. Metro Rail Transit Consultants (MRTC) MOS-1 Increase in Authorization for Expenditure - \$3,437,093 - Recommends that AFE No. 4725 be increased in the amount of \$3,437,093 from \$4,275,000 to \$7,712,093. This additional amount will fund MRTC's MOS-1 related services until January 31, 1991.



**\*29. Acceleration of Metro Red Line MOS-3 Design/ Construction of the Hollywood/Vine to Hollywood/Highlands Segment -**

**Recommends:**

- a. Authorize the RCC to proceed with design and construction of the Hollywood/Vine to Hollywood/Highland tunnel segment and Stage I of the Hollywood/Highland station using local funding sources;
- b. Direct staff to request a Letter-of-No-Prejudice (LOPN) from the Urban Mass Transportation Administration (UMTA) for this work; and
- \* c. Approve the next firm on the List of Section Designers, Bechtel Corporation, to perform final design of the Hollywood/Highland Station.

Upon approval of these recommendations, the RCC can initiate design activities immediately, start construction in April 1993 and complete construction by April 1996 with no change to the MOS-3 project budget estimate of \$1.087 billion.

**STAFF/COMMITTEE REPORT**

**\*30. Approval of Southern Pacific Purchase and Sale Agreement -  
**Staff recommends:****

- a. Approve the purchase of certain railroad right-of-ways and adjoining land and improvements located in the County of Los Angeles, State of California, described more particularly in the Purchase and Sale Agreement dated October 11, 1990, between the Southern Pacific Transportation Company and the Los Angeles County Transportation Commission for a purchase price of \$450,000,000 (less amounts allocated to a portions of such railroad right-of-ways and adjoining land and improvements to be acquired and purchased by other governmental agencies as provided in the Agreement.
- b. Ratify the execution and delivery of the Agreement by the Executive Director of the commission.
- c. Authorize the Executive Director or any other officer of the Commission, acting alone, to negotiate, execute, deliver and implement the collateral agreements, documents and instruments contemplated by or necessary to implement the terms of the Agreement.

- d. Find that the acquisition is exempt from the California Environmental Quality Act and direct the filing of a Notice of Exemption.

31. Financing Plan for the Southern Pacific Railroad Right-of-Way Purchase - FPC recommendation:

- a. Authorize the Executive Director to proceed with a tax-exempt commercial paper program and issue a Request-for-Proposals for a Tax-Exempt Commercial Paper Dealer, an Issuing and Paying Agent, and a Bank Credit Facility.
- b. Authorize the Executive Director to negotiate the sale or privately place a fixed rate tax-exempt sales tax revenue bond. The current intention is to place the bonds with the Southern Pacific Railroad.

The committee has directed staff to provide information at a special FPC meeting to be held at 11 a.m. on October 24, 1990 on the current debt status.

- \*32. Authorization to Award Contract No. R60-CR-001 for Commuter Rail Vehicles - A special PMIC meeting will be held on Sunday, October 21, at 10:00 a.m. at Los Angeles Union Passenger Terminal to view the prospective commuter rail vehicles before making an award recommendation.
33. SPTC Acquisition Environmental Audits - The PMIC endorsed the concept of proceeding with this work as soon as possible, but requested the staff to return on October 21 with revised recommendations on procurement procedures. The Committee will report on the action of the attached report at the Commission meeting.

INFORMATION

34. Transportation Reporting and Improvement Program
35. Recap of 1990 Legislation Program
36. Draft 1991 LACTC Legislative Program (State and Air Quality Components)

37. Analysis of Proposition 128 (Big Green Initiative)
38. Legislative Matrix
39. Transportation Development Act, Los Angeles County (Bicycle and Pedestrial Program)
40. San Fernando Valley/North County Environmental Scan

EXECUTIVE DIRECTOR'S REPORT

41. Report on State and Federal Budget Deficit Reduction Status
42. Suggested Meetings with RCC and CTC
43. Notice of Meetings

REPORTS FROM CHAIR AND COMMISSIONERS

PUBLIC COMMENT

CLOSED SESSION

- o Real Estate Matter:
  - Parcel B2-143, Kim Il Young & Myeong Ki
  - Parcel B2-115, Laurence B. Kaplan Trust & Sam Kaplan Trust
  - Parcel AS517, Chevron U.S.A., Inc.
  - Parcel B2-152, Beverly Larner
- o Southern Pacific and Santa Fe Right-of-Way Negotiations
- o Personnel Matters

ADJOURNMENT

**NOTICE OF EXEMPTION  
ACQUISITION OF SOUTHERN PACIFIC FACILITIES**

Attached is the Notice of Exemption package on which to base the finding requested as Recommendation #4 in Item #30 of the Commission's October 19, 1990 Agenda.

*LACTC Minutes of Oct 24 1990*

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APPENDIX E

NOTICE OF EXEMPTION

TO: XXX Office of Planning and Research  
1400 Tenth Street  
Sacramento, CA 95814

FROM: LOS ANGELES COUNTY TRANSPORTATION  
COMMISSION  
818 West Seventh Street  
Los Angeles, California 90017

XXX County Clerk  
County of Los Angeles  
111 North Hill Street  
Los Angeles, California 90012

Project Title ACQUISITION AND PROTECTION OF RAIL RIGHT OF WAY AND RELATED  
RAILROAD PROPERTIES.

Project Location - Specific

LOS ANGELES COUNTY

Project Location - City

Numerous cities

Project Location - County

SAN BERNARDINO/LOS ANGELES/VENTURA/ORANGE

Description of Nature, Purpose, and Beneficiaries of Project

Transportation agency acquisition of existing railroad rights of way and related properties, to develop a regional rail transportation program, which will allow feasibility and planning studies to integrate these existing transportation properties into future rail projects.

Name of Public Agency Approving Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Name of Person or Agency Carrying Out Project

LOS ANGELES COUNTY TRANSPORTATION COMMISSION

Exempt Status: (Check One)

- Ministerial (Sec. 21080(b)(1); 15268);
- Declared Emergency (Sec. 21080(b)(3); 15269(a)); (SEE ATTACHED)
- Emergency Project (Sec. 21080(b)(4); 15269(b)(c)).

Reasons why project is exempt:

(SEE ATTACHED)

Contact Person

RICHARD STANGER

Area Code/Telephone/Extension

(213) 623-1194

If filed by applicant:

1. Attach certified document of exemption finding.
2. Has a notice of exemption been filed by the public agency approving the project? Yes  No

Date Received for Filing:

Signature

Title

Revised March 1986

EXEMPT STATUS AND REASONS WHY PROJECT IS EXEMPT

Based upon the nature of this project and a consideration of environmental factors, this regional railroad properties acquisition protects existing Southern California region right of way and related mass transit facilities pending assessment and evaluation of the environmental feasibility and suitability of specific rail improvements and developments.

Thus, this project is exempt from CEQA under the following specific exemptions:

- Projects for development or adoption of a regional transportation improvement program in which individual projects developed pursuant to these programs are subject to CEQA (Public Resources Code Section 21080(b)(14) and Guidelines Section 15276);
- Institution or increase of passenger or commuter rail service on lines already in use including modernization of existing stations and parking facilities (Public Resources Code Section 21080(b)(11) and Guidelines Section 15275);
- Transfers of ownership of land to preserve transit right of way uses without encroachment (Guidelines Section 15325);
- Environmental protection actions by

transportation commission to preserve existing options for mass transit system which will mitigate regional traffic and air pollution (Guidelines Section 15309);

- Feasibility and planning studies, data collection and research, and resource evaluation activities which do not result in major or serious disturbances to an environmental resource and which are part of studies leading to possible future actions which the Commission has not yet approved, adopted or funded (Guidelines Sections 15262 and 15306);
- Operation, maintenance of existing facilities and replacement or reconstruction of existing facilities with replacements on the same site with substantially the same purpose and capacity as the structure replaced (Guidelines Sections 15301 and 15302);
- The general rule and exemption that CEQA applies only to projects which have the potential for causing a significant effect on the environment. As it can be seen with certainty that the project as defined has no possibility of significantly affecting the environment, the project is exempt (Guidelines Section 15061(b)(3)).





## RAILWAY FACILITIES

### Operating Land

Santa Monica Branch. All of Seller's interest in the Santa Monica Branch as shown on Schedule 1 beginning at milepost 485.69 at the intersection of Buyer's "Blue Line" to milepost 499.89 at the east boundary of 17th Street, Santa Monica.

Burbank Branch. All of Seller's interest in the Burbank Branch as shown on Schedule 1 beginning at milepost 446.17 near Chatsworth to approximately milepost 466.5 on the western property line of Seller's Coast Main Line at Burbank Jct.

West Santa Ana Branch. All of Seller's interest in the West Santa Ana Branch as shown on Schedule 1 beginning at milepost 495.14 near Paramount to approximately the centerline of Beach Blvd. near Stanton.

Alla Branch. All of Seller's interest in the abandoned Alla Branch beginning at milepost 496.25 at the centerline of Sepulveda Blvd. in Culver City to milepost 497.85 at the south line of Panama Street in Los Angeles.

Baldwin Park Branch. All of Seller's interest in the Baldwin Park Branch as shown on Schedule 1 beginning at milepost 502.00 at Orange Avenue Jct. and extending easterly to the westerly boundary line of Seller's Colton Main Line Cut Off, and also that portion of the Baldwin Park Branch beginning on the easterly boundary line of Seller's Colton Main Line Cut Off to the westerly right-of-way line of Rancho Avenue in San Bernardino, excluding the AT&SF Railway right-of-way that bisects the Baldwin Park Branch, together with an easement for a grade-separated crossing of Seller's Colton Main Line Cut Off, and excluding that portion of the Baldwin Park Branch between milepost 514.37 and milepost 515.42 in Claremont where Seller is operating on AT&SF Railway trackage, provided that Seller shall assign to Purchaser its rights to use such portion of the AT&SF Railway trackage if the necessary consents are obtained.

Operating Land (Cont.)

Azusa Branch. All of Seller's interest in Azusa Branch as shown on Schedule 1 beginning at milepost 497.55 near Bassett to milepost 507.19 near Azusa.

State Street Branch. All of Seller's interest in the State Street Branch as shown on Schedule 1 beginning at milepost 485.30 at Mission Road to milepost 496.38 at El Monte, together with the track structure and an unobstructed easement in form reasonably satisfactory to Seller and Purchaser, 40 feet wide and not less than 35 feet high, but increasing in height as agreed upon between Seller and Purchaser, on Seller's retained property from milepost 484.95 to milepost 485.30, but excluding all of the Lincoln Park spur diverging from the State Street Branch in the vicinity of milepost 486.40. The exact height and location of such easement shall be determined prior to the Closing with respect to such portion of the Property.

Yuma Main Line. A 40-foot wide easement for a right-of-way along either the north or the south side of Seller's Yuma Main as shown on Schedule 1 beginning at milepost 494.47 at El Monte to milepost 497.55 near Bassett, together with an easement for a grade-separated crossing of Seller's Yuma Main at a location to be determined and mutually agreed to by Seller and Purchaser.

Saugus and Ventura Lines. A portion of Seller's property, 40-foot wide as shown on Schedule 2, located along the north side of Seller's existing mainline, extending westerly from milepost 478.21 near Fletcher Drive, Glendale, to the vicinity of milepost 468, thence on the south side to milepost 449.4 near Saugus, and being 40-foot wide located along the south side of Seller's existing mainline, extending westerly from milepost 462.45 at Burbank Jct. to approximately milepost 446, thence on the north side to milepost 426.4 near Moorpark.

## Non-Operating Land

Cornfield Fee Land. Lot 1, Tract No. 19617, as shown on the survey dated September 29, 1988, prepared by H.M. Scott & Associates, Inc. (the "Cornfield Survey"), of Seller's Cornfield site, which area shall be purchased in fee.

Cornfield Easement Land. A 35-foot wide easement, 17 and one-half feet on either side of the centerline in approximately the location delineated in Schedule 3, burdening a portion of Lot A, Freight Depot Tract M.R. 72-75 (as shown on the Cornfield Survey), such easement to be in form reasonably satisfactory to Seller and Purchaser.

Midway Yard. All of Seller's Midway Yard as shown on Schedule 5 together with Seller's bridge over the Los Angeles River near Dayton Tower, milepost 480.7.

Taylor Yard. The portion of Seller's Taylor Yard identified on Schedule 6 as Parcels A, B and C and a portion of Parcel D, seven acres in area, to be described and agreed to by the parties prior to the conveyance of this Railway Facility.

Union Station. All of Seller's undivided 44 percent interest in grounds adjoining the railroad station and passenger terminal known as the Los Angeles Union Passenger Terminal located on Alameda Street in the City of Los Angeles, California.

Los Angeles River Bridge. All of Seller's rights to use the bridge owned by Union Pacific Railroad Company over the Los Angeles River leading into Union Station.

Chatsworth. That portion of Seller's property located at or near Chatsworth, California shown on Schedule 7, lying 55 feet north of Seller's existing mainline.

Simi Valley Station Site. All of Seller's interest in that property shown on Schedule 8.

**Non-Operating Land (Cont.)**

**Moorpark Station Site.** All of Seller's interest in that property shown on Schedule 9.

**Simi (Madera Road).** All of Seller's interest in that property shown on Schedule 10.

**Santa Monica Branch.** All Non-Operating Land associated with the Santa Monica Branch.

**Burbank Branch.** All Non-Operating Land associated with the Burbank Branch, but excluding those Non-Operating Lands shown on Schedule 11.

**West Santa Ana Branch.** All Non-Operating Land associated with the West Santa Ana Branch and all of Seller's interest in that property in Stanton bounded by Beach Blvd., Grand Avenue and Seller's Los Alamitos Branch right-of-way, but excluding those Non-Operating Lands shown on Schedule 11.

**Baldwin Park Branch, Azusa Branch and State Street Branch.** All Non-Operating Land associated with the Azusa Branch and the State Street Branch and the Baldwin Park Branch, but excluding those Non-Operating Lands shown on Schedule 11 and excluding the portion of the Baldwin Park Branch between milepost 514.37 and milepost 512.42 in Claremont where Seller is operating on AT&SF Railway trackage.