

MINUTES OF A SPECIAL MEETING OF THE INTERMODAL CONTAINER TRANSFER FACILITY JOINT POWERS AUTHORITY GOVERNING BOARD HELD IN THE BOARD ROOM AT THE PORT OF LOS ANGELES ADMINISTRATION BUILDING, 425 SOUTH PALOS VERDES STREET, SAN PEDRO, CALIFORNIA, ON FRIDAY, FEBRUARY 15, 2008, AT 9:00 A.M.

Board Members present:

S. David Freeman, Port of Los Angeles  
Geraldine Knatz, Port of Los Angeles  
Nick Sramek, Port of Long Beach  
Richard D. Steinke, Port of Long Beach

Board Members absent:

None

Also present:

Mike Christensen, Port of Los Angeles  
Bob Henry, Port of Los Angeles  
Doug Thiessen, Port of Long Beach  
Sam Joumbat, Port of Long Beach  
Thomas A. Russell, General Counsel

1. ELECTION OF OFFICERS FOR 2007-2008

Communication from Sam A. Joumbat, Acting Executive Director, dated February 12, 2008, recommending the Governing Board nominate and elect a Chairperson and a Vice Chairperson for Fiscal Year 2007-2008, was presented to the Governing Board.

Mr. Steinke moved, seconded by Mr. Sramek, that Mr. David Freeman be elected as Chair of the Governing Board for FY 2007-2008. Carried by unanimous vote.

Ms. Knatz moved, seconded by Mr. Freeman, that Mr. Nick Sramek be elected as Vice Chair of the Governing Board for FY 2007-2008. Carried by unanimous vote.

Newly elected Chairperson Freeman presided as Chair for the remainder of the meeting.

APPROVAL OF MINUTES

Mr. Steinke moved, seconded by Ms. Knatz and unanimously carried, the minutes of the regular meeting of June 29, 2006, were approved.

2. FINANCIAL AUDIT REPORT FOR FISCAL YEAR ENDED JUNE 30, 2006 – RECEIVED AND FILED.

Communication from Sam A. Joublat, Acting Executive Director, dated February 12, 2008, recommending the Financial Audit Report for Fiscal Year ended June 30, 2006, be received and filed, was presented to the Governing Board.

Mr. Sramek moved, seconded by Ms. Knatz, that the Financial Audit Report for Fiscal Year ended June 30, 2006, be received and filed. Carried by the following vote:

AYES: Members: Steinke,Knatz,Sramek,Freeman  
NOES: None  
ABSENT: None

3. NET FACILITY REVENUE REPORT FOR YEAR ENDED NOVEMBER 1, 2006 – RECEIVED AND FILED.

Communication from Sam A. Joublat, Acting Executive Director, dated February 12, 2008, recommending the Net Facility Revenue Report for the year ending November 1, 2006, be received and filed, was presented to the Governing Board.

Mr. Freeman asked what interest rate the bonds bear and when the bonds would be paid off. Mr. Freeman asked if the bonds were issued by the Ports and who is responsible for the bonds.

In response to Mr. Freeman's questions, Mr. Steinke referenced Item No. 6 in the Financial Audit Report.

Mr. Joublat stated that he would have an analysis prepared regarding Mr. Freeman's questions and would give a report to the Governing Board.

Mr. Steinke moved, seconded by Mr. Sramek, that the Net Facility Revenue Report for the year ending November 1, 2006, be received and filed. Carried by the following vote:

AYES: Members: Steinke,Knatz,Sramek,Freeman  
NOES: None  
ABSENT: None

4. DISTRIBUTION OF FUNDS – APPROVED.

Communication from Sam A. Joublat, Acting Executive Director, dated February 12, 2008, recommending the Governing Board authorize distribution of \$8,000,000 to be shared equally by the Port of Long Beach and the Port of Los Angeles, was presented to the Governing Board.

Mr. Freeman asked if the Union Pacific Railroad is sharing the cost of the Carson Sepulveda Boulevard widening project with the Ports 50/50.

In response to Mr. Freeman's question, Mr. Christensen stated that a detailed report would be prepared and presented to the Governing Board.

Ms. Knatz moved, seconded by Mr. Sramek, that the Governing Board authorize distribution of \$8,000,000 to be shared equally by the Port of Long Beach and the Port of Los Angeles. Carried by the following vote:

AYES: Members: Steinke,Knatz,Sramek,Freeman  
NOES: None  
ABSENT: None

Ms. Knatz moved, carried by unanimous vote, that Item No. 5 be voted on at the end of the meeting.

6. JOINT POWER AUTHORITY STAFF APPOINTMENTS – APPROVED.

Communication from Sam A. Joumbat, Acting Executive Director, dated February 12, 2008, recommending the Governing Board appoint Sam Joumbat as Executive Director, confirm Thomas Russell as General Counsel, appoint Karl Pan as Treasurer/Auditor/Controller, and appoint Nancy Mitchell as Secretary, was presented to the Governing Board.

Mr. Sramek moved, seconded by Ms. Knatz, that the Governing Board appoint Sam Joumbat as Executive Director, confirm Thomas Russell as General Counsel, appoint Karl Pan as Treasurer/Auditor/Controller, and appoint Nancy Mitchell as Secretary. Carried by the following vote:

AYES: Members: Steinke,Knatz,Sramek,Freeman  
NOES: None  
ABSENT: None

7. DESIGNATION OF SIGNATORIES - APPROVED.

Communication from Sam A. Joumbat, Acting Executive Director, dated February 12, 2008, recommending the Governing Board designate Sam Joumbat as an additional signatory on the ICTF JPA Bank of America checking account, was presented to the Governing Board.

Ms. Knatz moved, seconded by Mr. Steinke, that the Governing Board designate Sam Joumbat as an additional signatory on the ICTF JPA Bank of America checking account. Carried by the following vote:

AYES: Members:Steinke,Knatz,Sramek,Freeman  
NOES: None  
ABSENT: None

8. UNION PACIFIC RAILROAD PRESENTATION ON PROPOSED ICTF MODERNIZATION PROJECT.

Mr. Scott Moore, Union Pacific Railroad Vice President of Public Affairs and Corporate Relations, and Mr. Barry Michaels, Union Pacific Railroad Assistant Vice President of Premium Operations-Network, gave an overview of the application process, the proposed ICTF Modernization Project, and the environmental issues relating to the Modernization Project.

The following speakers commented on the ICTF Modernization Project.

1. Tom Politeo, San Pedro
2. Adrian Martinez, NRDC
3. Susan Nakamura, SCAQMD
4. Jesse Marquez, Coalition – Safe Environment

At 11:10 a.m., Chairperson Freeman recessed the Governing Board meeting for a short break.

At 11:20 a.m., the meeting was again called to order by Chairperson Freeman.

The following speakers commented on the ICTF Modernization Project.

5. Evelyn Knight, Interfaith Community Organization
6. Rene Woodson, Long Beach resident
7. Elizabeth Warren, Future Ports
8. Xochitl Hernandez, Greater Long Beach, ICO
9. Ian MacMillan, LAUSD Consultant
10. Kathleen Woodfield, SPPHL

9. STAFF REPORT ON UNION PACIFIC RAILROAD APPLICATION TO MODERNIZE THE ICTF – INFORMATION ITEM – RECEIVED AND FILED.

Communication from Sam A. Joublat, Acting Executive Director, dated February 12, 2008, submitting the staff report on the Union Pacific Railroad's application to modernize the Intermodal Container Transfer Facility (ICTF), was presented to the Governing Board for information only.

Mr. Doug Thiessen gave an overview of the ICTF Modernization Project application process

Mr. Mike Christensen gave an overview of the various options of the

Modernization Project.

Mr. Sramek moved, seconded by Mr. Steinke, that the communication be received and filed. Carried by the following vote:

AYES: Members: Steinke, Knatz, Sramek, Freeman  
NOES: None  
ABSENT: None

5. 2007-2008 BUDGET – ADOPTED.

Communication from Sam A. Joublat, Acting Executive Director, dated February 12, 2008, recommending the Governing Board adopt the 2007-2008 Budget in the amount of \$2,538,138, was presented to the Governing Board.

Mr. Steinke moved, seconded by Mr. Sramek, that the Governing Board adopt the 2007-2008 Budget in the amount of \$2,538,138 with the condition of the Executive Director supplying a detailed budget of the \$500,000 (for legal and consulting services). Carried by the following vote:

AYES: Members: Steinke, Knatz, Sramek, Freeman  
NOES: None  
ABSENT: None

10. DELEGATION ON CONTRACTING AUTHORITY – RESOLUTION NO. ICTF 1-08 - ADOPTED.

Communication from Sam A. Joublat, Acting Executive Director, dated February 12, 2008, recommending the Governing Board adopt Resolution No. ICTF 1-08, delegating authority to the Executive Director to execute contracts up to \$150,000 each, was presented to the Governing Board.

Ms. Knatz moved, seconded by Mr. Sramek, that the Governing Board adopt Resolution No. ICTF 1-08, delegating authority to the Executive Director to execute contracts up to \$150,000 each. Carried by the following vote:

AYES: Members: Steinke, Knatz, Sramek, Freeman  
NOES: None  
ABSENT: None

OTHER BUSINESS

The following speaker commented on the ICTF Modernization Project.

Mr. Dan Hoffman, Wilmington Chamber

## ADJOURNMENT

At 12:10 p.m., the meeting was adjourned sine die.