ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

September 13, 2018

## To: Parties listed on Exhibit A <br> Subject: $\quad$ Notice of Mutual Agreement No. 2018-5 - Request for Approval under Amended and Restated Alameda Corridor Use and Operating Agreement <br> Matter: Alameda Corridor Calendar Year 2019 Maintenance of Way and Operations \& Maintenance Budgets

Dear Sir or Madam:
Reference is made to that certain Amended and Restated Alameda Corridor Use and Operating Agreement dated as of December 15, 2016 (the "Agreement"), by and among the BNSF Railway Company (BNSF), Union Pacific Railroad Company (UP), the City of Los Angeles, acting by and through its Board of Harbor Commissioners (POLA), the City of Long Beach, acting by and through its Board of Harbor Commissioners (POLB), and the Alameda Corridor Transportation Authority (ACTA).

The Agreement governs the use and operation of the Alameda Corridor and, among other things, contains provisions which require certain decisions to be made from time to time by either Mutual Agreement (as defined in the Agreement) or unanimous consent/approval. In particular, Mutual Agreement requires the approval from at least three of the following parties: BNSF, UP, POLB, and POLA, and unanimous consent/approval requires the approval of each of the same four entities. Pursuant to the terms of the Agreement, ACTA as an entity does not approve or disapprove Mutual Agreement matters.

Attached as Exhibit B is Notice of Mutual Agreement (NMA) No. 2018-5, for which approval by the requisite parties is requested at this time. The matter to be approved is described in the attached NMA (the "Matter"). Following consideration of the Matter, please email to ACTA a signed copy of the attached NMA (or, if such Matter is not approved by your entity, a written statement indicating such disapproval), no later than November 1, 2018. Once all responses are received, ACTA will send a letter to the four entities with the results.

If there are any questions, please advise.


## EXHIBIT A

## LIST OF PARTIES

Port of Los Angeles<br>425 South Palos Verdes Street<br>San Pedro, California 90733<br>Attn: Executive Director<br>Email: gene_seroka@portla.org<br>BNSF Railway Company<br>2500 Lou Menk Drive<br>AOG -Garden Level<br>Fort Worth, Texas 76131<br>Attn: Assistant Vice President - Contracts<br>\& Joint Facilities<br>Email: sarah.bailiff@bnsf.com

Port of Long Beach
4801 Airport Plaza Drive
Long Beach, California 90815
Attn: Executive Director
Email: mario.cordero@polb.com
Union Pacific Railroad Company
1400 Douglas Street -Stop 1160
Omaha, Nebraska 68179
Attn: Executive Vice President of Operations
Email: jointfacilitycontracts@up.com

Cc:
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Email: carlo.luzzi@polb.com
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Email: Lauren.Misajon@longbeach.gov
Email: duane.kenagy@polb.com

## EXHIBIT B

## NOTICE OF MUTUAL AGREEMENT

## Number: 2018-5

## Subject: Approval Request for the Alameda Corridor Calendar Year 2019 Maintenance of Way and Operations \& Maintenance Budgets

## Recommendation:

1. Approve 2019 Special Capital Items in the amount of $\$ 2,320,351$ that will be charged to the Reserve Account and included in the 2019 Maintenance of Way (MOW) Budget.
2. Approve the 2019 MOW Budget in the amount of $\$ 7,707,679$.
3. Approve the overall 2019 Operations and Maintenance (O\&M) Budget in the amount of $\$ 12,829,567$, containing the MOW Budget, other estimated annual O\&M expenses, and a $\$ 600,000$ contingency.

## Discussion:

Section 2.5(b) of the Amended and Restated Use and Operating Agreement, dated as of December 15, 2016, (the "Agreement") requires that the Ports and Railroads through Mutual Agreement approve an Annual Maintenance and Capital Improvement Plan and Budget prior to January 1 of each year. The Plan and Budget are comprised of two documents.

The first is the Maintenance of Way (MOW) Budget as prepared by the Maintenance Contractor, which includes the projected maintenance and capital costs to be incurred by the Contractor for the coming year. The second is the overall Operations and Maintenance (O\&M) Budget, which incorporates the MOW Budget, as well as other estimated O\&M expenses, including but not limited to insurance, dispatching, security, utilities, and support costs. Attached for approval is the detail for both budgets for calendar year 2019.

The proposed 2019 MOW Budget was originally prepared in draft form by the Maintenance Contractor and submitted for review by the Railroads, the Ports, and ACTA. A meeting among the staffs of the Railroads, Ports and ACTA was held on September 11, 2018 to review and modify as necessary the draft budget. Discussions during and after that meeting resulted in the attached MOW and O\&M Budgets submitted for approval. Major items reviewed included allocation of costs between the Rail and Non- Rail maintenance categories, Capital Expenses made in accordance with the approved definition of Capital Expenses, and proposed Contractor staffing levels.

The O\&M Budget includes a $\$ 600,000$ contingency to be allocated as necessary during the year for unbudgeted, under-budgeted, or unplanned emergency work

Attachment 1 contains a description of the special 2019 capital expenditures included in the MOW Budget. Attachment 2 is the 2019 MOW Budget spreadsheet and related detail, Attachment 3 is the 2019 O\&M Budget spreadsheet. It is recommended that each of these items be approved.

## Summary Comparison - 2019 vs. 2018 MOW and O\&M Budgets

## MOW Budget

The proposed 2019 MOW Budget of $\$ 7,707,679$ is $5.1 \%$ higher than the 2018 Amended MOW Budget of $\$ 7,335,839$ and $8.9 \%$ higher than the original 2018 Approved MOW Budget of $\$ 7,079,739$. The funding of the 2019 MOW Budget is split between ACTA fee revenue (about $55 \%$ ) and payment by the Railroads (about $45 \%$ ).

The proposed 2019 MOW Budget is divided into three categories: labor positions, operations maintenance, and capital work. The labor category is up $3.2 \%$ over the 2018 original and amended budgets due to annual salary increases of $3.4 \%$ for nonmanagement positions (by union contract) and an average of $2.7 \%$ for management positions. The operations maintenance category is down 6.7\% from the 2018 Amended Budget due to completion of certain special 2018 work.

The capital costs category is up $19.7 \%$ over the Amended 2018 MOW Budget and $21.7 \%$ over the original 2018 Approved MOW Budget. Capital work can vary dramatically from year to year due to replacement needs. See Attachment 1 for Special 2019 Capital Items. The 2019 Capital Costs increase is primarily due to the installation of four fixed stairways in the trench and tie replacements on Compton Creek Rail Bridge.

## MOW Budget Summary

(in millions of dollars)

| MOW Budget | Proposed <br> $\mathbf{2 0 1 9}$ | Amended <br> $\mathbf{2 0 1 8}$ | \% <br> Change | Original <br> $\mathbf{2 0 1 8}$ | \% Change |
| :--- | ---: | ---: | ---: | ---: | ---: |
| A. Labor | $\$ 2.045$ | $\$ 1.982$ | $\mathbf{3 . 2 \%}$ | $\$ 1.982$ | $3.2 \%$ |
| B. Operations Maintenance | 2.637 | 2.826 | $-6.7 \%$ | 2.610 | $1.0 \%$ |
| C. Capital Costs | 3.026 | 2.527 | $19.7 \%$ | 2.487 | $21.7 \%$ |
| Total MOW | $\$ 7.708$ | $\$ 7.335$ | $5.1 \%$ | $\$ 7.079$ | $8.9 \%$ |

## O\&M Budget

The 2019 O\&M Budget of $\$ 12,829,567$ is the sum of the 2019 MOW Budget of $\$ 7,707,679$, a $\$ 600,000$ contingency, and $\$ 4,521,888$ in other costs. Only about $4 \%$ of these other costs is paid from ACTA fee revenue (Reserve Account), and about $96 \%$ is paid by the Railroads either directly or from deposits made to ACTA known as M\&O charges. The proposed 2019 O\&M Budget is $5.9 \%$ above the 2018 Amended O\&M Budget and $9.5 \%$ above the original 2018 Approved O\&M Budget. Much of this increase is due to increasing the contingency amount from $\$ 200,000$ to $\$ 600,000$ to facilitate timely action for unbudgeted, under-budgeted, or emergency work.

| O\&M Budget Summary <br> (in millions of dollars) |  |  |  |  |  |
| :---: | ---: | ---: | ---: | ---: | ---: |
| O\&M Budget | Proposed <br> $\mathbf{2 0 1 9}$ | Amended <br> $\mathbf{2 0 1 8}$ | \% <br> Change <br> from 2019 | Original <br> $\mathbf{2 0 1 8}$ | \% Change <br> from 2019 |
| I. MOW Contractor ${ }^{(1)}$ | $\$ 4.681$ | $\$ 4.809$ | $-2.7 \%$ | $\$ 4.593$ | $1.9 \%$ |
| II. Capital Costs ${ }^{(2)}$ | 3.026 | 2.527 | $19.7 \%$ | 2.487 | $21.7 \%$ |
| Contingency | 0.600 | 0.200 | $200.0 \%$ | 0.200 | $200.0 \%$ |
| III. Operating \& Other | 4.522 | 4.574 | $-1.1 \%$ | 4.440 | $1.8 \%$ |
| Total O\&M | $\$ 12.829$ | $\$ 12.110$ | $5.9 \%$ | $\$ 11.720$ | $9.5 \%$ |

${ }^{(1)} \mathrm{A}+\mathrm{B}$ from MOW Budget
${ }^{(2)} \mathrm{C}$ from MOW Budget

## Items of Note:

1. The current Maintenance Contract expires December 14, 2018, and if the same or different contractor is selected through an ongoing RFP process, the budget may have to be amended through a separate Notice of Mutual Agreement in the future.
2. The 2019 MOW Budget is prepared before the close of the previously approved 2018 MOW Budget, and is based on estimates of where ongoing 2018 work will stand at year's end. Therefore, to the extent that certain 2018 work is not completed to the anticipated level, costs for that work will carry over into 2019 impacting the net 2019 expenditures.
3. The 2019 O\&M Budget contains a $\$ 600,000$ contingency fund. It is recommended that each Port's rail group and each Railroad's joint facilities staff be authorized to allocate the contingency fund as needed. The staffs will then report back to their respective entity concerning the use and possible replenishment of the fund.

Please provide your acceptance and approval by affixing your signature, name and title below:

## Port of Los Angeles

By: $\qquad$
Printed Name:
Title: $\qquad$
Date: $\qquad$

BNSF Railway Company
By: $\qquad$
Printed Name: $\qquad$
Title: $\qquad$
Date: $\qquad$

Attachments:
1-2019 Special Capital Items
2-2019 MOW Budget and Detail
3-2019 O\&M Budget

Date: $\qquad$

## Port of Long Beach

By: $\qquad$
Printed Name: $\qquad$
Title: $\qquad$
Date: $\qquad$

Union Pacific Railroad Company
By: $\qquad$
Printed Name: $\qquad$
Title: $\qquad$

## NMA 2018-5 Attachment 1 to Exhibit B

## 2019 Special Capital Items

For 2019, the following Special Capital Items totaling $\$ 2,320,351$ are budgeted within the $\$ 3,026,232$ of Capital Costs, all of which will be charged to the Reserve Account.

## 1. Pump Station Upgrades, Item 3.0. - \$210,000

Maintenance of both pump stations in the trench over the past several years has included phased repair and/or replacement of various components. Each location has 11 pumps: 4 large, 3 medium, and 4 small. Beginning in 2018, in addition to routine maintenance of all pump station components, one large and one medium pump at each location will receive major overhaul or replacement each year. The 2019 estimate is $\$ 210,000$ for the pump repair/replacement.

## 2. Trench Emergency Ladder Repairs, Item 3.r. - \$100,000

The 47 trench emergency ladders have and will continue to undergo upgrades to ensure they are in working order. This 2019 amount of $\$ 100,000$ is the remaining balance of the $\$ 540,000$ originally approved in 2014. See \#9 below.

## 3. Rehab Henry Ford Crossing at CP Dominguez, Item 3.w. - \$374,334

The single track curved crossing at Pier A Way on the north end of the Henry Ford Viaduct is about 240 feet long and needs replacement due to settlement and deterioration of the underlying wood ties. It is planned to replace the entire crossing with new rail, concrete ties, and new concrete crossing panels. Old panels, which can be salvaged, will be placed in inventory for use at other wood tie crossing locations. This work was deferred from 2018, and individual panels will be installed to replace damaged ones in the interim and the underlying condition re-examined at that time. Depending on the results of the re-examination, this work may be deferred to 2020, when local heavy construction activity in the vicinity by the State is completed.

## 4. Replace Signal Batteries, Item 3.y. - $\mathbf{\$ 5 0 , 0 0 0}$

There are approximately 30 signal houses on the Corridor, each containing an average of 30 batteries. The plan for 2018 is to replace about 90 of the 900 batteries. A ten-year plan is in place to incrementally replace all batteries.

## 5. Curved Rail Replacement Item 3.gg. - $\mathbf{\$ 2 8 3 , 5 0 0}$

Rail on curves wears faster than rail in straight track, and must be replaced after excessive wear. Approximately 6,000 feet of curves will be replaced.

## 6. Diamond Replacements - West Thenard Item 3.hh. - \$541,318

Locations where tracks cross other tracks do so over a piece of special trackwork known as a "diamond". These diamonds wear over time and must be replaced when repairs are no longer viable. Three of the four diamonds at CP West Thenard will be replaced. The diamonds were ordered in 2018, as contained in the approved 2018 Budget, but will be delivered and installed in 2019. Therefore, the material value is carried over to 2019 , when the diamonds will be paid for, and the installation amount added.
7. Signal Circuit Controllers for Switches Item 3.ii. - \$31,500

Controllers will be replaced in five switch machines to prolong the useful life of the machines.

## 8. Retie Transitions at Various Control Points with 10’ Wood Ties Item 3.jj. - \$36,699

Wood ties will be replaced just beyond certain concrete tie switches at several control points to improve settlement conditions.

## 9. Fixed Trench Ladders Item 3.II. - $\mathbf{\$ 3 7 8 , 0 0 0}$

A prototype fixed aluminum stairway will be fabricated and installed in late 2018 as adjunct emergency egress from the trench. The 47 drop ladders will remain in place. If the prototype is successful, 4 additional stairways will be added in 2019 . There will be a total of 9 stairways needed between Randolph St. in Vernon and Myrrh St. in Compton. A different design is needed north of Randolph St. due to closer strut spacing, which may necessitate one or two additional fixed stairways.

## 10. Compton Creek Bridge Timber Replacement Item 3.nn. - \$262,500

The three-track open deck, through-girder bridge needs to have the bridge timbers replaced systematically over a 3-year period, replacing one track each year.

## 11. M23A Switch Machines Item 3.oo. $\mathbf{\$ 5 2 , 5 0 0}$

Replacing controllers in switch machines has extended their service life, however new ones are now required to be on hand. Two machines will be purchased in 2019. See \#7 above.

* To date approximately $\$ 24.5$ million has been charged to the Capital Reserve Account for Corridor-related work. A target amount of $\$ 15$ million is generally kept in the account to be held in reserve for capital expenses. In all but a few years, the annual amount has not dropped below the $\$ 15$ million target. In December 2017, the $\$ 15$ million target was reaffirmed through 2022 via NMA 2017-5.


# NMA 2018-5 - Attachment 2 to Exhibit B - Alameda Corridor - 2019 Maintenance of Way Budget 



[^0]NMA 2018-5 - Attachment 2 to Exhibit B - Alameda Corridor - 2019 MOW Budget Detail


2018 CAPITAL Program

| 3.a. | SURFACING PROGRAM | DURATION | QTY |  | ATE |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Surfacing Unit - BBII outside labor \& machinery | Days | 45 | \$ | 4,700 | \$ | 211,500 |
|  | Mobilization |  | LS |  |  | \$ | 25,000 |
|  | Note: All labor, equipment, and fuel included in daily rate |  |  |  |  |  |  |
|  | TOTAL |  |  |  |  | \$ | 236,500 |
| 3.c.i. | REBALLAST PROGRAM | DURATION | QTY | RATE |  |  |  |
|  | Assistant Foreman - BBII inside labor | Hours | 250 | \$ | 54.83 | \$ | 13,707 |
|  | Track Laborer - BBII inside labor | Hours | 250 | \$ | 51.57 | \$ | 12,893 |
|  | TOTAL |  |  |  |  | \$ | 26,600 |
| 3.c.ii | REBALLAST PROGRAM | DURATION | QTY | RATE |  |  |  |
|  | Operated Equipment (includes dump) | Hours | 250 | \$ | 125 | \$ | 31,250 |
|  | TOTAL |  |  |  |  | \$ | 31,250 |
| 3.f. | CAPITAL PROGRAM RAIL GRINDING-LORAM | DURATION | QTY | RATE |  |  |  |
|  | 114 Stone Train | Days | 2 | \$ | 50,000 | \$ | 100,000 |
|  | Fuel | Gallons | 6,000 | \$ | 4 | \$ | 24,000 |
|  | Pre-Grinding Inspection | Days | 1 | \$ | 15,000 | \$ | 15,000 |
|  | Mobilization |  | LS |  |  | \$ | 20,000 |
|  | SUBTOTAL |  |  |  |  | \$ | 159,000 |
|  | 5\% MU |  |  |  |  | \$ | 7,950 |
|  | TOTAL |  |  |  |  | \$ | 166,950 |
|  | Note: This total is split 50/50 between Railroad M\&O 2.m. \& Capital 3.f. (\$83,475/each) |  |  |  |  |  |  |
| 3.9 | TRACK REBALLAST | DURATION | QTY | RATE |  |  |  |
|  | Equipment Rental* | Days | 10 | \$ | 1,000 | \$ | 10,000 |
|  | Hi-Rail Vac Truck | Days | 10 | \$ | 2,450 | \$ | 24,500 |
|  | Ballast Car Rental* | Days | 10 | \$ | 300 | \$ | 3,000 |
|  | SUBTOTAL |  |  |  |  | \$ | 37,500 |
|  | 5\% MU* |  |  |  |  | \$ | 650 |
|  | TOTAL |  |  |  |  | \$ | 38,150 |
| 3.h. | RAIL / SWITCH COMPONENT REPLACEMENT (FROGS AND CONCRETE SWITCH TIES) |  | QTY | RATE |  |  |  |
|  | \#10 RBM Frogs |  | 1 | \$ | 16,250 | \$ | 16,250 |
|  | \#14 RBM Frogs |  | 2 | \$ | 19,250 | \$ | 38,500 |
|  | \#20 RBM Frogs |  | 2 | \$ | 23,500 | \$ | 47,000 |
|  | Insulators and Tie pads |  | 10,000 | \$ | 8 | \$ | 80,000 |
|  | \#14 Switch Ties (2 L.H.\& 2 R. H.) |  | 2 | \$ | 9,096 | \$ | 18,193 |
|  | \#20 Switch Ties (2 L.H. \& 2 R.H.) |  | 2 | \$ | 9,936 | \$ | 19,873 |
|  | Transportation \& Tax |  | LS |  |  | \$ | 22,000 |
|  | SUBTOTAL |  |  |  |  | \$ | 241,815 |
|  | 5\% MU |  |  |  |  | \$ | 12,091 |
|  | TOTAL |  |  |  |  | \$ | 253,906 |
| 3.0 | PUMP STATION UPGRADES |  |  |  |  |  |  |
|  | Replace Two Pumps at Greenleaf Pump Station |  |  |  |  | \$ | 130,000 |
|  | Parts \& Materials |  |  |  |  | \$ | 70,000 |
|  | SUBTOTAL |  |  |  |  | \$ | 200,000 |
|  | 5\% MU |  |  |  |  | \$ | 10,000 |
|  | TOTAL |  |  |  |  | \$ | 210,000 |
|  | Annual budget based on existing Corridor Maintenance Contractor's estimate. Contract expires December 14, 2018. Budget does not represent commitment to existing Contractor. Estimate is subject to revision based on new contractor selection. |  |  |  |  |  |  |
| 3.w. | REHAB HENRY FORD CROSSING @ CP DOMINGUEZ |  |  |  |  |  |  |
|  | Carryover from 2018 |  |  |  |  |  |  |
|  | Surfacing- BBII outside labor |  |  |  |  | \$ | 13,649 |
|  | Labor- BBII inside labor |  |  |  |  | \$ | 31,020 |
|  | Labor - BBII outside labor |  |  |  |  | \$ | 25,850 |
|  | Welding - BBII inside labor |  |  |  |  | \$ | 10,340 |
|  | Subject to 5\% MU |  |  |  |  |  |  |
|  | Rail, Ties, \& Trim |  |  |  |  | \$ | 52,000 |
|  | Concrete Crossing Panels (custom designed for curve) |  |  |  |  | \$ | 90,000 |
|  | Rental Equipment |  |  |  |  | \$ | 20,000 |
|  | Ballast \& Fabric |  |  |  |  | \$ | 5,000 |
|  | Consultants - as needed |  |  |  |  | \$ | 25,000 |
|  | Paving \& Track Subcontractors |  |  |  |  | \$ | 30,000 |
|  | Traffic Permits \& Mitigation |  |  |  |  | \$ | 40,000 |
|  | Contingency |  |  |  |  | \$ | 10,000 |
|  | Clean-up \& Tie Disposal |  |  |  |  | \$ | 7,500 |
|  | SUBTOTAL |  |  |  |  | \$ | 360,359 |
|  | 5\% MU |  |  |  |  | \$ | 13,975 |
|  | TOTAL |  |  |  |  | \$ | 374,334 |
|  | Note: Engineering and Permit Costs (\$40K) included under Section III. Corridor Operating \& Other MOW Cost of O\&M Budget |  |  |  |  |  |  |



NMA 2018-5 - Attachment 3 to Exhibit B - Alameda Corridor - 2019 Operations \& Maintenance Budget



[^0]:    
    4, 2018. Budget does not

