



Meeting of the Board of Directors

Location: Rancho Cordova Council Chambers
2729 Prospect Park Drive
Rancho Cordova, CA

Date: Friday January 22, 2010, 8:30 am – 10:00 am

Roll Call: Directors Budge, Hume, Knight, Nottoli, Starsky

Members of the public may comment on any item on the agenda at the time that it is taken up by the Board. We ask that members of the public complete a request to speak form, submit it to the Clerk of the Board, and keep their remarks brief. If several persons wish to address the Board on a single item, the Chair may impose a time limit on individual remarks at the beginning of the discussion.

Public Communications: Any person wishing to address the Board on any item not on the agenda may do so at this time. After ten minutes of testimony, any additional testimony may be heard following the New Business Items.

1. Executive Director's Report

Consent Agenda

2. Minutes of December 11, 2009, Meeting
3. Resolution – Adopting the Rules of the Capital SouthEast Board of Directors
 - a. Attachment – Staff Report
 - b. Attachment – Resolution

New Business Items

4. Presentation – Draft Public/Private Partnership Concepts
 - a. Attachment – Staff Report
 - b. Attachment – Presentation

Closed Session Item

5. Conference with Legal Counsel – Anticipated Litigation
 - a. Initiation of litigation pursuant to subdivision (c) of Section 54956.9: One Potential Case
6. Adjournment

The Board may take action on any matter, however listed on this Agenda, and whether or not listed on this Agenda, to the extent permitted by applicable law. Staff Reports are subject to change without prior notice.

If requested, this agenda can be made available in appropriate alternative formats to persons with disabilities, as required by Section 202 of the Americans with Disabilities Act of 1990 and the Federal Rules and Regulations adopted in implementation thereof. Persons seeking an alternative format should contact the Board Secretary for further information. In addition, a person with a disability who requires a modification or accommodation, including auxiliary aids or services, in order to participate in a public meeting, should telephone or otherwise contact the Board Secretary as soon as possible. The Board Secretary may be reached at 428 J Street, Suite 400, Sacramento, California 95814, or by telephone at (916) 447-7933. The Connector JPA's address is 10640 Mather Blvd., Suite 120, Mather, CA 95655. The Connector JPA's phone number is (916) 876-9094.



Capital SouthEast Connector Board of Directors

Item # 1
Receive and File

January 22, 2010

Executive Director's Report

Issue: A report is filed every month on current JPA activities.

Recommendation: Receive and File

Discussion: The following is a brief status report on some of the more significant issues and activities currently being pursued by the Connector JPA staff.

Administrative

- Work continues on an assessment of independent status for the JPA through the California Fair Services Authority ("CFSA"). A report will be presented to your Board in March outlining recommendations for the placement of various administrative functions and benefits for the JPA.
- The JPA is looking for a temporary student intern to update and maintain the JPA website as required. Staff feels this approach will provide the most efficient and flexible approach to this important aspect of public outreach. Placement is expected in February.

Project

- The Notice of Preparation ("NOP") for the Program Environmental Impact Report will be released on February 1, 2010, for a 45 day comment period. Attached to this report is a flowchart which outlines the environmental process as envisioned and shows the many opportunities for public and agency comment throughout the process.
- Scoping meetings with the member jurisdictions are scheduled to begin in mid-February and are expected to be completed over a three week period prior to the close of the NOP comment period on March 17th.
- The Request for Proposals ("RFP") for the Sheldon Limited Access Roadway concept was issued on January 14th with a due date for proposals of February 4th. The RFP was constructed with the assistance of staff from the member jurisdictions and consultant team. Approval of the recommended consultant is expected to be on the February Board agenda.

Discussions with the South Sacramento Habitat Conservation Plan group ("SSHCP") continue without any reportable action towards the approval of a Memorandum of Understanding ("MOU").

Fiscal

- The mid-year status report is under development and will be presented to your Board at your February meeting. Currently, expenditures are running true to projections and no significant mid-year adjustments are pending.
- The Sacramento Transportation Authority reported at its December meeting that sales tax proceeds for the first quarter of FY 09-10 were down 19% from the previous quarter in FY 08-09. This percentage is near what was expected and will not result in any immediate adjustment to member jurisdiction sales tax revenues.

Miscellaneous

- Consultation with El Dorado County citizen interest groups continues. Our meeting of January 13th resulted in a better understanding of the interactions in forecasted traffic volumes between the El Dorado Hills community, Sacramento County, and the Folsom Sphere of Influence ("SOI"). Continued collaboration is expected during the environmental process.
- The Executive Director met last month with staff of the Riverside County Transportation Commission ("RCTC") to discuss common elements of the development of their Mid County Corridor project and the Connector. The result was a heightened understanding of the inter-relationship between major local transportation projects and Habitat Conservation Plans and the California and Federal environmental processes. Additional discussions with other local transportation projects in the state are planned.

Respectfully Submitted,



Tom Zlotkowski
Executive Director



Capital SouthEast Connector Board of Directors

Item # 2
Receive and File

January 22, 2010

Action Minutes of the December 11, 2009, Meeting

The Capital SouthEast Connector Authority's Board of Directors met in regular session on December 11, 2009, in the Rancho Cordova Council Chambers, located at 2729 Prospect Park Drive, Rancho Cordova, CA, at 8:30 a.m.

Call to Order: Chairperson Hume called the meeting to order at 8:43 a.m.

Roll Call: Directors Budge, Hume, and Starsky were present
Director Nottoli arrived during the Executive Director's Report
Director Knight was absent

Executive Director's Report: Mr. Tom Zlotkowski, the Executive Director of the Authority, summarized the highlights from his Executive Director's Report, including the progress on the Notice of Preparation of the environmental document and work on the Connector's website. The Executive Director also stated that Item 5, regarding a presentation on public/private partnerships, would be moved to the January meeting due to illness. Two members of the public offered comments on El Dorado Hills and the environmental process.

Consent Agenda:

The consent agenda included the Minutes of November 17, 2009, Meeting, a Resolution accepting the FY 2008-09 Audit Report, and a Resolution on the Final Transit Policy. It was moved by Director Starsky, seconded by Director Budge, and passed by unanimous vote that:

THE CAPITAL SOUTHEAST CONNECTOR AUTHORITY BOARD OF DIRECTORS (1) APPROVES THE MINUTES OF THE NOVEMBER 17, 2009, MEETING; (2) ACCEPTS THE FY 2008-09 AUDIT REPORT; AND (3) APPROVES THE RESOLUTION ON THE FINAL TRANSIT POLICY.

New Business Items:

Presentation - Integrated Modes Policy Approval: The Directors heard a presentation from the Executive Director regarding the Integrated Modes Policy. The Directors offered comments and asked questions, including a suggestion to rewrite the policy as a set of minimum standards and to continue defining terms. Members of the public asked questions regarding how the policy would be implemented in the Sheldon/Wilton area and how they can obtain information regarding community meetings held by JPA staff. The Executive Director stated that staff would review the planning documents of each jurisdiction and conduct further outreach on this issue.

Presentation - Plan of Action for the Sheldon/Wilton Portion of the Connector: The Executive Director presented the Staff Report, which outlined how the Notice of Preparation will address the Sheldon/Wilton area and requested direction from the Board to move forward with a preliminary engineering study at a cost of \$75,000 – \$100,000 that will take four to five months to complete. Maggie Townsley of ICF, International, and the Connector's environmental

Consultant, made a presentation regarding the NOP. The Board directed the Executive Director to move forward with the study and to conduct further community outreach. Public comment on the issue focused on the effects of the project on the Sheldon/Wilton area.

Adjournment: The meeting was adjourned by Chairperson Hume at 11:17 a.m.

Approved By:

Attest:

Director Hume
Chairperson

Kirk Trost
Secretary



Capital SouthEast Connector Board of Directors

Item # 3
Resolution

January 22, 2010

Rules for the Capital SouthEast Connector Board of Directors

Issue: To approve Rules for the Capital SouthEast Connector Board of Directors.

Recommendation: Hear a staff presentation on the proposed Board Rules and approve them.

Discussion: The Joint Exercise of Powers Agreement creating the Capital SouthEast Connector Authority provides that the Board may, from time to time, adopt rules to aid in the conduct of the Authority's affairs. In the coming months, staff anticipates that the Board will be considering an increasing number of substantive items likely to attract public participation during Board meetings. As a result, there is a need to formally establish the procedures to be used during Board meetings. In addition, there is a need to provide procedural detail regarding the functions of the Executive Director and staff, as well as administration of the Authority's budget. These are all items that are typically covered in Board Rules.

The proposed Board Rules provide guidance to the Board and public regarding the time, place, and manner of meetings, the conduct of meetings, the agenda, the order of business, the Chair, alternate Directors, committees, the Executive Director, staff, and the Authority's budget. The rules are written so that the public will be aware of the manner in which public meetings will be conducted and how the Board's business will be conducted.

Staff recommends that the Board approve the attached rules.

Respectfully Submitted,

Tom Zlotkowski
Executive Director



Item # 3
Attachment

RESOLUTION NO. 2010-01

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CAPITAL
SOUTHEAST CONNECTOR AUTHORITY ADOPTING THE RULES OF THE
CAPITAL SOUTHEAST CONNECTOR BOARD OF DIRECTORS

BE IT RESOLVED by the Board of Directors ("Board") of the Capital SouthEast Connector Authority that the Rules of the Capital SouthEast Connector Board of Directors, as presented to the Board at this meeting, are hereby adopted in substantially the same form as attached hereto.

This Resolution shall take effect from and after the date of its passage and adoption.

* * * * *

PASSED AND ADOPTED this 22nd day of January, 2010, by the following vote:

AYES:

NOES:

ABSENT:

Chairperson

ATTEST:

Secretary



RULES FOR THE CAPITAL SOUTHEAST CONNECTOR BOARD OF DIRECTORS

NOTE: These Rules are intended to provide for the orderly conduct of the meetings of the Board of Directors ("Board") of the Elk Grove – Rancho Cordova - El Dorado Connector Authority ("Authority"), also known as the Capital SouthEast Connector, and for the orderly operation of the Authority. The Authority was established on December 12, 2006, by a Joint Exercise of Powers Agreement ("JPA") approved by two member counties and three member cities. These Rules are adopted in accordance with section 6(c)(2) of the JPA Agreement.

1. Time, Place, and Notice of Meetings

- a. Time and Place of Meetings. Regular meetings of the Board shall be held on the fourth Friday of each month unless another date is determined by the Chair of the Board ("Chair") or determined by vote of the Board. All regular and special meetings shall be held at a time and place convenient to the public within the jurisdiction of the Authority or as otherwise permitted by the Ralph M. Brown Act ("Brown Act") (Government Code §§54950 et seq.). The notice for each regular meeting shall specify the time and place of the subsequent scheduled meeting.
- b. Notice of Regular Meetings. Notice of the date, time and place of any regular meeting or adjourned regular meeting shall be given to each Board member and each member agency at least seven days in advance. Notice of any regular meeting or adjourned regular meeting shall also be given to any newspaper of general circulation, radio, or television station requesting notice in writing.
- c. Notice of Special Meetings. Notice of a special meeting shall specify the date, time, and place of the special meeting, the business to be transacted, and shall be given to each Board member and each local newspaper of general circulation, radio, or television station requesting notice in writing at least 24 hours before the time of the special meeting.

2. Conduct of Meetings

- a. All meetings of the Board shall be open and public and all persons shall be permitted to attend any meeting of the Board except as otherwise provided by law.
- b. In all matters, it shall be the policy of the Board that the Chair shall have the right to open and close meetings and public hearings, in accordance with the Brown Act.
- c. A reasonable time near the beginning of each regular meeting shall be set aside for public input and comment on matters within the Authority's subject matter jurisdiction. All public input and comment on matters on the agenda shall be made at the time that it is taken up by the Board unless the Chair directs otherwise. On matters scheduled for public hearing, the public will be given a reasonable opportunity to comment before or during the Board's consideration of the matter.

- d. The Chair may limit the time of individual public comment upon a particular issue to three minutes. However, if an individual represents a group, the Chair may extend that individual's time for public comment to five minutes.
- e. The Chair may, with the approval of a majority of the members present, adjourn any meeting to a time and place of the Chair's choice within the jurisdiction of the Authority. Less than a quorum of members may adjourn a meeting but can conduct no other business.
- f. Matters raised at a meeting which may not be acted upon pursuant to the Brown Act shall, at the direction of the Chair, be referred to staff or placed on the agenda of the Authority's next meeting.

3. **Agenda; Posting of Agenda**

- a. The agenda shall include a brief general description of each item of business to be transacted or discussed at the meeting together with the date, time, and location of the meeting.
- b. The Secretary shall post a copy of the agenda in a location accessible to the public at the Rancho Cordova Council Chambers, 2729 Prospect Park Drive, Rancho Cordova, CA, and at any other locations of the meeting at least 72 hours before each regular meeting and at least 24 hours before each special meeting. The Secretary shall keep a record of the posting of agendas. The agenda shall also be posted on the Authority's website.

4. **Order of Business**

The regular order of business of the Authority shall be:

- Roll Call
- Consent Items
- New Business Items
- Adjournment

5. **Chair**

The Chair shall preside over and conduct all meetings of the Board, be entitled to vote on all matters before the Authority, make or second any motion, and present and discuss any matter as a member of the Authority. The Chair shall preserve order and decorum, and shall decide questions of order and procedure not otherwise provided for in the Authority Rules.

6. **Alternate Directors**

Each member is entitled to appoint one alternate Director for each Director appointed from its governing body.

7. **Committees**

- a. Establishment of Committees. The Board may create committees. Committee members need not be Board members. The Board shall appoint the members of all committees. The Chair may modify or disband committees as the Chair deems appropriate. The Board may require each committee to develop its own set of bylaws to ensure its smooth operation, subject to approval of the Board. The following rules govern committees:
1. The Chair shall prepare and maintain a written statement for each committee which identifies the committee's charge, mission, duties, and/or responsibilities.
 2. The Chair shall identify the number and composition of members of each committee. No committee shall include a quorum of the directors of the Board.
 3. Each committee shall meet on the call of its chair, at such time and place as are designated by the chair.
 4. Each committee member shall have one vote unless otherwise specified.
 5. Committee members shall serve for a fixed term as established by the Chair.
 6. A committee member shall no longer hold membership on the committee should one of the following occur: resignation; three consecutive unexcused absences; expiration of a term; dissolution of the committee; ceasing to represent the member's jurisdiction; or no longer serving in the capacity for which the member was selected. The Chair shall rule on whether an absence is excused.
 7. Citizens who serve on the Board's committees who are not reimbursed by another public agency shall be eligible to request reimbursement for actual mileage and meeting expenses incurred in attending committee meetings. Use of the Authority's funds shall be limited to funds budgeted and shall be subject to the expense reimbursement procedures and limitations established by the Travel Reimbursement Policy for the Authority's Directors.

8. **Executive Director; Staff**

- a. The Board shall appoint an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall be the Chief Executive Officer of the Authority and shall be responsible for the effective administration of the Authority's activities, programs, contracts, and leases. The Executive Director shall make appropriate recommendations to the Board concerning the operation, affairs and futures needs of the Authority, shall attend all regular and special Board meetings, and shall perform any other acts the Board directs the Executive Director to perform.
- b. The Executive Director, subject to the Board's approval, shall employ such other staff members as necessary to accomplish the Authority's purpose, consistent with the annual budget and any applicable policies of the Authority. The Executive Director shall be responsible for administering and exercising supervision and control over all employees.

c. In the Executive Director's absence of up to 30 days, the Executive Director may appoint a director or qualified staff member to serve as Acting Executive Director. If the absence exceeds 30 days, the Board shall appoint an Acting Executive Director.

9. **Budget**

The Executive Director shall maintain the Authority's operating budget. The Executive Director shall be responsible for submitting a preliminary budget to the Board in April of each year and a final budget no later than June of each year. The Executive Director is authorized to make necessary adjustments to the various budgetary line items for each program sub-element, as long as the overall budget is not modified. Such adjustments shall be made for the purpose of carrying out the objectives of the program or in order to close out budget accounts. The Executive Director shall advise the Board when such adjustments are made. All other adjustments shall require prior approval of the Board.



Capital SouthEast Connector Board of Directors

Item #4
Presentation

January 22, 2010

Presentation of Draft Public/Private Partnership Concepts

Issue: It is important that the Board be aware of the current opportunities available to provide financing through Public Private Partnerships (P3).

Recommendation: Hear an overview presentation from the JPA consultant team on the basics of P3's and how they could be utilized by the Connector project.

Discussion: To build the Connector project in a timely manner, significant capital financing is required. Recently, the State of California passed critical legislation that makes projects like the Capital SouthEast Connector eligible and attractive to a P3 program. Staff is preparing to present a *Plan of Finance* to your Board in early 2010 to outline mechanisms that will ultimately fund and deliver the project. Given the current state of the economy, challenges abound in the areas of both federal and state funding that could assist in the delivery of the project. While local sales tax and development fees are anticipated to eventually rebound and provide the originally allocated level of funding, the timing of that revenue stream remains uncertain.

Today, DJ Smith of the consulting firm of Smith, Watts & Co., LLC, will provide your Board with an overview of the P3 process and the latest information on how the State of California plans to administer and support this program. The presentation will also provide insight into current P3 opportunities across the state and how the Capital Connector fits into framework. Should the Board consider having the JPA proceed towards including a P3 in its Plan of Finance, staff will work with the consultant team to provide additional documentation and information to you at a future meeting.

Respectfully Submitted,

Tom Zlotkowski
Executive Director



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Public Private Partnership Overview

I. California's Version Of Public Private Partnership (P3)

- A. P3 As Utilized Around The World
- B. SB 4 (Cogdill) Broad P3 State Legislative Authority
- C. California Transportation Commission Guidelines Adopted In October 2009
- D. AB 798 (Nava) Transportation Specific Authority For Public Agency Tolling Under The Direction Of The State Treasurer's Office

II. 3P Variations As Applied To Transportation Projects

- A. Tollroad
- B. Availability Payments
- C. A Combination Of Funding
- D. Federal Loan/Guarantee Programs For P3s

III. Current California P3 Projects

- A. Orange County Transportation Corridor Agency's Program – Authorized by State Legislature in 1987.
- B. State Route 91 – High Occupancy Toll (HOT Lanes) Between Orange And Riverside Counties
- C. I-15 – Hot Lanes In San Diego County
- D. State Route 125 Tollroad In San Diego County (City of Chulavista) – Concessionaire is Macquarie from Australia.
- E. Proposed Expansion Of P3s
 1. Bay Area Metropolitan Transportation Commission
 2. LA METRO Adopted Program – October 2009
 3. Riverside County Transportation Commission State Route 91 HOT Lane Extension

IV. Capital SouthEast Connector JPA As A P3

- A. Tollroads Require Limited Access
- B. Definition Of An Initial “Backbone Facility”
- C. Tolling Technology For This Facility
- D. Potential Financial Plan
- E. Potential New Legal Structure For P3 Implementation

V. Discussion Points Regarding A P3 For the Connector Road

- A. Advantages/Disadvantages Of A Limited Access Facility
- B. Cost Advantages Of A P3
- C. Schedule Advantages Of A P3
- D. California Drivers And Tollroads
- E. Local Community/Developer Advantages Of A P3

VI. Next Steps

- A. Initial Baseline Feasibility Study
 - 1. Traffic/Toll Revenue Forecast
 - 2. Facility/R-O-W Cost Estimate
 - 3. Preliminary P3 Financial Modeling
- B. Accomplish Legal/Financial Research for “Board of Control” For P3 Project.
- C. If Feasible And Acceptable To The Connector Board, JPA Would Then Develop And Issue Request For Qualifications/Request For Proposals In Open Solicitation.
- D. Select Private P3 Partner.
- E. Negotiate Predevelopment Agreement With Selected Private Partner.
- F. After Certified EIR Is Issued, Negotiate Long Term Franchise Agreement With Private Partner