



Crenshaw Project Corporation

One Gateway Plaza
Los Angeles, CA 90012

AGENDA

**LOS ANGELES COUNTY
CRENSHAW PROJECT CORPORATION
(CPC)
REGULAR BOARD MEETING
BOARD OF DIRECTORS
Metro Headquarters
3rd Floor - Board Room
One Gateway Plaza
Los Angeles**

Thursday, November 13, 2014 - 9:00 a.m.

Call to order:

Directors:

Eric Garcetti, Chair
Mark Ridley-Thomas, 1st Vice Chair
John Fasana, 2nd Vice Chair
Michael Antonovich
Mike Bonin
Diane DuBois
Jacquelyn Dupont-Walker
Don Knabe
Paul Krekorian
Gloria Molina
Ara J. Najarian
Pam O'Connor
Zev Yaroslavsky
Carrie Bowen, non-voting member

Chief Executive Officer – Arthur T. Leahy
Board Secretary - Michele Jackson
Ethics Officer - Karen Gorman
Acting Inspector General – Karen Gorman
General Counsel - County Counsel

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

PUBLIC INPUT

The meetings of the Metropolitan Transportation Authority Board are open to the public. A member of the public may address the Board on agenda items, before or during the Board or Committee's consideration of the item for up to 5 minutes per item, or at the discretion of the Chair. A request to address the Board should be submitted in person at the meeting to the Board Secretary prior to the start of the meeting.

The public may also address the MTA on non-agenda items within the subject matter jurisdiction of the MTA during the public comment period, which will be held at the end of each meeting. Each person will be allowed to speak for one minute and may speak no more than once during the Public Comment period. Public Comment will last a maximum of 30 minutes, or as otherwise indicated by the Chair. Speakers will be called according to the order in which the speaker request forms are received until the Public Comment period has expired. Elected officials, not their staff or deputies, may be called out of order and prior to the Board's consideration of the relevant item.

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

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

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

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

INFORMATION RELATING TO AGENDAS AND ACTIONS OF THE BOARD

Agendas for the Regular MTA Board meetings are prepared by the Board Secretary and are available prior to the meeting in the MTA Records Management Department and on the Internet. Every meeting of the MTA Board of Directors is recorded on CD's and as MP3's and can be made available for a nominal charge.

DISCLOSURE OF CONTRIBUTIONS

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

ADA REQUIREMENTS

Upon request, sign language interpretation, materials in alternative formats and other accommodations are available to the public for MTA-sponsored meetings and events. All requests for reasonable accommodations must be made at least three working days (72 hours) in advance of the scheduled meeting date. Please telephone (213) 922-4600 between 8 a.m. and 5 p.m., Monday through Friday. Our TDD line is (800) 252-9040.

LIMITED ENGLISH PROFICIENCY

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

HELPFUL PHONE NUMBERS

Copies of Agendas/Record of Board Action/Recordings of Meetings - (213) 922-4880 (Records Management Department)
General Information/Rules of the Board - (213) 922-4600
Internet Access to Agendas - www.mta.net
TDD line (800) 252-9040

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

1. ADOPT a resolution to authorize the following actions:
 - A. Adopt amended and restated [Bylaws to confirm titles of the officers of Metro](#) who will serve as officers of the Corporation and to make other changes deemed necessary or desirable;
 - B. Authorize the Chief Executive Officer (CEO) or other CPC Officers to select and contract with a fiduciary to serve as the Transportation Infrastructure Finance and Innovation Act (TIFIA) Fiscal Agent and to execute and deliver the Collateral Agency Agreement to meet TIFIA Loan requirements;
 - C. Authorize the CEO or other CPC Officers to select and contract with a fiduciary to serve as the Borrower Fiscal Agent and to execute and deliver the Borrower Fiscal Agency Agreement to meet TIFIA Loan requirements;
 - D. Authorize the CEO or other CPC Officers to open bank accounts for CPC;
 - E. Authorize a change in status from a California nonprofit mutual benefit corporation to a California nonprofit public benefit corporation, subject to obtaining TIFIA Lender consent;
 - F. Authorize filing of Restated Articles of Incorporation once the Corporation receives consent to such change in status in writing from the TIFIA Lender;
 - G. Authorize changes to the TIFIA Loan Agreement and any agreements relating to the TIFIA Loan Agreement deemed necessary or desirable in connection with the Corporation's change in status; and
 - H. Approve the repeal of the Bylaws, and adopt a new form of restated Bylaws to take effect upon the consummation of the Corporation's change in status.
2. [APPROVE Minutes of the Crenshaw Project Corporation Board Meeting](#) held on September 26, 2013.

3. RECEIVE **public comment.**

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

COMMENTS FROM THE PUBLIC ON ITEMS OF PUBLIC INTEREST WITHIN BOARD'S SUBJECT MATTER JURISDICTION

ADJOURNMENT