



**Metro**

*One Gateway Plaza, Los Angeles, CA 90012,  
3rd Floor, Metro Board Room*

**Agenda - Final**

**Thursday, June 20, 2024**

**9:30 AM**

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## **Planning and Programming Committee**

*Jacquelyn Dupont-Walker, Chair*

*Ara J. Najarian, Vice Chair*

*Lindsey Horvath*

*Hilda Solis\**

*Katy Yaroslavky*

*Gloria Roberts, non-voting member*

*Stephanie Wiggins, Chief Executive Officer*

*\*Attending Virtually*

*Kenneth Hahn Hall of Administration*

*500 West Temple Street, Room 856*

*Los Angeles, CA 90012*

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

**PUBLIC INPUT**

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 one (1) minute per item, or at the discretion of the Chair. A request to address the Board must be submitted electronically using the tablets available in the Board Room lobby. Individuals requesting to speak will be allowed to speak for a total of three (3) minutes per meeting on agenda items in one minute increments per item. For individuals requiring translation service, time allowed will be doubled. The Board shall reserve the right to limit redundant or repetitive comment.

The public may also address the Board on non-agenda items within the subject matter jurisdiction of the Board during the general public comment period, which will be held at the beginning and /or end of each meeting. Each person will be allowed to speak for one (1) minute during this General Public Comment period or at the discretion of the Chair. Speakers will be called according to the order in which their requests are submitted. Elected officials, not their staff or deputies, may be called out of order and prior to the Board's consideration of the relevant item.

Notwithstanding the foregoing, and in accordance with the Brown Act, this agenda does not provide an opportunity for members of the public to address the Board on any Consent Calendar agenda item that has already been considered by a Committee, composed exclusively of members of the Board, at a public meeting wherein all interested members of the public were afforded the opportunity to address the Committee on the item, before or during the Committee's consideration of the item, and which has not been substantially changed since the Committee heard the 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.

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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.

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Requests can also be sent to [boardclerk@metro.net](mailto:boardclerk@metro.net).



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

### **Live Public Comment Instructions:**

Live public comment can be given by telephone or in-person.

The Committee Meeting begins at 9:30 AM Pacific Time on June 20, 2024; you may join the call 5 minutes prior to the start of the meeting.

Dial-in: 202-735-3323 and enter  
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***Public comment will be taken as the Board takes up each item. To give public comment on an item, enter #2 (pound-two) when prompted. Please note that the live video feed lags about 30 seconds behind the actual meeting. There is no lag on the public comment dial-in line.***

### **Instrucciones para comentarios publicos en vivo:**

Los comentarios publicos en vivo se pueden dar por telefono o en persona.

La Reunion de la Junta comienza a las 9:30 AM, hora del Pacifico, el 20 de Junio de 2024. Puedes unirse a la llamada 5 minutos antes del comienzo de la junta.

Marque: 202-735-3323 y ingrese el codigo  
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***Los comentarios del público se tomaran cuando se toma cada tema. Para dar un comentario público sobre una tema ingrese # 2 (Tecla de numero y dos) cuando se le solicite. Tenga en cuenta que la transmisión de video en vivo se retrasa unos 30 segundos con respecto a la reunión real. No hay retraso en la línea de acceso telefónico para comentarios públicos.***

### **Written Public Comment Instruction:**

Written public comments must be received by 5PM the day before the meeting.

Please include the Item # in your comment and your position of "FOR," "AGAINST," "GENERAL COMMENT," or "ITEM NEEDS MORE CONSIDERATION."

Email: BoardClerk@metro.net

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Board Administration

One Gateway Plaza

MS: 99-3-1

Los Angeles, CA 90012

## CALL TO ORDER

## ROLL CALL

APPROVE Consent Calendar Items: 13, 14 and 15.

Consent Calendar items are approved by one motion unless held by a Director for discussion and/or separate action.

## CONSENT CALENDAR

13. **SUBJECT: REGIONAL RAIL PLANNING AND ENVIRONMENTAL ON-CALL SERVICES BENCH** [2024-0184](#)

### RECOMMENDATION

AUTHORIZE the Chief Executive Officer (CEO) to execute Modification No. 3 to the Regional Rail Planning and Environmental On-Call Services Contract Nos. AE56752000 through AE56752005 to exercise the first one-year option term in the amount of \$2 million, increasing the not-to-exceed (NTE) cumulative contract amount from \$25 million to \$27 million and extending the period of performance from August 14, 2024, to August 13, 2025.

Attachments: [Attachment A - Procurement Summary](#)  
[Attachment B - Contract Modification Change Order Log](#)  
[Attachment C - Future Task Orders](#)  
[Attachment D - DEOD Summary](#)  
[Presentation](#)

14. **SUBJECT: LONG BEACH TO EAST LOS ANGELES (LB-ELA) TASK FORCE** [2024-0248](#)

### RECOMMENDATION

AUTHORIZE the Chief Executive Officer to execute Contract Ratification and Modification No. 34 to Contract No. PS4340-1939 with URS Corporation (an AECOM Entity) to fund the additional LB-ELA Task Force (formerly I-710 Task Force) outreach efforts and technical responses in the not-to-exceed amount of \$477,612, increasing the total contract value from \$68,782,355 to \$69,259,967 and extending the period of performance six months to end on September 30, 2024.

Attachments: [Attachment A - Procurement Summary](#)  
[Attachment B - Contract Modification Change Order Log](#)  
[Attachment C - DEOD Summary](#)  
[Presentation](#)

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**15. SUBJECT: STATE ROUTE (SR) 138 SEGMENT 13 SAFETY IMPROVEMENTS**

[2024-0276](#)

**RECOMMENDATION**

CONSIDER:

- A. PROGRAMMING \$2,500,000 in Proposition C 25% or Surface Transportation Block Grant (STBG) for the SR-138 Segment 13; and
- B. AUTHORIZING the Chief Executive Officer (CEO) or their designee to negotiate and execute all necessary agreements for the SR-138 Board-approved projects.

**Attachments:**      [Presentation](#)

**NON-CONSENT**

**16. SUBJECT: JOINT DEVELOPMENT POLICY AND EXCLUSIVE NEGOTIATION AGREEMENT**

[2024-0277](#)

**RECOMMENDATION**

APPROVE the:

- A. Amended Joint Development Policy (Attachment A); and
- B. Amended Exclusive Negotiations Agreement (ENA) Key Terms (Attachment B) for 10K Sites.

**Attachments:**      [Attachment A - Amended Joint Development Policy](#)  
                                 [Attachment B - Amended ENA Key Terms](#)  
                                 [Presentation](#)

**17. SUBJECT: VENICE DIVISION 6 JOINT DEVELOPMENT**

[2024-0281](#)

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute an Exclusive Negotiation Agreement and Planning Document (ENA) with Metro Venice Art Collective, LLC (Developer) for a period of 18 months, with the option to extend for an additional three, 12-month periods, for the development of Metro-owned property at the former Division 6 Bus Yard in the Venice Community of the City of Los Angeles (Site), subject to resolution of all properly submitted protest(s), if any.

**Attachments:**      [Attachment A - Site Map](#)  
[Attachment B - Motion 59](#)  
[Attachment C - Procurement Summary](#)  
[Attachment D - Site Plan and Rendering](#)  
[Presentation](#)

**SUBJECT:      GENERAL PUBLIC COMMENT**

[2024-0418](#)

RECEIVE General 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 Committee or 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 Committee subsequent to the posting of the agenda.

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

**Adjournment**

**Board Report**

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**File #:** 2024-0184, **File Type:** Contract**Agenda Number:** 13.

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**PLANNING AND PROGRAMMING COMMITTEE  
JUNE 20, 2024****SUBJECT: REGIONAL RAIL PLANNING AND ENVIRONMENTAL ON-CALL SERVICES BENCH****ACTION: APPROVE RECOMMENDATION****RECOMMENDATION**

AUTHORIZE the Chief Executive Officer (CEO) to execute Modification No. 3 to the Regional Rail Planning and Environmental On-Call Services Contract Nos. AE56752000 through AE56752005 to exercise the first one-year option term in the amount of \$2 million, increasing the not-to-exceed (NTE) cumulative contract amount from \$25 million to \$27 million and extending the period of performance from August 14, 2024, to August 13, 2025.

**ISSUE**

Metro's Regional Rail Planning and Environmental On-Call Services (PEOCS) contracts expire on August 13, 2024. Staff requests Board approval of the one-year option term to the PEOCS bench contracts to cover future on-call task orders, including those to be issued during the Summer and Fall of 2024, as detailed further in this report. These task orders are in support of the Multimodal Integrated Planning (MIP) division, which includes Regional Rail Planning, under the Countywide Planning and Development department.

**BACKGROUND**

Metro's Regional Rail Planning unit, under the Countywide Planning and Development department, is responsible for conceptual planning through environmental clearance for Class 1 regional rail projects related to external railroad operators, such as Southern California Regional Rail Authority (Metrolink), Los Angeles-San Diego-San Luis Obispo Rail Corridor (LOSSAN/Amtrak), California High-Speed Rail Authority, Brightline West, High Desert Corridor, BNSF Railway, and Union Pacific Railroad. Metro owns 150 miles of Class 1 railroad right-of-way in Los Angeles County, plus Los Angeles Union Station. Regional Rail planning serves as the building block for the commuter, intercity, freight, and future high-speed rail service expansion within Los Angeles County, using task orders to support the diverse scope of services for strategic planning, project conceptual planning, modeling, feasibility studies, station planning, preliminary engineering, and environmental clearance.

The PEOCS bench was established in April 2019 with the intent to shorten the time needed to issue task orders. Under this on-call program, task orders are issued to pre-selected prime consultants on a rotation basis, which has enabled Vendor / Contract Management (V/CM) to execute task orders in



approximately six weeks instead of up to four months with a competitive task order procurement.

The total contract value at the time the bench was established was \$10 million for a period of five years with two one year options. In June 2023, the Board approved a \$15 million increase to the bench for the issuance of additional task orders to support the Regional Rail Program.

..Discussion

**DISCUSSION**

To date, 12 task orders have been issued totaling \$15,707,902. Approximately eight more task orders are anticipated to be issued during the Summer and Fall of 2024, at an estimated value of \$8.8 million (Attachment C). This would take the total value of task orders issued to approximately \$24.5 million. The additional \$2 million to be exercised under the one-year option would provide additional time and funding.

Current PEOCS Authority	\$ 25,000,000
Minus Task Orders Issued (as of 4/30/24)	(\$ 15,707,902)
Minus Additional Task Orders (Summer/Fall 2024)	(\$ 8,800,000)
Remaining (2% of PEOCS Authority)	\$ 492,098

**DETERMINATION OF SAFETY IMPACT**

All planning, feasibility studies, and environmental clearance efforts will be done in accordance with all applicable FRA, CPUC, and SCRRRA design and engineering standards, which will maximize Americans with Disabilities Act (ADA) and safety benefits to the public.

**FINANCIAL IMPACT**

The extension of the PEOCS bench will have no impact on the existing FY24 budget. Funding for FY24 task orders is within the current approved Regional Rail budget for cost center 4611. New task orders in FY25 and FY26 will have an approved funding source before each task order is initiated. The Chief Planning Officer will be responsible for budgeting costs for FY25 and FY26.

Impact to Budget

The funding for each task order will vary based on the specific scope of work for each individual planning study, conceptual design, or environmental clearance effort. The current task order for the PEOCS bench uses primarily Measure R 3% funds dedicated to Regional Rail activities. This fund source is not eligible for Metro bus and rail operations.

**EQUITY PLATFORM**

The recommendations support Metro’s involvement with commuter, intercity, freight, and high-speed rail services, providing connections for residents, workers, students, and families with a regional public transportation option to access jobs, health care, education, and other economic opportunities

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across the Greater Los Angeles region. In Los Angeles County the existing Regional Rail planning projects will directly improve the quality of life in the Equity Focus Communities of Lancaster, Palmdale, Sylmar, San Fernando, Mission Hills, Sun Valley, Burbank, Glendale, Los Angeles, Atwater Village, Lincoln Heights, Baldwin Park, Pomona, Pico Rivera, La Mirada, and Santa Fe Springs.

Each prime consultant on the bench made a 24.88% SBE commitment and a 3% DVBE commitment. The current overall SBE and DVBE participation, across all bench primes, is 21.51% SBE and 1.30% DVBE. As indicated in the Diversity & Economic Opportunity Department (DEOD) Summary (Attachment D), two of the firms are scheduled to issue future tasks to SBE/DVBE firms that will meet the DEOD goals. A third firm was recently awarded its first task order and no invoicing has been issued to date.

### **IMPLEMENTATION OF STRATEGIC PLAN GOALS**

The recommendations support Metro Regional Rail's partnership with external class 1 railroad operators to improve service reliability and mobility, provide better network integration and transit connectivity through and within Los Angeles County. The PEOCS bench is consistent with the following strategic plan goals:

- Goal 1.1: Expand the transportation network and increase mobility for all uses;
- Goal 1.2: Improve LA County's overall transit network and assets;
- Goal 3.3: Genuine public and community engagement to achieve better mobility outcomes for the people of LA County;
- Goal 4.1: Work with partners to build trust and make decisions that support the goals of the Strategic Plan; and
- Goal 5.1: Leverage funding and staff resources to accelerate the achievement of goals and initiatives prioritized in the Strategic Plan.

### **ALTERNATIVES CONSIDERED**

The Board could choose not to approve the recommendations. This is not recommended as the existing PEOCS bench expires August 13, 2024. Staff currently have several task orders in development, scheduled to be executed in the Summer and Fall of 2024. Without approval of Recommendation A, to exercise the one-year option of the PEOCS bench, Metro Regional Rail would no longer be able to issue on-call task orders, some of which are for mission-critical 2028 Olympics planning efforts. The one-year option will extend the PEOCS bench until August 13, 2025, and provide additional bench funding authority for future Board or CEO initiatives.

### **NEXT STEPS**

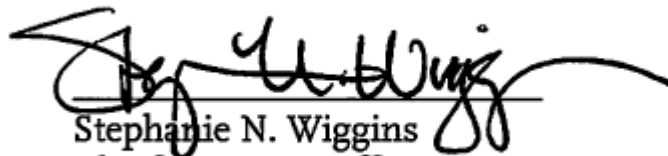
Upon Board approval, staff will execute Modification No. 3 to the Regional Rail Planning and Environmental On-Call Services Contract Nos. AE56752000 through AE56752005 to exercise the first one-year option extending the period of performance through August 13, 2025. Staff will work with contractors to ensure they each fulfill their SBE and DVBE commitments. Staff will then report back in twelve months to either request the last one-year extension or begin the procurement to award new contracts for Regional Rail on-call services.

**ATTACHMENTS**

- Attachment A - Procurement Summary
- Attachment B - Contract Modification/Change Order Log
- Attachment C - Future Task Orders
- Attachment D - DEOD Summary

Prepared by: Jay Fuhrman, Senior Manager, Transportation Planning,  
(213) 547-4381  
Michael Cano, Executive Officer, Multimodal Integrated Planning, (213) 418-3010  
Avital Barnea, Senior Executive Officer, Multimodal Integrated Planning, (213) 547-4317  
Carolina Coppolo, Interim Deputy Chief Vendor/Contract Management Officer,  
(213) 922-4471

Reviewed by:  
Ray Sosa, Chief Planning Officer, (213) 547-4274



Stephanie N. Wiggins  
Chief Executive Officer

**PROCUREMENT SUMMARY**  
**REGIONAL RAIL PLANNING AND ENVIRONMENTAL ON-CALL**  
**SERVICES BENCH / AE56752000 THROUGH AE56752005**

1.	<b>Contract Number:</b> AE56752000 to AE56752005		
2.	<b>Contractors:</b> Gensler, HDR Engineering, Inc., CH2M Hill Inc. (Jacobs/CH2M), Mott MacDonald, LLC, STV Incorporated, and WSP USA		
3.	<b>Mod. Work Description :</b> Exercise first one-year option.		
4.	<b>Contract Work Description</b> Provide planning and environmental on-call services.		
5.	<b>The following data is current as of:</b> 4/4/24		
6.	<b>Contract Completion Status</b>		<b>Financial Status</b>
	<b>Contract Awarded:</b>	5/23/19	<b>Contract Award Amount:</b> Not-to-Exceed (NTE) \$10,000,000
	<b>Notice to Proceed (NTP):</b>	N/A	<b>Total of Modifications Approved:</b> \$15,000,000
	<b>Original Complete Date:</b>	8/13/24	<b>Pending Modifications (including this action):</b> \$2,000,000
	<b>Current Est. Complete Date:</b>	8/13/25	<b>Current Contract Value (with this action):</b> NTE \$27,000,000
7.	<b>Contract Administrator:</b> Andrew Conriquez		<b>Telephone Number:</b> (213) 922-3528
8.	<b>Project Manager:</b> Jay Fuhrman		<b>Telephone Numbers:</b> (213) 547-4381

**A. Procurement Background**

This Board Action is to execute Modification No. 3 to the Regional Rail Planning and Environmental On-Call Services Contract Nos. AE56752000 through AE56752005 to exercise the first one-year option extending the period of performance from August 14, 2024 through August 13, 2025. These task orders are in support of the Regional Rail unit under the Countywide Planning department. Some of the task orders to be issued are mission critical to support the LA 28 Games Mobility Concept Plan Olympics planning efforts and other Board directed initiatives. This Contract Modification will increase the NTE cumulative contract amount by \$2,000,000 from \$25,000,000 to \$27,000,000.

These Contract Modifications will be processed in accordance with Metro's Acquisition Policy and the contract type is task order firm fixed unit rate.

On May 23, 2019, the Board approved the award of six task order-based bench on-call Contract Nos. AE56752000 through AE56752005 for Regional Rail Planning and Environmental Services in the cumulative NTE amount of \$10,000,000.

Two modifications have been issued to date.

Refer to Attachment B – Contract Modification/Change Order Log.

## B. Cost Analysis

Work will be performed through the issuance of separate task orders. Proposals submitted for each task order will be subjected to cost analysis, technical analysis, fact finding, and negotiations to determine the fairness and reasonableness of price.

## CONTRACT MODIFICATION/CHANGE ORDER LOG

REGIONAL RAIL PLANNING AND ENVIRONMENTAL ON-CALL  
SERVICES / AE56752000 THROUGH AE567520005

<b>Mod. No.</b>	<b>Description</b>	<b>Status (approved or pending)</b>	<b>Date</b>	<b>Amount</b>
1	SP-19 Ordering (Indefinite Delivery/Quantity Contracts) deleted and added Exhibit I – Supplemental Ordering Process.	Approved	11/7/19	\$0
2	Increase cumulative not-to-exceed contract amount	Approved	6/22/23	\$15,000,000
3	Exercise first one-year option extending the period of performance through 8/13/25.	<b>Pending</b>	<b>Pending</b>	<b>\$2,000,000</b>
	<b>Modification Total:</b>			<b>\$17,000,000</b>
	<b>Original Contract:</b>		<b>5/23/19</b>	<b>NTE \$10,000,000</b>
	<b>Total:</b>			<b>NTE \$27,000,000</b>

**ATTACHMENT C**  
**REGIONAL RAIL PLANNING AND ENVIRONMENTAL ON-CALL SERVICES BENCH**  
**FUTURE ANTICIPATED TASK ORDERS (as of June 2024)**

Name	Description	Department
Antelope Valley Line Corridor Planning	This study will evaluate portions of the Antelope Valley Line holistically, in terms of connectivity to the future East San Fernando Valley Light Rail Transit, and other possible capital and State Of Good Repair improvements, which may include track improvements, station evaluations, grade crossing and active transportation improvements, etc.	Countywide Planning
Glendale Station Train Horn Noise Reduction Study	This Board requested study will assess opportunities to reduce the sounding of train horns near the Glendale Metrolink station. This may include the establishment of a "Quiet Zone", wayside horns, and/or other improvements which would lead to less frequent sounding of train horns.	Countywide Planning
LA County Passenger Rail Strategic Plan	This visioning document will provide the framework for Metro's overall investment in the commuter rail network for Los Angeles County. The plan may identify future ridership and service level goals, prioritize use of Metro funds for various Los Angeles County capital and State Of Good Repair projects, address funding challenges, management of Metro-owned ROW, governance/interaction with key stakeholders and other JPA members, plus address future station, parking, and safety needs, etc.	Countywide Planning
LA General Medical Center Station Environmental Clearance	This Board requested study will initiate and compete the PAED process for a new Metrolink station near the LAC+USC medical center, along the San Bernardino Line. Previously a feasibility study was completed which identified a suitable candidate location for a new Metrolink station.	Countywide Planning
Metro Strategic Plan Update	This additional scope is for the expansion of the development of the OCEO Priorities Roadmap work, including organizing and launching workshops with internal subject matter experts and analysis of findings. Expansion of the organizational values research and development, particularly through the Employee Advisory Body (EAB) meetings, which invites 85 employees from across the agency to weigh in. Additional support for the organization, execution, and analysis from EAB work. Additional work is required for the communication rollout, implementation, and monitoring progress of the strategic plan once the plan document has been approved by the CEO and Senior Leadership.	Office of Strategic Innovation
Olympics 2028 Mobility Concept Plan Implementation	The planning efforts in preparation for the 2028 Olympic and Paralympic Games will continue with preparation of preliminary designs, cost estimates and schedules to be developed for a selected group of projects from the Mobility Concept Plan in order to apply for federal and state grant funding. This effort will also provide planning support for the recently awarded Reconnecting Communities award from USDOT. Additionally, this effort will support modeling of Games-time operations to evaluate potential impacts to transit and traffic	Office of Strategic Innovation
San Bernardino Line Rail Multiple Unit (RMU) Study/Implementaion Plan	This study will evaluate opportunities to implement RMU service along the Metrolink San Bernardino Line to Los Angeles Union Station. The study will identify opportunities to realize operational cost savings, and discuss other issues, such as maintenance, fueling, signal and communications, and other operational and capital needs, plus ohter impacts and benefits.	Countywide Planning
7th/Metro Station Improvements/30% design	The additional scope for the 7th St/Metro Center Station Updates project is to expedite completion of the 30% design by 5 months to assist in completing the project prior to the 2028 Olympic Games. There will also be an additional task to test tactile wayfinding pilots at existing Metro stations to ensure an optimal and streamlined tactile wayfinding pathway system for sight-impaired customers at 7th St/Metro Center Station.	Countywide Planning

**DEOD SUMMARY**

**REGIONAL RAIL PLANNING AND ENVIRONMENTAL ON-CALL SERVICES  
BENCH/AE56752000 - AE56752005**

**A. Small Business Participation**

The Diversity & Economic Opportunity Department (DEOD) established an overall 24% Small Business Enterprise (SBE) goal and 3% Disabled Veteran Business Enterprise (DVBE) goal for the procurement. Each prime on the bench made an overall 24% SBE and 3% DVBE commitment.

To date, ten (10) Task Orders (TO) have been awarded to six (6) primes on the Regional Rail Planning and Environmental On-Call Services task order contracts. Overall SBE and DVBE achievement in meeting the SBE/DVBE commitments is based on the aggregate value of all task orders awarded to each prime consultant. Overall, across all primes, the current SBE participation 24.33%, exceeding the SBE commitment by 0.33% and the current DVBE participation is 1.26%, representing a 1.74% shortfall.

According to Gensler, Jacobs/CH2M, and STV, the DVBE subcontractor is scheduled to perform cost estimating on the project. To date, this scope of work has not commenced or has been very minimal, as confirmed by Metro’s project manager. Each prime has indicated that once the DVBE is engaged, the level of participation will increase. DEOD will continue to monitor and track the primes efforts to meet and/or exceed the SBE and DVBE commitments.

**1. Gensler (3 Task Orders Awarded – Total Amount: \$4,661,013)**

<b>Overall Small Business Commitment</b>	<b>24% SBE 3% DVBE</b>	<b>Overall Small Business Participation</b>	<b>17.45% SBE 0% DVBE</b>
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**2. HDR Engineering, Inc. (1 Task Order Awarded – Total Amount \$54,426)**

<b>Overall Small Business Commitment</b>	<b>24% SBE 3% DVBE</b>	<b>Overall Small Business Participation</b>	<b>24.51% SBE 3.01% DVBE</b>
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3. **Jacobs/CH2M (2 Task Orders Awarded – Total Amount: \$6,709,733)**

<b>Overall Small Business Commitment</b>	<b>24% SBE 3% DVBE</b>	<b>Overall Small Business Participation</b>	<b>19.72% SBE 0.47% DVBE</b>
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4. **Mott MacDonald, LLC (1 Task Order Awarded – Total Amount: \$2,493,471)**

<b>Overall Small Business Commitment</b>	<b>24% SBE 3% DVBE</b>	<b>Overall Small Business Participation</b>	<b>36.76% SBE 3.20% DVBE</b>
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5. **STV Inc. (1 Task Order Awarded – Total Amount: \$901,646)**

<b>Overall Small Business Commitment</b>	<b>24% SBE 3% DVBE</b>	<b>Overall Small Business Participation*</b>	<b>0.00% SBE 0.00% DVBE</b>
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\*No payments have been reported to date

6. **WSP USA (2 Task Orders Awarded – Total Amount: \$887,614)**

<b>Overall Small Business Commitment</b>	<b>24% SBE 3% DVBE</b>	<b>Overall Small Business Participation</b>	<b>31.51% SBE 3.30% DVBE</b>
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**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy (LW/SCWRP) is not applicable to this modification.

**C. Prevailing Wage Applicability**

Prevailing Wage requirements are applicable to this project. DEOD will continue to monitor contractors' compliance with the State of California Department of Industrial Relations (DIR), California Labor Code, and, if federally funded, the U S Department of Labor (DOL) Davis Bacon and Related Acts (DBRA). Trades that may be covered include: surveying, field, soils and materials testing, flagman, building construction inspection, construction management and other support trades.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract. Project Labor Agreement/Construction Careers Policy is applicable only to construction contracts that have a construction contract value in excess of \$2.5 million.



# Regional Rail Planning and Environmental Bench

Planning and Programming Committee

June 20, 2024

Legistar File 2024-0184



**Metro**

# Recommendation

- A. EXECUTE Modification No. 3 to the Regional Rail Planning and Environmental On-Call Services Contract Nos. AE56752000 through AE56752005
- exercise the first one-year option term in the amount of \$2 million increasing the not-to-exceed (NTE) cumulative contract amount from \$25 million to \$27 million
  - extend the period of performance from August 14, 2024 to August 13, 2025

# Background

- The Planning and Environmental On-Call Services (PEOCS) bench was established to be able to quickly issue task orders to consultants for Metrolink related work and other mission critical activities such as:
  - LA 28 Games Mobility Concept Plan Olympics planning efforts
  - 7<sup>th</sup> Street/Metro Center Station Customer Environment Updates
  - Metro Strategic Plan Update
  - East San Fernando Valley Corridor – Station and Accessibility Improvements
  - Metrolink Antelope Valley Line Capital Projects – Environmental Clearance
  - Metrolink Pico Rivera Station Feasibility Study
- The original PEOCS bench was established in 2019 for \$10M. In June 2023 the Metro Board approved an increase of \$15M in anticipation of future task orders.

# Future Task Orders

➤ \$15.7M in task orders have been issued. An additional \$8.8M in additional task orders are anticipated to be issued during the Summer/Fall of 2024 for the following projects:

- Antelope Valley Line Corridor Planning
- Glendale Station Train Horn Noise Reduction Study
- LA County Passenger Rail Strategic Plan
- LA General Medical Center Station Environmental Clearance
- Metro Strategic Plan Update – task order modification
- Olympics 2028 Mobility Concept Plan Implementation – task order modification
- San Bernardino Line Rail Multiple Unit Study
- 7<sup>th</sup>/Metro Station Improvements/30% design – task order modification



# Next Steps

- Subject to Board approval of the recommendations, staff will execute additional task orders during the Summer/Fall of 2024
- Work with contractors to ensure they meet their SBE and DVBE goal commitments
- Report back to Board in Summer 2025 to either request the last one-year extension or begin the procurement to award new contracts for Regional Rail PEOCS services



## Board Report

File #: 2024-0248, File Type: Contract

Agenda Number: 14.

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### PLANNING AND PROGRAMMING COMMITTEE JUNE 20, 2024

**SUBJECT: LONG BEACH TO EAST LOS ANGELES (LB-ELA) TASK FORCE**

**ACTION: APPROVE RECOMMENDATION**

#### **RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute Contract Ratification and Modification No. 34 to Contract No. PS4340-1939 with URS Corporation (an AECOM Entity) to fund the additional LB-ELA Task Force (formerly I-710 Task Force) outreach efforts and technical responses in the not-to-exceed amount of \$477,612, increasing the total contract value from \$68,782,355 to \$69,259,967 and extending the period of performance six months to end on September 30, 2024.

#### **ISSUE**

The Long Beach-East Los Angeles Corridor Draft Mobility Investment Plan (LB-ELA CMIP) was publicly released and open for public comment between February 1, 2024, to March 1, 2024. The public review and input period was extended 30 days to provide additional comments and responses to be incorporated into the final plan. The Contract Ratification and Modification is needed to provide additional funding in the amount of \$477,612 for this additional outreach and technical support for the LB-ELA CMIP. Due to the sensitivity to respond to public requests for an extension of the public review period, the Contract Modification was not executed prior to the approval of the 30-day extension and exceeds the contract modification authority.

The Vendor/Contract Management Department and the Countywide Planning and Development Department have pursued corrective action on this contract to ensure such incidents do not occur in the future.

#### **BACKGROUND**

In May 2021, Metro and Caltrans commissioned the LB-ELA Task Force (Task Force) to suspend all work related to the I-710 South Corridor Project Environmental Impact Report/Environment Impact Statement (EIR/EIS) due to environmental implications. Since November 2021, Metro's goal for the Task Force has been to work with impacted communities and stakeholders in an equity-focused manner to develop a multimodal, community-supportive LB-ELA CMIP.



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The LB-ELA CMIP is concentrated on improving the regional and local mobility of people, goods, and air quality while fostering economic vitality, social equity, environmental sustainability, and access to opportunity for the most impacted residents along the I-710 Corridor. After a two-and-a-half-year-long process, the Draft LB-ELA CMIP was released for public comments on January 31, 2024, with a 30-day public comment period ending on March 1, 2024, and Metro Board approval anticipated at the March Board meeting.

In response to public and Board member requests, the project team extended the public comment period an additional 30 days and added one additional meeting each for the Task Force and its Community Leadership Committee (CLC). The Metro Board adopted the final LB-ELA CMIP at its April 2024 meeting. A final CMIP was published on June 3, 2024.

Additionally, toward the culmination of the Task Force and CLC's participation in the LB-ELA CMIP development, staff identified additional close-out tasks to support the documentation of the equity-focused planning process and develop resources for the implementation phase of the LB-ELA CMIP, as described in the Discussion section below.

## **DISCUSSION**

The extension of the public review period included additional Task Force and CLC meetings, as well as additional focused meetings with various stakeholders. These meetings were critical as they helped resolve issues from draft to final CMIP and helped bring strong support behind the plan. The number of comments received during the extension period was significant and required thorough responses, including follow-up meetings with certain groups and/or individuals. Due to the last-minute 30-day extension, the project team went through additional revisions of the draft plan, these revisions were due to stakeholder feedback. Without this greater level of effort it would have been difficult to secure Task Force and CLC consensus to recommend the Final CMIP to the Metro Board by April 2024. During the 30 day extension, the consultant team worked tirelessly in providing excellent customer service and outreach to the Task Force and CLC members, using tools such as the dashboard which assisted in visually presenting the CMIP and through the other mechanism, such as one on one meetings, along with group meetings. After the 60-day comment period, the Task Force and CLC voted to move the Final LB-ELA CMIP forward for Metro Board consideration and adoption.

The costs incurred due to the extension of the public comment period, additional stakeholders' meetings, Task Force meetings, CLC meetings, and incorporation of the new comments into the final CMIP were approximately \$120,000.

In addition, close-out tasks are needed to support the documentation of the equity-focused planning process and develop resources for the implementation phase of the LB-ELA CMIP.

A summary of the work plan for this effort is provided below.

### **Task 1: Project Management**

The contractor will provide six (6) additional months of project management, contract administration, document control, and project control activities, through the anticipated project completion of

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September 2024. Additional project management support was needed to help shepherd the adoption of the Final CMIP. This includes ongoing project management activities including the assignment and coordination of contractor team resources to conduct final meetings and close-out of the project.

#### Task 20: Task Force Organization

The outreach team subcontractor, led by Arellano and Associates (AA, a Small Business Enterprise), was instrumental in securing consensus for the Final CMIP. The team will continue to support Metro and the project team in conducting regular team meetings and performing the necessary administrative and management functions needed to support the closeout of the project.

#### Task 29: Dashboard Tool

The LB-ELA Corridor has many transportation projects that are being evaluated under separate tasks of this contract. The objective of this task is to develop a web-based, public-facing application (Dashboard) to visually provide evaluative information about these multimodal transportation projects. This tool serves as a bridge to the implementation phase, which will allow us to provide public transparency and keep oversight of the many projects the plan will fund and support development through implementation. This work was identified as necessary to secure consensus to ensure public engagement in the process during the draft to final CMIP. The task will be completed within 6 months from notice-to-proceed and will involve four stages: visioning, design, development, and deployment.

#### Task 31: CLC White Paper (New Task)

Given the unique role of the CLC throughout the development of the LB-ELA CMIP and the level of effort from staff to develop relationships with its members, the CLC facilitation subcontractor will work with Metro to close out the CLC process by developing a CLC white paper. The white paper will recommend strategies for continued community engagement in the implementation of the LB-ELA CMIP's working groups and public meetings. It will also broadly support Metro's 2022 Public Participation Plan by creating a resource where staff can refer to the LB-ELA process lessons learned about building trust, engaging, and working with CLCs.

#### Task 32: Health and Transportation Equity Data Toolkit (New Task)

Throughout the development of the LB-ELA CMIP, members of the Task Force, CLC, and the community regularly uplifted the need to consider health and how the projects, programs, and strategies of the CMIP impacted the health of communities along the corridor. The consultant will close out the work of the Equity Working Group by developing a toolkit of data sources, online maps, and technical guidance for incorporating health and transportation equity into project planning and implementation. The deliverables from this task will support Metro staff in maintaining continuity with these topics and community concerns when implementing initial investments from the CMIP.

### **DETERMINATION OF SAFETY IMPACT**

Performance of the proposed contract modification will have no negative impact on the safety of

Metro's patrons or employees.

### **FINANCIAL IMPACT**

Funding for the necessary work to complete Contract Modification 34 is included in the \$4,000,000 shown in Metro's FY24 budget and \$5,000,000 in the FY25 budget in Cost Center 4720 (Highway Program), Project 460316 (I-710 South Early Action Projects), Account 50316 (Services Professional/Technical), Task 14.01.

Since this is a multi-year project, the Project Manager, the Cost Center Manager and the Chief Planning Officer will continue to be responsible for budgeting any remaining costs in future fiscal years.

#### **Impact to Budget**

The source of funds for this project will be Measure R Highway Capital (20%) Funds from the I-710 South and/or Early Action Projects. This fund source is not eligible for Bus and Rail Operations or Capital Expenditures.

### **EQUITY PLATFORM**

Approving the execution of the contract modification will support the closeout of the current LB-ELA Investment Plan contract and position staff to begin the implementation of the Board-approved CMIP ([File #2023-0594 <https://datamade-metro-pdf-merger-testing.s3.amazonaws.com/2023-0594.pdf>](https://datamade-metro-pdf-merger-testing.s3.amazonaws.com/2023-0594.pdf)).

Through this contract modification, Metro will continue to center equity in future decision-making, budget allocation, and community engagement activities for the Project(s) along the I-710 South Corridor. Staff have worked closely with the Task Force and CLC, comprised of residents from communities along the corridor, to collaboratively develop an investment plan to implement priority multimodal projects and programs. The CLC engagement at every step of the process has been led by Metro's Office of Equity and Race and is unprecedented for Metro highway planning projects, and a CLC White Paper will help to document residents' experiences and identify best practices for future Metro efforts. Further, health and transportation equity have been consistent themes heard from the CLC, Task Force, and community members throughout and prior to the two-and-a-half-year-long process to develop the LB-ELA CMIP. The Health and Transportation Equity Data Toolkit task will support the continuity of staff understanding of and responsiveness to these community concerns as Metro, partner agencies, and other stakeholders implement the LB-ELA CMIP.

Without this action and subsequent timely planning and investment to address the current corridor conditions, the I-710 South Corridor users and corridor communities will continue to experience pollution, congestion, unsafe traffic conditions, spillage of freeway traffic onto local neighborhoods, and other negative impacts of the anticipated escalating traffic demand in the corridor.

### **IMPLEMENTATION OF STRATEGIC PLAN GOALS**

Metro staff collaboration with local, regional, state, and federal agencies, as well as the local

communities to develop an innovation and investment strategic plan to implement the prioritized projects for the I-710 South Corridor and a long-term vision to improve I-710 is consistent with the following goals of the Metro Vision 2028 Strategic Plan:

Goal 1: Provide high-quality mobility options that enable people to spend less time traveling.

Goal 3: Enhance communities and lives through mobility and access to opportunity.

Goal 4: Transform LA County through regional collaboration and national leadership.

### **ALTERNATIVES CONSIDERED**

The Board may elect not to approve the Contract Modification. This option is not recommended. Completing the Task Force process is a necessary step in the development and implementation of the improvements described in Measure R and Measure M for the corridor.

### **NEXT STEPS**

Upon Board approval, staff will execute Modification No. 34 to Contract No. PS4340-1039 with URS Corporation (an AECOM Entity) to fund the additional LB-ELA Task Force (formerly I-710 Task Force) outreach efforts and technical responses. Staff will continue to monitor the contract services.

### **ATTACHMENTS**

Attachment A - Procurement Summary  
Attachment B - Contract Modification/Change Order Log  
Attachment C - DEOD Summary

Prepared by: Lucy Delgadillo, Senior Manager, Complete Streets and Highways, (213) 922-7099  
Michelle E. Smith, Executive Officer, Complete Streets And Highways, (213) 922-3057  
Avital Barnea, Senior Executive Officer, Multimodal Integrated Planning, (213) 547-4317  
Carolina Coppolo, Deputy Chief Vendor/Contract Management Officer (Interim), (213) 922-4471

Reviewed by: Ray Sosa, Chief Planning Officer, (213) 547-4274



Stephanie N. Wiggins  
Chief Executive Officer

## PROCUREMENT SUMMARY

I-710 CORRIDOR PROJECT FINAL EIR/EIS  
PS4340-1939

1.	<b>Contract Number:</b> PS4340-1939		
2.	<b>Contractor:</b> URS Corporation (an AECOM Entity)		
3.	<b>Mod. Work Description:</b> Additional Project Support for the I-710 Corridor Project EIR/EIS to fund the Long Beach-East LA (LB-ELA) Corridor Task Force (Task Force) outreach effort and technical responses		
4.	<b>Contract Work Description:</b> I-710 Corridor Project Environmental Impact Report and Environmental Impact Statement (EIR/EIS)		
5.	<b>The following data is current as of:</b> 5/13/2024		
6.	<b>Contract Completion Status</b>		<b>Financial Status</b>
	<b>Contract Awarded:</b>	1/28/2008	<b>Contract Award Amount:</b> \$22,686,314
	<b>Notice to Proceed (NTP):</b>	1/28/2008	<b>Total of Modifications Approved:</b> \$46,096,041
	<b>Original Complete Date:</b>	6/30/2015	<b>Pending Modifications (including this action):</b> \$477,612
	<b>Current Est. Complete Date:</b>	9/30/2024	<b>Current Contract Value (with this action):</b> \$69,259,967
7.	<b>Contract Administrator:</b> Andrew Conriquez		<b>Telephone Number:</b> 213-922-3528
8.	<b>Project Manager:</b> Lucy Delgadillo		<b>Telephone Number:</b> 213-922-7099

**A. Procurement Background**

This Board Action is to approve Contract Modification No. 34 to fund the Long Beach-East LA (LB-ELA) Corridor Task Force (Task Force) outreach effort and technical responses for the EIR/EIS, Project Report and Advanced Preliminary Engineering for the I-710 project. This Modification covers additional support for the I-710 Corridor Project EIR/EIS.

This Contract Modification will be processed in accordance with Metro's Acquisition Policy and the contract type is a cost-plus fixed fee. All terms and conditions remain unchanged.

A total of 33 modifications have been executed to date. Refer to Attachment B - Contract Modification/Change Order Log.

**B. Cost Analysis**

The recommended not-to-exceed amount has been determined to be fair and reasonable based upon the independent cost estimate (ICE), technical evaluation, and cost analysis. Fee remains unchanged from the original contract.

<b>Proposal Amount</b>	<b>Metro ICE</b>	<b>Not-To-Exceed Amount</b>
\$477,612	\$492,000	\$477,612

**ATTACHMENT B**

**CONTRACT MODIFICATION/CHANGE ORDER LOG**

**I-710 SOUTH CORRIDOR PROJECT FINAL EIR/EIS / PS4340-1939**

<b>Mod. No.</b>	<b>Description</b>	<b>Status (approved or pending)</b>	<b>Date</b>	<b>\$ Amount</b>
1	Added New DBE and Updated Project Manager	Approved	5/20/2008	\$0
2	Added New Subcontractor/Revised SOW – to include additional Traffic Studies	Approved	1/15/2009	\$53,599
3	Revised SOW – Utility Design	Approved	10/29/2009	\$299,103
4	Revised SOW – to include additional Traffic Studies	Approved	1/25/2010	\$78,019
5	Revised SOW – Enhanced Landscape Design Services	Approved	2/22/2010	\$254,947
6	Revised SOW to include additional geometric design options, traffic analysis and forecasts, advanced planning studies	Approved	10/20/2010	\$484,017
7	Revised SOW to revise build alternatives 6A/6B, oil field relocation strategies, visual impact analysis, meeting support, project management support, tolling alternatives, utility strategy alternatives analysis	Approved	1/5/2011	\$4,001,672
8	Revised SOW to revise alternative segment 6 and design options, update geometric plans, visual impact analysis, meeting support, project management support, tolling alternatives, community participation, and public officials coordination	Approved	5/23/2011	\$1,339,228
9	Supplemental SOW – Traffic Simulation Model	Approved	4/23/2012	\$324,339
10	Supplemental Environmental Analyses for the I-710	Approved	4/24/2012	\$0



	Corridor Project (\$255,525) and Task reductions (-\$255,525) resulting in net zero change			
11a	Supplemental SOW (\$218,518) and Task reductions (-\$218,518) resulting in net zero change	Approved	11/20/2012	\$0
12	Revised SOW incorporating project changes, changes in state and federal improvement requirements, evaluation of Preferred alternative, re-circulation of Draft EIR/EIS and completion of Final EIR/EIS	Approved	1/24/2013	\$9,190,276
13	Supplemental Work -Augment public officials, and staff oversight coordination	Approved	1/13/2014	\$69,179
14	Period of Performance Extension	Approved	6/29/2015	\$0
15	Period of Performance Extension	Approved	9/21/2015	\$0
16	Supplemental Statement of Work and Period of Performance Extension	Approved	10/22/2015	\$7,012,735
17	Supplemental Statement of Work and Period Performance Extension	Approved	1/28/2016	\$3,729,598
18	Budget adjustments and extension of expiration date - No Cost Increase	Approved	4/25/2017	\$0
19	Supplemental Statement of Work and increased funding.	Approved	10/25/2017	\$496,821
20	Supplemental Statement of Work and increased funding	Approved	12/5/2017	\$494,485
21	Supplemental Statement of Work and increased funding	Approved	1/15/2018	\$408,765
22	Supplemental Statement of Work and increased funding	Approved	6/28/2018	\$7,249,919
23	Period of Performance Extension	Approved	10/9/2019	\$0
24	Period of Performance Extension	Approved	2/12/2020	\$0
25	Supplemental Statement of Work with revisions to tasks with no cost increase	Approved	9/23/2020	\$0
26	Supplemental Statement of Work with revisions to tasks with no cost increase	Approved	8/12/2021	\$0
27	Period of Performance Extension	Approved	11/23/2021	\$0
28	Supplemental Statement of Work, increase to funding and Period of Performance Extension	Approved	6/4/2022	\$6,276,217

29	Reallocation of tasks with no increase to the contract authority	Approved	9/23/2022	\$0
30	Supplemental Statement of Work and increased funding	Approved	11/12/2022	\$475,227
31	Supplemental Statement of Work, increase funding and extend the period of performance	Approved	7/27/2023	\$3,857,895
32	Period of Performance Extension	Approved	9/4/2023	\$0
33	Period of Performance Extension	Approved	3/21/2024	\$0
34	Additional Project Support for the I-710 Corridor Project EIR/EIS to fund the Long Beach-East LA Corridor Task Force Outreach Effort and Technical Responses	<b>Pending</b>	<b>Pending</b>	<b>\$477,612</b>
	<b>Modification Total:</b>			<b>\$46,573,653</b>
	<b>Original Contract:</b>		<b>1/28/2008</b>	<b>\$22,686,314</b>
	<b>Total:</b>			<b>\$69,259,967</b>

## DEOD SUMMARY

## I-710 CORRIDOR PROJECT FINAL EIR/EIS / PS4340-1939

**A. Small Business Participation**

URS Corporation (an AECOM Entity) made a 9.56% Disadvantaged Business Enterprise (DBE) commitment. Based on payments, the project is 98% complete and the current level of DBE participation is 16.28%, exceeding the commitment by 6.72%.

<b>Small Business Commitment</b>	<b>9.56% DBE</b>	<b>Small Business Participation</b>	<b>16.28% DBE</b>
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	<b>DBE Subcontractors</b>	<b>Ethnicity</b>	<b>% Committed</b>	<b>Current Participation<sup>1</sup></b>
1.	Civil Works Engineers	Caucasian Female	3.11%	2.76%
2.	JMD, Inc.	Black American	2.76%	0.98%
3.	Tatsumi & Partners	Asian-Pacific American	0.79%	1.47%
4.	Wagner Engineering & Survey	Caucasian Female	2.90%	0.98%
5.	Arellano Associates, LLC	Hispanic American	Added	6.15%
6.	D'Leon Consulting Engineers	Hispanic American	Added	0.50%
7.	Epic Land Solutions	Caucasian Female	Added	0.51%
8.	Galvin Preservation Associates	Caucasian Female	Added	0.49%
9.	McCormick-Busse, Inc. dba MBI Media	Caucasian Female	Added	0.52%
10.	Here Design studio, LLC	Black American	Added	1.37%
11.	Network Public Affairs, LLC	Caucasian Female	Added	0.16%
12.	PacRim Engineering, Inc.	Asian-Pacific American	Added	0.09%
13.	Pan Environmental, Inc.	Asian-Pacific American	Added	0.10%
14.	Wiltec	Black American	Added	0.20%
	<b>Total</b>		<b>9.56%</b>	<b>16.28%</b>

<sup>1</sup>Current Participation = Total Actual amount Paid-to-Date to DBE firms ÷ Total Actual Amount Paid-to-date to Prime.

**B. Living Wage and Service Contract Worker Retention Policy Applicability**

The Living Wage and Service Contract Worker Retention Policy is not applicable to this contract.

**C. Prevailing Wage Applicability**

Prevailing wage is not applicable to this modification/contract.

**D. Project Labor Agreement/Construction Careers Policy**

Project Labor Agreement/Construction Careers Policy is not applicable to this Contract. Project Labor Agreement/Construction Careers Policy is applicable only to construction contracts that have a construction contract value in excess of \$2.5 million.



# Long Beach East-Los Angeles (LB-ELA) Corridor Task Force

Planning and Programming Committee

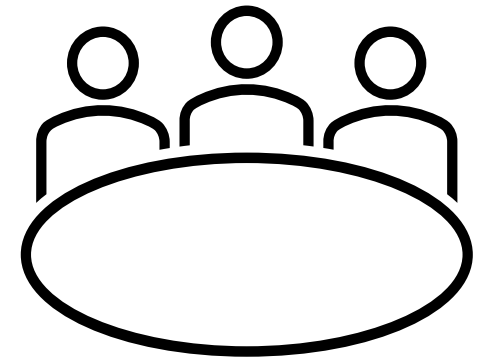
June 20, 2024

FILE #2024-0248



# Background

- Draft LB-ELA Corridor Mobility Investment Plan (CMIP) was released for public comment on January 31, 2024, with a 30-day public comment period.
- In response to requests from the public and Director Hahn, the public comment period was extended an additional 30 days to close on April 1, 2024.
- After the 60-day comment period, the Task Force and its Community Leadership Committee (CLC) voted to move the Final LB-ELA CMIP forward for Metro Board consideration and adoption.
- The LB-ELA CMIP was approved by the Board on April 25, 2024.



# Staff Recommendation

## CONSIDER:

AUTHORIZING the Chief Executive Officer to execute Contract Ratification and Modification No. 34 to Contract No. PS4340-1939 with URS Corporation (an AECOM Entity) to fund the I-710 Task Force outreach efforts in the not-to-exceed amount of \$477,612, increasing the total contract value from \$68,782,355 to \$69,259,967.

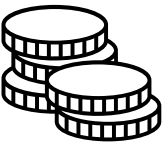
*Contract Modification 34 requests an additional **\$477,612** and extends the period of performance through September 30, 2024.*

- *The increased amount is necessary to finalize the LB-ELA Corridor Investment Plan (CMIP) and a Comprehensive Multimodal Congestion Plan (CMCP) due to the 30-day extension of the public comment period from March 1, 2024, to April 1, 2024.*
- *Contract Modification 34 is needed to support the additional work completed during this period and for the additional scope elements to be completed during post-completion.*



# Contract Modification Request

<b>Contract Modification Task Breakdown</b>	<b>Budget</b>
Project Management	\$45,000
Task Force Meeting Support	\$205,612
Dashboard Maintenance & Support	\$45,000
Community Leadership Committee (CLC) White Paper	\$82,000
Health Equity Guidelines	\$100,000
<b>Total</b>	<b>\$477,612</b>





# Equity

- Metro staff has worked closely with the Task Force and CLC, the latter of which is comprised of residents from communities along the corridor.
- The CLC engagement, led by Metro's Office of Equity and Race, is unprecedented for Metro highway planning projects, and a CLC White Paper will help to document residents' experiences and identify best practices for future Metro efforts.
- Health and transportation equity have been consistent themes heard from the CLC, Task Force, and community members throughout and prior to the two-and-a-half-year-long process to develop the LB-ELA CMIP.
- The Health and Transportation Equity Data Toolkit task, co-developed by Metro's Office of Equity and Race, will support the continuity of staff's understanding and responsiveness to these community concerns as Metro, partner agencies, and other stakeholders implement the LB-ELA CMIP.



# Next Steps

- Upon Board approval of the requested recommendations, staff will execute the Contract ratification and Modification No. 34 to Contract No. PS4340-1039 with URS Corporation (an AECOM Entity) to fund the additional LB-ELA Task Force outreach efforts and technical responses.
- Staff will continue to monitor the contract services.



## Board Report

File #: 2024-0276, File Type: Program

Agenda Number: 15.

### PLANNING AND PROGRAMMING COMMITTEE JUNE 20, 2024

**SUBJECT: STATE ROUTE (SR) 138 SEGMENT 13 SAFETY IMPROVEMENTS**

**ACTION: APPROVE RECOMMENDATION**

#### **RECOMMENDATION**

CONSIDER:

- A. PROGRAMMING \$2,500,000 in Proposition C 25% or Surface Transportation Block Grant (STBG) for the SR-138 Segment 13; and
- B. AUTHORIZING the Chief Executive Officer (CEO) or their designee to negotiate and execute all necessary agreements for the SR-138 Board-approved projects.

#### **ISSUE**

The California Department of Transportation (Caltrans) District 7 is the lead and implementing agency for SR-138 Segment 13 (the "Project"). In May 2023, Caltrans was in the process of reaching the 95 percent design phase milestone. The milestone prompted a reassessment of the engineer's cost estimate, which identified a cost increase that would almost double the capital cost, from \$45.5 million to \$85.5 million.

In order to maintain the Project's capital budget of \$45.5 million, Caltrans developed design options to reduce the Project scope while continuing to address the corridor's need for safety improvements. Caltrans will require \$2.5 million in support costs to update the engineering plans and permits based on the reduced Project scope and limits, described below. In tandem, Caltrans will seek approval at the June 2024 California Transportation Commission (CTC) meeting for an 18-month allocation time extension to avoid lapsing of the previously programmed funds.

#### **BACKGROUND**

In August 2001, the North County Combined Highway Corridor Study was initiated to develop a transportation plan to address and accommodate personal travel and goods movement in northern Los Angeles County. The study focused on SR-138 as a key bypass corridor to reduce congestion in the central region by routing traffic around congested Los Angeles freeways. The SR-138 corridor was divided into several segments in the study, each as a separate project. The limits for Segment 13 extend from 0.4 miles west of 187th Street East to 0.7 miles south of the SR-138/18 junction and SR-

18 from the SR-138/18 junction to 1.1 miles east of the junction, a total distance of 4.1 miles.

Various themes emerged during the development of the Purpose and Need for the North County Combined Highway Corridor Study, including the need for safety enhancements. SR-138 is a two-lane undivided corridor - sometimes referred to as “blood alley” - that experiences safety and operational deficiencies, such as passing over the centerline, which cause collisions that are double the statewide average.

During the initiation of the environmental clearance for SR-138, Caltrans conducted an extensive series of community meetings that focused on presenting various design alternatives and gathering information about the community’s concerns and needs. The following meetings were held:

- Public Scoping Meeting in Littlerock on August 26, 1998.
- Cultural meeting with the Big Pines Historical Society on July 15, 1999.
- Antelope Valley Transportation Summit meeting in Palmdale on January 28, 2000.
- Town Council meeting in Littlerock on March 20, 2000.
- Informational meeting with Pearblossom Chamber of Commerce on June 1, 2000.
- Antelope Valley Transportation Summit meeting in Palmdale on June 15, 2000.
- Informational meeting with Littlerock Town Council on June 22, 2000.
- Informational meeting with Littlerock Chamber of Commerce on July 19, 2000.
- Informational meeting with the City of Palmdale on August 2, 2000.
- Informational meeting with Llano Community Association on October 24, 2000.

The public hearing during the environmental phase was held on October 30, 2000, at Littlerock High School where surrounding communities attended. Notices were sent to all property owners (approximately 2,000 notices along the corridor) and were published in six local newspapers in English and Spanish. During the development of the various segments along SR-138, which took approximately 20 years, community engagement meetings were held to provide updates during the development phases and construction activities. The most recent community outreach meeting was held on August 25, 2020, conducted via WEBEX, and was attended by residents from Littlerock, Pearblossom, Llano, and unincorporated Los Angeles County for the development of SR-138 Segment 13.

Caltrans completed the environmental clearance in March 2001 for all 13 segments along the corridor. Most recently, Segment 13 completed an environmental revalidation in December 2023 and completed the final design phase in March 2024 (all necessary right-of-way has been acquired for the Project). The Project is contained in a four-segment agreement between Metro and Caltrans that also includes Segment 6 (completed construction in December 2022), Segment 9 (completed construction in February 2021), and Segment 4 (currently in the final design phase). All other project segments are complete, except for Segment 4, which is in final design as noted.

During the development of the SR-138 corridor projects, the Board approved the Modernizing the Metro Highway Program policy in June 2021, providing flexibility to use Measure R and Measure M Highway funds for active transportation projects and complete street improvements. To comply with the Board directives, projects undergoing the environmental clearance process were evaluated for

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alignment with the new policy. Since the environmental clearance for the SR-138 corridor segments was completed before the Board's approval of this policy, no changes were made to the SR-138 project. However, in alignment with the policy, segments of SR-138 that have been completed have included sidewalk improvements since they were in closer proximity to the Little Rock and Pearblossom communities. The remainder of the corridor, including Segment 13, is characterized by land uses and long distances between destinations that are not conducive to walking and biking. Additionally, the Project is not subject to vehicle miles traveled analysis since the environmental phase was completed before the effective date of July 2020.

### Project Description

The Project's purpose is to improve safety and accommodate travel demand resulting from regional growth. Over the years, Caltrans' monitoring of the corridor identified a pattern of cross-centerline fatal collisions with the Project limits. The existing two-lane undivided highway without a center median poses safety challenges due to improper passing and turning, resulting in head-on collisions, sideswipes, and broadside collisions. Data from Caltrans' Traffic Accident Surveillance and Analysis System (TASAS) identified that from July 2020 to June 2023, there were a total of 55 vehicular collisions, of which three were fatal collisions and 29 were injury collisions within the Project limits. The number of collisions causing injuries and fatalities on Segment 13 is double the statewide average.

Based on the Project's Traffic Study, adding an additional lane in each direction should significantly reduce the collision rate.

The Project as currently designed includes:

- Widening the conventional highway from two lanes to four lanes with standard-width shoulders.
- Adding a median lane.
- Constructing a direct connector (flyover structure) from eastbound SR-138 to eastbound SR-18,
- Adding an overhead sign.
- Improving drainage.
- Incorporating new pervious pollution-prevention infiltration areas to capture rainwater runoff.

In November 2023, Caltrans conducted a reassessment of the Engineer's cost estimate, which identified a capital cost increase of \$40 million, thereby increasing the cost to construct the Project as currently designed from \$45.5 million to \$85.5 million.

### **DISCUSSION**

The Project's construction phase is funded by Metro's State Transportation Improvement Program (STIP) funds, for a programmed amount of \$45.5 million. There is currently no additional programming capacity for STIP, and Metro requested that Caltrans provide design options that address the corridor's needs but maintain the budget within the current \$45.5 million programmed

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amount. After Metro requested that Caltrans attempt to identify contributing funds to aid in the cost increase, Caltrans determined that the Project would be ineligible for State Highway Operational and Protection Program (SHOPP) funds per California Government Code and the SHOPP Guidelines, since the Project adds a new traffic lane. Caltrans further indicated there are no other eligible funding sources available to cover the cost increase at this time and the imperative next action is to seek approval from CTC for an 18-month allocation time extension to avoid lapsing of the previously programmed funds.

To address the Project's need and maintain the budget within the current programmed amount of \$45.5 million, Caltrans developed the following option to the original scope.

The option stays within the programmed amount but reduces the project limits from 4.1 miles to 2.5 miles (from 0.4 miles west of 190th Street East to 0.4 miles west of 213th Street East). The 2.5 miles will include the additional travel lane in each direction, median lane, standard-width shoulders, drainage improvements, and pollution-prevention infiltration areas. The remaining 1.6 miles will not include these improvements nor the direct connector from eastbound SR-138 to eastbound SR-18. However, thermoplastic striping would be updated to increase visibility and address safety within the 1.6-mile section of the corridor that is not widened. This option would not preclude the direct connector and other project elements from being constructed on the excluded 1.6-mile segment in the future should funding become available.

### **DETERMINATION OF SAFETY IMPACT**

Approval of this item will address safety needs for the traveling public along this corridor. Caltrans and local safety standards will be adhered to during the implementation of the proposed improvements.

### **FINANCIAL IMPACT**

The budget of the SR-138 project, per Programming Agreement No. PA.P0008981, is \$193,003,000 and consists of State Transportation Improvement Program (STIP) and Regional Surface Transportation Program (RSTP) funds (now referred to as "STBG"), which covers SR-138 Segments 4, 6, 9, and 13. The additional contribution of \$2,500,000 to the Project's engineering support cost will be limited to Proposition C 25% or STBG funds.

If approved by the Board, the Programming Agreement will be amended to reflect an additional \$2,500,000 of Proposition C 25% funding; however, staff will continue to seek funding from federal RSTP funds (also referred to as the Surface Transportation Block Grant Program) to fund the engineering support cost. .

Since this is a multi-year project, the Chief Planning Officer and Cost Center manager will be responsible for budgeting the project costs in future fiscal years.

### **Impact to Budget**

This action will not impact the approved FY24 budget. Staff will reassess the approved FY25 budget

of \$5M for project 460330 (SR-138 Capacity Enhancements) as necessary to fund the identified priorities and revisit the budgetary needs using the quarterly and mid-year adjustment processes subject to the availability of funds.

The source of funds for the additional contribution to the Project are not eligible for transit capital and operations expenses.

## **EQUITY PLATFORM**

There are no Metro Equity Focus Communities (EFC) within the Project limits. However, there are Metro EFCs within five miles of the Project limits that cover large portions of the Antelope Valley in north Los Angeles County. In addition, the Project limits are identified within the Metro Equity Need Index and are classified within the “Moderate Need”.

The SR-138 project was environmentally approved in 2001 and programmed in the 2018 RTIP as a highway widening project before the establishment of Metro’s Equity Platform. Caltrans conducted an extensive series of community meetings during the environmental clearance of the SR-138 corridor. The meetings were focused on the design alternatives and sought the community’s concerns and needs.

Due to the lack of public transportation services in the vicinity of Segment 13 and the high dependence by local residents on their personal vehicles for mobility, improvements to safety are a critical concern improvement to address safe access. During the design development of SR-138 Segment 13, Caltrans incorporated safety enhancements intended to reduce some of the most common types of crashes; head-ons, sideswipes, and broadsides.

## **IMPLEMENTATION OF STRATEGIC PLAN GOALS**

The recommendation supports the strategic plan goal:

“Goal 1: Provide high-quality mobility options that enable people to spend less time traveling.”

Goal 1.1. Approval of the multimodal highway subregional programs will expand the transportation system as responsibly and quickly as possible as approved in Measure R and M to strengthen and expand LA County’s transportation system.

“Goal 4: Transform LA County through regional collaboration”

Goal 4.1. Metro will work closely with municipalities, councils of governments, and Caltrans to implement holistic strategies for advancing mobility goals”

## **ALTERNATIVES CONSIDERED**

The Board may choose not to accept staff’s recommendations. However, this alternative is not recommended as this would result in Caltrans not receiving the funds that are needed to repackage the Project for construction and would further delay the needed safety improvements along the SR-

138 corridor.

**NEXT STEPS**

To prevent the lapsing of STIP funds, Caltrans will seek an 18-month extension at the June 2024 CTC meeting to allow sufficient time to repackage the Project for the construction phase.

As part of the repackaging for the reduced scope for Segment 13, the environmental document will again be reevaluated before the Project is advertised for construction.

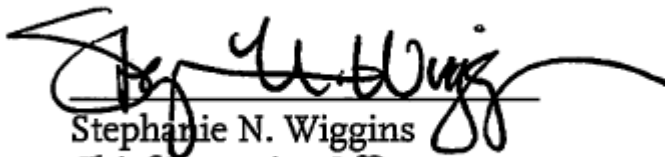
Staff will continue to work with Caltrans to execute any necessary funding agreement amendments, attain the revised final design package, permits, and certifications, and request allocation of the funds from the CTC by December 2025.

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# State Route (SR) 138 Segment 13 Safety Improvements

PLANNING & PROGRAMMING COMMITTEE [FILE 2024-0276]

JUNE 20, 2024



Metro

# BACKGROUND & PURPOSE

## **SR-138 Project Corridor**

- A Caltrans-led safety and operational corridor improvement project.
- Identified as a bypass corridor to help avoid congested Los Angeles freeways.
- Project corridor split into 13 segments for funding opportunities and implementation.

## **SR-138, Segment 13**

- Final design and right-of-way phases were completed in March 2024.
- A reassessment of the construction capital cost estimate identified a significant increase (from \$45.5M to \$85.5M).
- Caltrans developed design options to stay within the existing programmed budget (\$45.5M).
- Based on the reduced scope and project limits, additional funding (\$2.5M) is needed to update the plans and permits for construction.
- Advancing the reduced scope does not preclude implementing the original scope should additional funding become available.

# NEED FOR SAFETY IMPROVEMENTS

## SR-138 Corridor

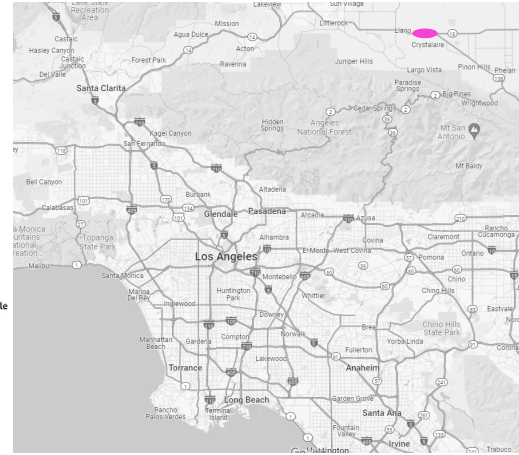
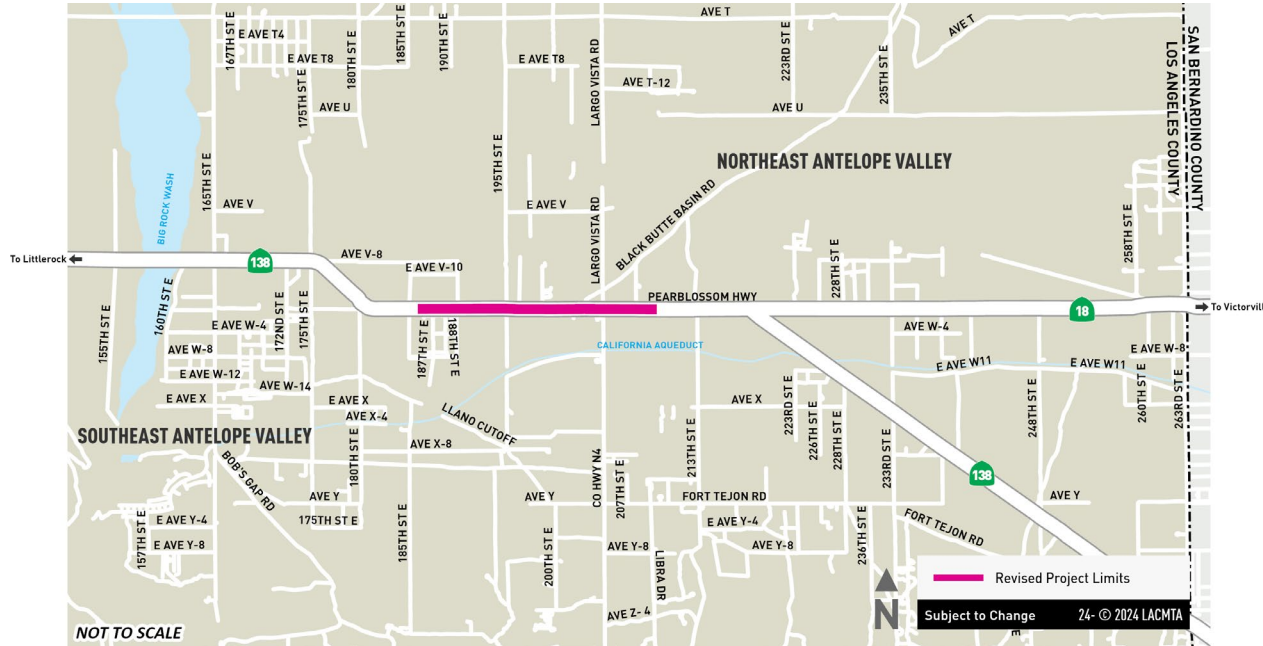
- Two-lane undivided highway without a center median.
- Experiences safety challenges due to speeding, improper passing, and improper turning that result in head-on collisions, sideswipes, and broadside collisions.
- Referred to as “Blood Alley” due to the excessive number of collisions causing fatalities and injuries that are double the statewide average.

### Caltrans Traffic Accident Surveillance and Analysis System (TASAS) Data July 2020 through June 2023

Total number of collisions	55
Total number of fatalities	3
Total number of injuries	29
Total number of fatalities + injuries	32
Multi-vehicle collisions	40



# SR-138 SEGMENT 13



- **Project Location:** Unincorporated Los Angeles County
- **Revised Project Limits:** 0.4 miles west of 190<sup>th</sup> Street East to 0.4 miles west of 213<sup>th</sup> Street East

Original Segment 13 Project Limits: 0.4 miles west of 187<sup>th</sup> Street East to 0.7 miles south of 138/18 junction, and on SR-18, from 138/18 Junction to 1.1 miles east of the junction.



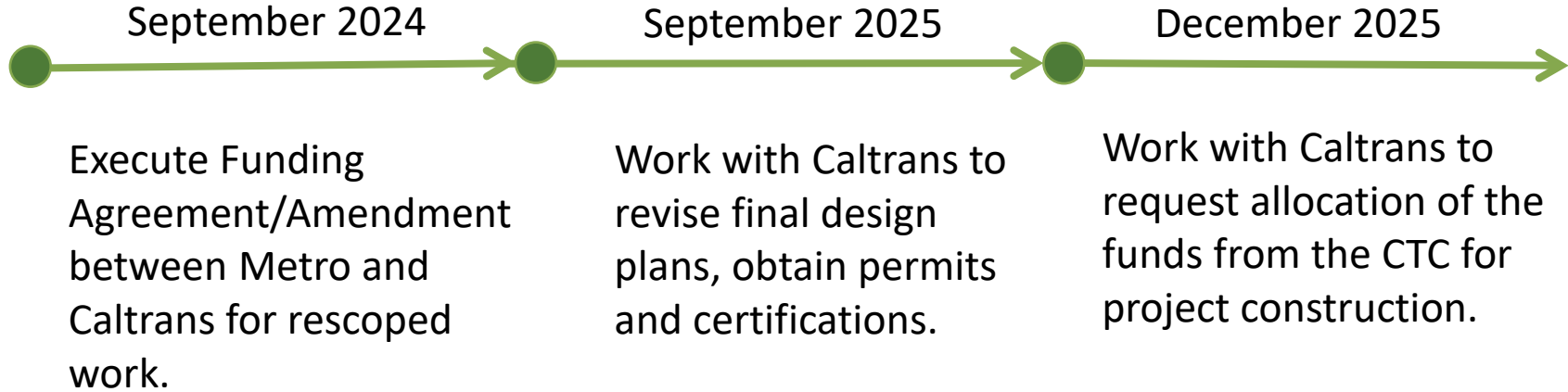
# STAFF RECOMMENDATIONS

## CONSIDER:

- A. Programming \$2,500,000 in Proposition C 25% or Surface Transportation Block Grant (STBG) for SR-138, Segment 13; and
- B. Authorizing the Chief Executive Officer (CEO) or their designee to negotiate and execute all necessary agreements for the SR-138 Board-approved projects.

Caltrans will seek approval at the June 2024 CTC meeting for an 18-month time extension to avoid lapsing of programmed funds for SR-138 Segment 13.

# NEXT STEPS





Board Report

File #: 2024-0277, File Type: Motion / Motion Response

Agenda Number: 16.

PLANNING AND PROGRAMMING COMMITTEE  
JUNE 20, 2024

SUBJECT: JOINT DEVELOPMENT POLICY AND EXCLUSIVE NEGOTIATION AGREEMENT

ACTION: APPROVE RECOMMENDATIONS

**RECOMMENDATION**

APPROVE the:

- A. Amended Joint Development Policy (Attachment A); and
- B. Amended Exclusive Negotiations Agreement (ENA) Key Terms (Attachment B) for 10K Sites.

**ISSUE**

In March 2024, the Board approved the ENA Key Terms with the following amendments:

- Report back on the ENA template to clearly communicate participation with community-based organizations (CBOs), allowing for community-based development organizations (CBDOs) to work directly with Metro as the prime or sub-prime contractor. This would allow for CBO/CBDO participation, not exclusive of the Joint Development Bench. Include engagement with general contractors and subcontractors for the inclusion of Small Business Enterprise, Disadvantaged Business Enterprise, Disabled Veterans Business Enterprise, and Minority and Women Business Enterprise; and
- Directed the CEO to improve the contract language for RFPs and to work with cities to help streamline the entitlement process and work with the developers to streamline the capital stack.

Staff is seeking Board approval of an Amended Joint Development (JD) Policy and Amended ENA Key Terms (Attachment A and B) to incorporate the Board approved amendments.

**BACKGROUND**

*Joint Development (JD) Policy*

In June 2021, the Board adopted an updated JD Policy. The JD Policy states, “Metro will require,

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wherever feasible, that developers collaborate with local Community-Based Organizations (CBOs), both formally as development partners or informally as community partners providing independent community-level input on the project scope, design and program.” The JD Policy also states, “Development teams shall provide opportunities for Metro-certified Small Business Enterprises (SBE), Disadvantaged Business Enterprises (DBE), and Disabled Veterans Business Enterprises (DVBE) to partner in their projects through the delivery of professional or construction services.” Additionally, the JD Policy notes that proposals will be evaluated based on their potential to be delivered fastest, having a clear schedule for implementation, and/or not requiring discretionary local actions.

### *Acceleration Strategies and Developer Bench*

To facilitate the accelerated delivery of housing and to achieve the Board-directed goal of growing the JD housing portfolio to 10,000 units by 2031 (5,000 income-restricted), in April 2023, the Board adopted 27 strategies to accelerate the creation of new housing units on 20 Metro-owned sites located throughout Los Angeles County (10K Sites) by 2031. Consistent with the strategies approved by the Board, Metro released a Request for Qualifications (RFQ) in August 2023 to establish a bench of developers (JD Developer Bench) eligible to respond to future 10K Site Requests for Proposals (RFPs). The RFQ awarded points to applicants who demonstrated experience creating opportunities for CBOs and SBE/DBE/DVBE firms, and/or local businesses in past projects through subleasing or as providers of community, professional, and/or construction services.

With input from Los Angeles County community organizations and developers, Metro defined a community-based development organization (CBDO) as “a nonprofit, tax-exempt, housing developer with a commitment to a geographic community and a stated intention of generating community scale outcomes including building wealth, increasing economic stability, improving health, or advancing equity through its projects and programs or partnerships with other organizations.” Metro conducted targeted outreach through direct phone calls and emails to CBDOs rooted in the communities in which the 10K Sites are located and encouraged them to respond to the RFQ. CBDOs were awarded five points (out of 100 total possible points) in RFQ evaluations, and in March 2024, the Board approved the JD Developer Bench and amendments which included 80 approved developers, 25 of which were identified as CBDOs. These CBDOs may respond to future RFPs as lead or co-developers.

## **DISCUSSION**

### *JD Policy Revisions*

Given the CBDO definition had not been established in 2021 when the JD Policy was adopted, staff recommends the JD Policy be amended per Attachment A to incorporate the CBDO definition and align provisions meant to boost CBDO participation. The JD Policy revisions also require developers to track and report outcomes related to CBDO, CBO, and SBE/DBE/DVBE participation throughout the ENA phase. Additional revisions have been made to the JD Policy to align with the acceleration strategies adopted by the Board in April 2023.

### *Requests for Proposals*

To carry out the commitments contained in the amended JD Policy, future 10K Site RFPs will award



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additional points in evaluations if a CBDO is the lead developer. For partnerships where the CBDO is not the lead developer, they must have an active role and financial stake in the development in order to receive points in the scoring of RFP proposals. So as not to exclude CBDOs who may not have participated in the RFQ process, developers on the JD Bench may identify CBDOs as co-developers in responding to site-specific RFPs.

The RFPs will also require developers to collaborate with CBOs wherever feasible and provide opportunities for Metro-certified SBEs/DBEs/DVBEs. Points will be awarded based on each proposer's demonstrated track record and level of commitment in partnering with CBOs and targeted business enterprises in project delivery.

During the solicitation process, staff will host "Building Partnerships" events that will highlight upcoming development opportunities and help connect prospective Developers, especially CBDOs (including but not limited to those on the JD Developer Bench) with CBOs and SBEs/DBEs/DVBEs to encourage partnerships and joint ventures that can respond to RFPs. In addition to the JD interested parties list, to reach a broad audience, JD staff will utilize the Metro CBO Database managed by the Office of Equity and Race and lists of certified firms maintained by the Diversity and Economic Opportunity Department.

#### *ENA Key Terms*

Staff recommends revising the ENA Key Terms per Attachment B to reflect Metro's commitment to CBDO leadership, and CBO and SBE/DBE/DVBE participation in the delivery of JD projects. The proposed revisions to the ENA Key Terms will require developers to report quarterly on CBDO, CBO, and SBE/DBE/DVBE participation during the negotiations phase.

#### *Streamlining Entitlements and Delivery*

As previously noted, in April 2023, the Board approved 27 strategies to accelerate the delivery of joint development projects. Staff is in the process of carrying out these process improvements with the intent of reducing JD project delivery from an average of 10 years to five or less. While local entitlements and CEQA approvals have historically been a factor in long delivery timeframes, continued streamlining for affordable housing and transit-oriented developments at both the State and local levels, is resulting in significantly accelerated approvals. Additionally, Metro's State and Federal Legislative Program includes goals to support legislation and funding opportunities that incentivize, support, and accelerate the development of affordable housing around transit. Staff continues to monitor legislation that relates to transit-oriented development and housing interests and administer TOC Technical Assistance grants to local jurisdictions to foster transit-supportive plans and policies that promote equitable TOC outcomes, including through transit-oriented development.

Aligned with Metro's commitment to delivering housing as quickly as possible, proposals that demonstrate a commitment to streamlining and acceleration will be awarded additional points. With innovation as a core value of the JD Policy, RFP evaluations will award additional points to proposers who present feasible and innovative funding strategies.

### **DETERMINATION OF SAFETY IMPACT**

The approval of these recommendations will not impact the safety of our customers and employees.

## **FINANCIAL IMPACT**

Approval of these recommendations will not impact the existing FY24 or approved FY25 budget for Cost Center 2210 (Joint Development), Project 401300 “Joint Dev. 10K Homes” which includes funding to support the release of the site-specific RFPs to the Developer Bench. The funding source for the project is General Fund, which is eligible for bus and rail operation and capital projects, however, Metro collects an ENA fee from development partners to defray transaction costs.

## **EQUITY PLATFORM**

Harnessing the local expertise of CBDOs, CBOs, and SBEs/DBEs/DVBEs will help Metro effectuate meaningful community engagement and develop JD projects that include elements that benefit, enhance, and respond to the needs of surrounding communities. The proposed revisions to the Joint Development Policy and ENA Key Terms will memorialize Metro’s CBDO definition and commitment to CBDO, CBO, and SBE/DBE/DVBE participation in the delivery of JD projects. This will create opportunities for CBOs and SBE/DBE/DVBE firms that historically have not had the opportunity to participate in major development projects. The intent is to build relationships with these community organizations and companies, strengthen their capacity, and integrate public benefits such as job training, new leasing opportunities for local businesses, and social services into the developments that provide value to the surrounding community beyond just housing. The proposed revisions to the ENA Key Terms will create accountability and reporting requirements for the selected developers during the ENA phase.

## **IMPLEMENTATION OF STRATEGIC PLAN GOALS**

By approving these recommendations, Metro will advance Vision 2028 Strategic Plan Goal #3, “to enhance communities and lives through mobility and access to opportunity,” by activating several transit-oriented communities with catalytic development projects that will bring housing, jobs, and services to neighborhoods across the Metro system and Los Angeles County at-large.

## **ALTERNATIVES CONSIDERED**

The Board could defer or deny approval of the recommendations. This is not recommended as the measures seek to incorporate approved Board amendments related to Metro’s commitment to making joint development opportunities available for CBDOs, CBOs, and targeted business enterprises to lead and participate in the delivery of joint development projects. Additional delay would constrain Metro in meeting its 10,000-unit goal by 2031 and its ability to urgently contribute needed solutions to the regional housing shortage.

## **NEXT STEPS**

If the Board approves these recommendations, staff will incorporate amendments as indicated in Attachment A and B and invite the JD Developer Bench to respond to site-specific RFPs for 10K Sites. Building Partnerships events will be held and promoted utilizing Metro’s CBO, CBDO, and SBE/DBE/DVBE lists. After developers are selected for specific sites, staff will execute an ENA

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consistent with the Board-approved ENA Key Terms. Metro will require developers to report quarterly on CBDO, CBO, and SBE/DBE/DVBE leadership and participation. This data and other significant milestones will be reported to the Board and the public through an online dashboard. Once the project entitlements are in place, staff will return to the Board for approval of JDA and Ground Lease terms, including CBO and SBE/DBE/DVBE participation commitments for the construction and delivery of the particular project.

## **ATTACHMENTS**

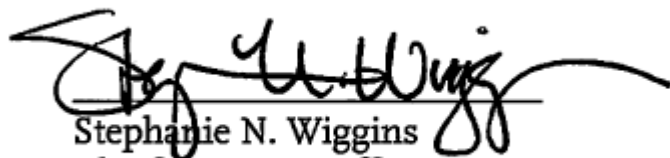
Attachment A - Amended Joint Development Policy

Attachment B - Amended ENA Key Terms

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Stephanie N. Wiggins  
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Los Angeles County  
Metropolitan Transportation Authority

# Joint Development Policy



**Metro**<sup>®</sup>

JUNE 2024

## I. INTRODUCTION

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### **Vision 2028 Strategic Plan**

The Los Angeles County Metropolitan Transportation Authority (Metro) Vision 2028 Strategic Plan encourages the development of affordable housing near transit in order to give more people, especially in low-income communities, better access to transit.

### **Metro Joint Development**

The Metro Joint Development (JD) Program is a real estate development program for properties owned by Metro.

This document serves to inform communities in which JD projects are constructed, developers who build them, and the general public, about the values, policies, and processes that govern the JD Program.

### **Land Use and Transit**

Transit systems are most effective if they are surrounded by transit-supportive land uses that includes jobs, housing, schools, and amenities. While Metro does not have land use authority in Los Angeles County (the local jurisdictions hold this power), Metro can leverage the land it owns on behalf of the public, usually adjacent or proximate to Metro's transit infrastructure, to deliver transit-supportive uses (to the extent these uses comply with local land use policies).

### **Housing Affordability**

Los Angeles County is suffering from a severe housing affordability crisis which is disproportionately impacting low-income residents, who make up Metro's core ridership.

### **Purpose**

This policy is intended to enable Metro to build as much quality housing near transit as possible, for those who need it most, as soon as possible. Additionally, the Policy will continue to enable the development of other transit-serving uses (beyond housing) that will increase access to opportunity and support an efficient transit network.

## II. VALUES & GOALS

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### Equity & Inclusion

- Deliver housing and amenities for everyone, focusing benefits for historically disadvantaged communities.
- Actively engage community members.

### Access

- Preserve, protect and promote transit infrastructure and use.
- Respect communities around transit by stabilizing and enhancing housing and other amenities.
- Increase transit ridership and decrease single occupancy vehicle use.

### Performance

- Leverage the value of the JD portfolio to maximize and accelerate positive impact.
- Streamline process to deliver projects faster without compromising quality or cutting corners.
- Measure the impact of the JD Program with specific performance metrics.

### Innovation

- Lead the region and nation by driving innovation around transit-oriented housing.
- Pursue new methods of engagement, financing, and construction to deliver projects faster and more equitably.

**MISSION STATEMENT:** Create high-quality homes, jobs, and places near transit for those who need them most, as soon as possible.

### III. POLICIES

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#### A. Income-Restricted Housing

##### 1. Affordable First.

Metro will pursue all new JD sites for housing developments with 100% of residential units as Income-Restricted to persons and families of Extremely Low, Very Low, Lower or Moderate Income, in alignment with neighborhood incomes, as further described below.

##### 2. Neighborhood Alignment.

Metro will consider the local context and select an appropriate range of housing types to meet the needs of a diversity of household incomes, sizes, and ages. Metro will determine the affordability levels of any Income-Restricted Units by evaluating neighborhood income and rent levels as further described in the Process Section.

##### 3. Minimum Affordability.

If development of 100% Income-Restricted Units are determined to be infeasible, at least 25% of units will be affordable to Lower Income households or below, or an equivalent number of Income-Restricted Units at income levels calculated to an equivalent “Affordability Score,” defined below. A Mixed-Income Project may also be pursued if a greater number or depth of Income-Restricted units can be generated in a Mixed-Income Project than in a 100% Income-Restricted project.

##### 4. Affordability Definitions.

The “Affordability Score” is a measure of the overall project affordability levels determined by the percentage of Income-Restricted Units and their depth of affordability. Scores will be determined consistent with the following equivalent unit mixes. Scores may also be adjusted to encourage additional housing-related benefits.

- Extremely Low Income: 11% of units
- Very Low Income: 15% of units
- Lower Income: 25% of units
- Moderate Income: 50% of units

“Area Median Income” or “AMI” is the median annual income for a family or household in the County of Los Angeles. This amount is established each year by the United States Department of Housing and Urban Development (HUD) and published annually by the California Department of Housing and Community Development (HCD). As a point of reference, in April 2021, the Los Angeles County AMI for a three-person household was \$106,400. The commonly used income categories are approximately as follows, subject to variations for household size and other factors:

- Extremely Low Income: 0 to 30% of AMI
- Very Low Income: >30% to 50% of AMI

- Lower Income: >50% to 80% of AMI
- Moderate Income: >80% to 120% of AMI

“Income-Restricted Units” are housing units that are reserved for people or households earning no more than a certain threshold income.

A “Mixed-Income Project” is a JD project with both Income-Restricted Units and market rate units.

“Neighborhood AMI” is a measure of the median income in a neighborhood surrounding a proposed JD project and will only be used to inform income levels for Income-Restricted Units where Neighborhood AMI is lower than County AMI.

## B. Transportation & Access

### 1. Transit-Supportive Land Use.

Metro will prioritize trip generating uses on JD sites to allow more people to drive less and access transit more. Projects will be prioritized which include more housing units for transit riders or a greater intensity of activity.

### 2. Preservation of Transit Facilities.

Metro must retain authority over its transit facilities and services, and development shall not negatively impact existing or future public transportation facilities.

### 3. Transit Connections.

Metro will maximize connections to transit facilities from and through JD projects, where appropriate. Projects are encouraged which provide for increased station access using buses, active transportation, and other alternative modes of travel. Projects should include provisions for effective and flexible curbside management of last-mile goods delivery and shared mobility services such as rideshare, microtransit, carshare, and carpools to minimize unintended consequences.

### 4. Parking.

Metro will require projects that include parking spaces for residential uses to be at a ratio no higher than 0.5 parking spaces per bedroom. If the resulting residential parking is less than the minimum required by local land use policies, then JD projects will include residential parking at ratios no higher than the minimum required by such local policies. For JD projects built on existing park and ride lots or providing park and ride spaces, Metro will consider parking demand and pricing strategies when determining a strategy for replacement parking, if applicable.

- Unbundled Parking. All off-street parking spaces related to residential uses in a JD project must be “unbundled” (i.e., marketed and rented separately from the



units within the project) in order to capture the actual cost to construct and maintain the dedicated parking spaces. An exception may be granted for Income-Restricted Units, if required by funding sources.

- Shared Parking. Metro will evaluate and pursue, wherever possible, shared parking strategies with the overarching goal of reducing the total number of off-site spaces constructed on the JD site.
- Replacement Parking. In the event that a Metro JD project is pursued on an existing Metro park and ride lot, demand-responsive considerations should inform replacement parking, if any.

## 5. Equity.

Metro will ensure that all projects are consistent with the Metro Equity Platform. Projects will be analyzed with Metro equity analysis tools and will strive to address past unintended consequences and provide the most opportunity to the most vulnerable populations, especially transit-dependent residents. In addition, Metro will ensure that JD projects comply with FTA Title VI Civil Rights and Environmental Justice requirements. Compliance with Title VI will be required of developers selected for JD projects.

## C. Resources

### 1. Maximize Benefit.

Metro will seek the project that secures the best value for the public which may include affordable housing, public amenities or financial return that can be reinvested into Transit Oriented Communities activities.

### 2. Land Subsidies.

Where appropriate, and necessary for project feasibility, Metro may, subject to the approval of the Metro Board of Directors (“Board”), subsidize JD projects by discounting ground leases below the fair market value in order to accommodate transit infrastructure, Income-Restricted Units or other community benefits. Ground lease discounts from fair market value will be disclosed to the Board in an absolute dollar amount when transaction terms are presented to the Board for approval.

### 3. Collaborative Contribution.

Projects are encouraged which obtain capital, loans, grants, in-lieu contributions, or strategic partnerships from other agencies, including use of Local Return dollars in accordance with the Board-adopted TOC Policy, to create greater community economic benefit to JD projects.

### 4. Land Ownership.

Metro will retain fee ownership of its land, relying on long-term ground leases to develop its property. In exceptional cases where Metro’s continued ownership of a property is

neither convenient nor necessary, Metro may sell the property in fee to the developer. In the event that a fee disposition of Metro property is necessary for a JD project, Metro will place a covenant on the property requiring that any Income-Restricted Units developed remain Income-Restricted in perpetuity, where feasible, and in any case for a period of not less than 99 years.

5. Use of Proceeds.

Proceeds from JD projects will be reinvested in Transit Oriented Communities activities.

6. Strategic Acquisition.

To encourage opportunities for JD projects surrounding transit investments, Metro will evaluate transit corridor projects in the initial planning (e.g., during the environmental and preliminary engineering phases) and shall seek to create the most advantageous conditions for JD projects in the acquisition of required property, location of new station sites, and construction of station facilities.

**D. Community Outreach**

1. Community Engagement.

Metro will pro-actively engage with the communities throughout the JD process and require that developers do so as well.

2. CBO Participation.

Metro will require, wherever feasible, that developers collaborate with local Community Based Organizations (CBOs), both formally as development partners or informally as community partners providing independent community-level input on the project scope, design and program.

3. Local Collaboration.

Metro will consult and work cooperatively with local jurisdictions and developers to encourage transit-supportive, high-quality development at stations and surrounding properties. All JD projects must follow local laws and land use policies of the jurisdiction in which they are located.

**E. Developer Solicitation.**

1. Competitive Solicitation.

Metro's preferred method for selection of developers for its JD projects is conducted through a full, open and competitive selection process that is further detailed in the Process section.

## 2. Unsolicited Proposals.

Staff may consider unsolicited proposals that seek the right to develop or improve Metro property by bringing unique benefit to a Metro site such as adjacent property or innovative design. For example, a successful proposal might add additional land area to a Metro site that would enable the combined properties to support a superior development than the Metro property alone. Unsolicited proposals must comply with all policies set forth herein.

If pursued, Metro will conduct market and zoning analysis, study the surrounding Neighborhood AMI, and seek input of impacted stakeholders to ensure the unsolicited proposal is in alignment with community needs.

## F. **Project Requirements.**

### 1. Small & Disadvantaged Businesses.

Development teams shall provide opportunities for Metro-certified Small Business Enterprises (SBE), Disadvantaged Business Enterprises (DBE), and Disabled Veterans Business Enterprises (DVBE), ~~and Minority and Women Business Enterprises (MWBEs)~~ to partner in their projects through the delivery of professional or construction services.

### 2. Design Excellence.

Metro is committed to design excellence in JD projects. Metro will promote context sensitive planning, architectural integration, and quality materials for all programmatic elements of JD sites. Metro will ensure that projects demonstrate a high quality of design that is both sensitive to community context and enhances the surrounding community. If applicable, staff may require developers to incorporate community-appropriate public art and/or Metro directional signage into the proposed project.

JD projects will often require a signage and wayfinding program connecting the development to the transit system. These designs must reinforce Metro's brand identity and shall be prepared by a professional environmental graphic design consultant contracted by the Developer. JD projects may also provide opportunities for developers to commission public art in order to support cultural equity and articulate a community identity. Emphasis should be focus on spaces with high visibility and opportunity for architectural integration.

### 3. Sustainability.

Metro will require that JD projects shall be built to the latest green building codes and in accordance with the Metro Moving Beyond Sustainability plan.

### 4. Project Labor.

Metro will apply its agency-wide Project Labor Agreement and Construction Careers Policy to JD projects that meet the following thresholds: a mixed-use project containing both a

residential and a commercial component, where there are more than sixty (60) residential units being built; a residential only project that exceeds sixty (60) residential units; or a commercial only project (retail, office or hotel) that exceeds forty thousand (40,000) square feet of space.

## IV. PROCESS

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While this document is Board-adopted, Metro may continue to refine this Process section administratively as needed, so long as any refinements are in keeping with the Policy statements set forth in the previous Policy Section.

### A. Site Selection

#### 1. Acquisition.

In the initial planning of a transit corridor project (e.g., during the environmental and preliminary engineering phases), Metro may conduct site analysis and evaluate proposed station sites for their JD potential. Working with Metro's Corridor Planning, Real Estate and Program Management departments, JD staff shall review proposed transit project property acquisitions for JD potential before the acquisition footprint is established and cleared during environmental review.

#### 2. Site Prioritization.

The JD staff has finite resources; therefore, the decision to begin a JD project must be made carefully, factoring in several criteria including, but not limited to market conditions, community input, ability to generate Income-Restricted Units, potential for local jurisdiction partnerships, and Metro resources. The JD workplan will prioritize projects with consideration of the following:

- Neighborhood Stabilization. Metro will prioritize projects located in areas at higher risk of displacement based on the most recent and reputable data available.
- Equity Focus Communities (EFCs). Metro will prioritize projects that fall within the Equity Focus Community geographies which have lacked investment and experienced disenfranchisement, as defined in Metro's Long Range Transportation Plan.
- Access to Opportunities. Metro will prioritize projects that deliver Income-Restricted Units in areas with greater access to opportunities, such as jobs, schools, and other amenities.
- Streamlining. Metro will evaluate projects based on their potential to be delivered quickly and with the least cost to Metro.
- Maximizing Impact. Metro will prioritize projects that can best leverage transit supportive land use policies and deliver the greatest public benefit.

## B. Project Scoping

### 1. Site Analysis.

At the outset of the site selection process, staff shall conduct zoning and market analysis to determine the capacity of a JD site for housing units, community benefits and financial potential. Staff will conduct a community needs assessment and asset mapping to identify opportunities for the development program to leverage existing community resources and fill gaps where they exist. Potential JD sites will be evaluated through Metro equity analysis tools to address past unintended consequences and provide the most opportunity to the most vulnerable populations, especially transit-dependent residents. Metro will estimate any additional costs of upgrades required to develop the property in a manner that preserves existing transit infrastructure and operations. Examples of such costs include adding a new entrance, building replacement park and ride parking, or development features necessary to span or otherwise accommodate existing transit infrastructure.

### 2. Neighborhood Income Analysis.

As part of the site analysis, Metro will evaluate income and rent data for the area that is within an approximately 15-minute walk of the site. The evaluation will include an historic “lookback” to determine a baseline “Neighborhood AMI” that will inform the threshold of household income levels and rents that will be targeted for projects with Income-Restricted Units. The neighborhood income and rent data will inform the outreach and preparation of Development Guidelines, with a goal of aligning housing affordability levels with the needs of the neighborhood and ensuring a realistic conversation about tradeoffs.

### 3. Community Engagement.

Outreach should focus on upfront visioning and community updates throughout the process. In conducting outreach, Metro will utilize a breadth of outreach tools designed to broaden participation beyond traditional channels for gathering community input including, but not limited to focus groups, one-on-one meetings, workshops, pop-up events, attending other community meetings and events, intercept surveys, participation in community events, as well as virtual and online tools such as online surveys and virtual workshops to reach a broader stakeholder base.

Metro will consult with local jurisdictions and conduct outreach to solicit input from the community surrounding a JD site. JD staff, working closely with Metro Community and Construction Relations staff, shall work with community stakeholders and the local jurisdiction to define a vision for the potential project.

### 4. Development Guidelines.

Upon determination of a unified vision that is desirable to the community and economically feasible, Metro will prepare Development Guidelines ~~which will be presented to the Board for approval.~~ The Development Guidelines will articulate the following project expectations:

- Scale and Program. Results of the market and zoning analysis, community outreach, and neighborhood income and rent levels will be reflected in the Development Guidelines to set expectations for proposals.
- Transit Infrastructure Requirements. (if applicable). To the extent that additional transit investments are required to create a developable parcel, the scope and estimated cost for such improvements will be disclosed.
- Regulatory and Planning Framework. In communities where there has been a recent community plan or specific plan update or extensive outreach and visioning effort, the Development Guidelines will be informed by that document. The Development Guidelines will also incorporate relevant Metro plans and policies.
- Community-Informed Development Vision. The Development Guidelines will outline site-specific, community-informed priorities based on site analysis and community outreach.
- Project Checklist. Transit-oriented developments are expected to be walkable, human-scaled, and supportive of alternative transportation modes, among other attributes. These attributes will comprise a standardized “project checklist” to include design-related expectations such as the treatment of ground floor uses, pedestrian enhancements, community spaces and the like.
- Design Criteria. The Development Guidelines will specify urban design elements and site plan expectations unique to the site, as well as environmental graphics and public art for each project, if applicable.
- Community-Informed Evaluation Criteria. Community members will be invited to provide input on the evaluation criteria as part of the Development Guidelines so that the ultimate determining factors for selection are transparently communicated before a solicitation.

## C. Developer Selection

### 1. Project Solicitation.

~~After Board approval of the Development Guidelines,~~ Metro will solicit proposals for development of a JD site through a Request for Information and Qualifications (RFIQ) and/or an Request for Proposals (RFP). Because of the unique nature of JD transactions and their divergence from a typical public procurement of goods or services, the developer solicitation process will use the Metro Acquisition Policy as a general guideline. Unique processes may be pursued in order to bring forward the best value project for Metro and the community. The RFIQ/RFP process will adhere to applicable state and federal codes, and, if the subject site was purchased with federal funding, will conform to Federal Transit

Administration FTA circular 7050.1B, which governs JD projects, as it may be amended from time-to-time.

## 2. Community-Based Development Organizations (CBDOs).

Following input from Los Angeles County-based community organizations and developers, in 2023 Metro defined a CBDO as “a nonprofit, tax-exempt, housing developer with a commitment to a geographic community and a stated intention of generating community scale outcomes including building wealth, increasing economic stability, improving health, or advancing equity through its projects and programs or partnerships with other organizations.” Harnessing the local expertise of CBDOs will help Metro effectuate meaningful community engagement and develop JD projects that include elements that benefit, enhance, and respond to the needs of surrounding communities. Metro will require, wherever feasible, that development teams be led by or include CBDOs. If a CBDO is a partner rather than the lead developer, it must have an active role and financial stake in the development.

## 3. Fostering Partnerships.

During the solicitation process, staff may host a “Building Partnerships” event to highlight small businesses and local CBOs with the goal of connecting them with potential developer proposers, especially CBDOs.

## 4. Proposal Evaluation.

Metro will assemble an evaluation panel generally consisting of key Metro personnel, a representative of the local jurisdiction, and a community stakeholder, to the extent feasible and appropriate. Additionally, an urban design or development consultant, financial services consultant, community representative, and/or local jurisdiction technical staff may be used to provide support and advisory services in the evaluation of proposals. The evaluation panel will evaluate JD proposals and select a developer ~~to be recommended to the Board~~ or defer a JD project if none of the proposals maximize JD objectives.

## 5. Evaluation Criteria.

JD proposals will be evaluated based on their conformance with site-specific Development Guidelines and their support of the JD Policy. The selection team will evaluate various criteria and award points for project attributes including, but not limited to, the following:

1. Vision, Scope and Design. Projects that carry out Metro’s JD Policies herein and the vision for the JD site as described in the site-specific Development Guidelines.
2. Affordability. Projects with a greater number of Income-Restricted Units, and/or deeper affordability levels following the Affordability Score and the alignment of affordability levels with Neighborhood AMI.



3. Transit-supportive Land Uses. Projects with trip-generating uses that allow more people to drive less and access transit more.
4. Financials. Projects with a reasonable and financially feasible proforma that compensates Metro at a fair market value for the land.
5. Implementation Streamlining. Projects that have a clear schedule for implementation, have the potential to be delivered fastest and with the least cost to Metro; projects that are “by-right” and do not require discretionary local actions; and projects with demonstrated community support that are less likely to be delayed by opposition.
6. Development Team. ~~Proposers with demonstrated experience and success and proposers that consist of~~ partnering with CBOs, SBEs, DBEs, and DVBES, ~~and MWBEs~~; Proposer teams where a CBDO is the lead developer or where a non-CBDO has committed to a partnership with a CBDO. Additional points will be awarded if the lead developer is a CBDO.
7. Community Engagement. Proposals that reflect robust engagement with CBOs and other community stakeholders as part of the development process.

## 6. Unsolicited Proposals.

Metro will evaluate unsolicited proposals using a three-phased approach:

- Phase One: Conceptual Proposal
- Phase Two: Detailed Proposal
- Phase Three: Community Outreach and Preliminary Discussions

Metro will respond to unsolicited proposals by following federal procurement guidelines for competitive procurement. Metro may, at any time, choose not to proceed further with any unsolicited proposal.

### *Phase One – Conceptual Proposal*

Phase One includes a basic threshold review and evaluation of conceptual proposals, based on their compliance with the polices set forth in Section III, the site prioritization metrics set forth in Section IV.A.2, and the availability of staff resources at the time of receipt. Unsolicited proposals will only be accepted from developers with site-control of adjacent properties. If staff determines that the Phase One proposal should proceed, staff will request additional detailed information in a Phase Two proposal.

### *Phase Two – Detailed Proposal*

During Phase Two, developers can meet with JD staff to better understand the process and the requirements for the proposed project. A Phase Two proposal will be evaluated based on its advancement of the policy priorities set forth in this document and the evaluation criteria set forth in Section IV.C.4. If Metro intends to move forward with a Phase Two proposal, JD staff and the proposers shall conduct outreach to targeted stakeholders in Phase Three.

### *Phase Three – Community Outreach and Preliminary Discussions*

During Phase Three, Metro and the developer will conduct robust community outreach to understand the reception of the proposed project by the community. This outreach may consist of:

- meeting with local elected officials and municipal staff where the subject property is located;
- meeting with key community and business stakeholder groups;
- convening a public open house seeking community feedback;
- collecting written feedback or survey responses received on-line; and
- conducting virtual workshops, pop-ups, participating in community events, station intercept surveys, etc.

In response to the community input, the developer will be asked to address concerns raised and may submit a revised detailed proposal in response to public feedback. If the project is successful in addressing community concerns and JD staff determines a viable project can move forward, the proposal will be recommended to the Board to enter into an Exclusive Negotiation Agreement.

## **D. Development Phase**

### **1. Exclusive Negotiation.**

Following either the RFIQ/RFP or unsolicited proposal processes described above, Metro may decide to enter into an Exclusive Negotiation Agreement and Planning Document (ENA) with a developer. ~~Before recommending the selected developer's proposal to the Board, Metro will negotiate and execute an ENA with the developer~~ Upon approval of a recommended developer and authorization by the Board, Metro will execute the ENA with the developer (unless the Board has delegated such authority to staff as was done for 10K Sites subject to the JD Developer Bench approved by the Board in March 2024).

*Developer Responsibilities under the ENA include but are not limited to:*

- Create a robust community engagement plan that will carry throughout the design, entitlement and construction process for the project.
- Negotiate in good faith, including such project design and project financing information as necessary for staff to negotiate a transaction.
- In consideration for entering into the ENA, the developer will provide Metro a non-refundable fee and will also provide Metro with a deposit to pay Metro's actual costs to negotiate and evaluate the proposal, including certain Metro in-house and third-party costs.
- Report on CBDO, CBO, SBE, DBE, and DVBE participation in the delivery of projects.

*Metro Responsibilities under the ENA:*

- During the negotiation period, provided that the developer is not in default of its obligations under the ENA, Metro will negotiate exclusively and in good faith with the developer a Joint Development Agreement (JDA) and Ground Lease to be entered into between Metro and the developer and will not solicit or entertain offers or proposals from other parties concerning the site.

*Term of the ENA:*

- Unless otherwise approved by the Board, ENA terms will consist of a twenty-four (24) month base period with the option to extend up to a total of sixty (60) months administratively, with notifications to the Board which will include a project status update, reasons for the extension, and proposed next steps. In considering an extension, staff will determine whether substantial progress has been made towards fulfillment of the requirements of the ENA and may require payment of additional fees and/or deposits.

2. FTA Concurrence.

If a JD project will occupy land initially purchased with federal dollars, the project will need to obtain concurrence from the FTA in order to proceed.

3. Environmental Compliance.

Metro cannot enter an agreement that would legally obligate the project's completion until the Board - as a responsible agency under CEQA and/or NEPA - considers and analyzes the environmental impacts of the project. The project must be cleared through CEQA before a JDA or a Ground Lease can be approved by the Board. Metro is not the lead CEQA agency for JD projects; the agency with local regulatory land use authority generally serves that function.

4. Joint Development Agreement.

Upon satisfactory fulfillment of the development requirements in the ENA, negotiation of acceptable terms, and completion of the required environmental review ~~adoption of under CEQA findings by the lead agency~~, Metro will recommend that the Board (a) ~~adopt the~~ take such action as required under CEQA findings as a responsible party and (b) authorize entering into a JDA and Ground Lease for the implementation of a project. The JDA shall describe the rights and responsibilities of both parties as established in the ENA negotiations.

5. Ground Lease.

Upon satisfactory fulfillment of the closing conditions required in the JDA, and receipt of FTA concurrence, Metro will enter into a Ground Lease for the use of the site. The Ground Lease will describe the rights and responsibilities of both parties with respect to the site.

The CEO or designee may also enter into such other documents and agreements to implement and administer the project as described in the JDA and Ground Lease.

## V. PROGRAM METRICS

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### A. Outcome Tracking

Metro will monitor and assess the JD Program and revise the JD Policy as needed. Metro will track the JD portfolio via a regularly updated dashboard of both completed and in-progress projects which will include data such as:

- Number and percentage of units by AMI levels
- Developer characteristics (ex. CBDO, market rate or non-profit, minority and/or women-led firms)
- Number of residents
- Resident employment and income characteristics
- Resident demographics
- Geographic distribution of JD projects
- Associated community benefits such as parks, community space, or street improvements
- Commercial space
- ~~Number and tenure of small businesses~~ CBO, SBE, DBE, and DVBE participation in the delivery of projects
- Construction and permanent jobs created
- First/last mile improvements
- Transit infrastructure improvements
- Revenue to Metro

Developers will be required to allow Metro to conduct annual commercial and residential tenant surveys to gather metrics for ongoing monitoring. Consistent with pillar one of the Equity Platform, requiring ground lessees to allow Metro to conduct an annual tenant survey would enable JD to track policy objectives such as transit use, demographic data (as allowed/feasible), car ownership, move in/move out information, revenue generation and qualitative data on the tenant satisfaction to help inform features of our projects (e.g., design issues, amenities, desired ground floor services, parking, and unit design).

In addition, Metro will conduct regular surveys of both existing and potential JD developers to identify areas of improvement for the JD Program.

## VI. LEGAL FRAMEWORK

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### A. Statutory Basis

The Metro JD Program maintains statutory basis as obtained by a predecessor agency, the Southern California Rapid Transit District. Under California Public Utilities Code, Section 30600: “the district may take by grant, purchase, gift, devise, or lease, or by condemnation, or otherwise acquire, and hold and enjoy, real and personal property of every kind within or without the district necessary or incidental to the full or convenient exercise of its powers. That property includes, but is not limited to, property necessary for, incidental to, or convenient for joint development and property physically or functionally related to rapid transit service or facilities. The Board may lease, sell, jointly develop, or otherwise dispose of any real or personal property within or without the district when, in its judgment, it is for the best interests of the district to do so.”

### B. State Regulations

In response to the state housing crisis, a number of new laws have been adopted that prioritize and expedite the development of Income-Restricted Units, specifically on public lands such as Metro JD sites. In pursuing JD projects, Metro will comply with all relevant state laws.

Metro JD sites which were acquired with assistance from State funding sources may be subject to additional State laws or processes and will follow State guidance to ensure compliance.

### C. Federal Regulations

Metro JD sites which were acquired with assistance from the FTA are subject to and will follow FTA guidance and will be reviewed individually by the FTA to ensure compliance. Current guidance in FTA Circular 7050.1B on FTA-funded real property for joint development, stipulates that joint developments follow four criteria: subject JD projects

1. Economic Benefit – project must enhance economic benefit or incorporate private investment.
2. Public Transportation Benefit – project must enhance the effectiveness of public transportation and be related physically or functionally to public transportation, or it can establish new or enhanced coordination between public transportation and other modes.
3. Revenue – developer and Metro must negotiate and agree on the amount of revenue the project will provide to Metro. The FTA does not define what

amounts to a “fair share of revenue” but Metro will provide FTA with a reasonable determination that the terms and conditions of the joint development project are reasonable and fair to Metro.

4. Fair Share of Costs – developers and commercial tenants must pay a fair share of the costs through rental payments or other means. The FTA does not define what amounts to a fair share of the costs of the facility and will not impose a particular valuation methodology. Metro will determine how to document its reasonable determination that the rental payment, or other means, is reasonable and fair.

#### **D. Local Jurisdictions**

Metro JD projects are subject to local land use laws, policies and procedures in the host jurisdiction, similar to any private development. The selected developer for any JD site must follow the land use, zoning, permitting, and entitlement process for the local jurisdiction of that site.

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## Attachment B

### AMENDED ENA KEY TERMS

Below is a summary of key terms and conditions for a template Exclusive Negotiation Agreement (ENA). Any ENA that deviates from or is inconsistent with this summary will require Board approval for execution. For purposes of this document, “Developer” means the Developer selected from the Developer Bench following the issuance of an RFP for the joint development of a 10K Site. “Project” means the housing project proposed by the Developer; and “Project Site” refers to the 10K Site, provided that on some projects, the Project Site may also include adjacent property owned or controlled by the Developer. Metro and Developer may be referred to individually as “Party” or collectively as “Parties” in this summary.

1. **Term.** The initial term of the ENA is twelve (12) months (Term). The Term may be extended by Metro staff in twelve (12) month increments if Developer is making substantial progress toward completing the transaction, not to exceed a total of sixty (60) months.
2. **Right to Terminate.** The ENA may be terminated early by either Party in limited circumstances, including: (i) the transaction is not reasonably likely to be completed; (ii) the Project is infeasible or cannot be financed; (iii) the Project is not likely to be constructed in a reasonable timeframe; (iv) the non-terminating party is in default under the ENA; or (v) certain title issues are present. Additionally, Metro may terminate without cost or penalty if Metro staff determines that the process followed to enter into the ENA or Developer’s proposed Project does not comply with the Surplus Land Act.
3. **ENA Administration Fee.** Developer must pay a nonrefundable fee to Metro prior to the ENA’s effective date to cover Metro’s costs during the Term and to compensate Metro for exclusively negotiating with the Developer. The nonrefundable fee will be \$50,000 or more, depending on project size and complexity.
4. **Agreement to Negotiate Exclusively in Good Faith; No Metro Commitment to Any Project or Funding.**
  - The Parties will exclusively negotiate in good faith during the Term. The ENA itself does not establish the terms of a future ground lease, joint development agreement (JDA) or any other Project-related agreements (Project Agreements) necessary to convey and develop the Project Site with the Project.
  - The ENA does not commit Metro to approving the Project, approving other proposed improvements to the Project Site or to entering into any of the Project Agreements. Metro retains absolute sole discretion to request modifications to the Project, to impose mitigation measures, to evaluate Project alternatives (including the no project alternative), and to reject the Project as may be necessary to comply with CEQA.
  - The ENA also does not commit Metro to funding, subsidizing, or otherwise financially contributing to the Project. Metro will retain its full discretion as to approval of the Project contemplated by the ENA.

5. **Documents to be Negotiated; Metro Retained Rights.**

- The Parties will negotiate key terms for a JDA and form of ground lease (Term Sheet) for consideration by Metro's Board of Directors (Board). The Term Sheet will include the key terms and conditions that will be incorporated into the Project Agreements. Metro must receive Board authorization to execute the Project Agreements and such authorization will not be requested until all of the following have occurred: (i) the Term Sheet and the form of the JDA are agreed upon by the Parties; (ii) Metro staff has determined that all necessary CEQA-related documents have been prepared; and (iii) Metro staff has secured any required approval or concurrence of the Project (or the execution of the Project Agreements) by all applicable governmental or other funding entities.
- Each Party may decline to enter into any subsequent agreement (including any of the Project Agreements) if the Parties fail to agree upon mutually satisfactory terms. Except as provided in the ENA, neither Party has any duty, obligation, or liability under the ENA if the Parties fail to timely agree upon and execute the Project Agreements.
- If the Parties proceed with the transaction and the Project Agreements, Metro will retain certain rights with respect to the property to be ground leased (subject to limitations) throughout the life of the Project, as may be required by Federal Transit Administration funding. Those rights include, but are not limited to: (i) the right to install, operate and maintain public transit facilities; (ii) the right to install and maintain informational signage; (iii) the right to utilize sidewalks and common areas for pedestrian access and operations related to transit activities; (iv) inspection rights; and (v) all other rights not expressly granted to Developer in the ground lease.

6. **Schedule of Performance.** The ENA's Schedule of Performance contains key milestones for moving the Project forward. The milestones include, but are not limited to, public outreach requirements, title work, submittal of designs, CEQA compliance, entitlement submittal and Project proforma/financing plan submittal. Subject to a Valid Unavoidable Delay (discussed in Section 17 below), time is of the essence with respect to each Party's obligations under the Schedule of Performance. Failure of a Party to meet the milestones set forth in the Schedule of Performance shall constitute a breach under the ENA.

7. **Environmental Review.** Developer is responsible for all costs associated with CEQA compliance. Developer is responsible for preparing and submitting all Project-related CEQA documents (CEQA Documents) to the governmental agency with legal authority to issue entitlements for the Project (Entitling Authority), subject to Metro staff's advance review and approval. Metro will exercise its independent judgment and analysis in connection with any Project-related environmental reviews and will make its own determination as to what is required for Metro to satisfy the requirements of CEQA. Accordingly, Metro may require Developer to complete alternative CEQA studies and/or an alternative method to comply with CEQA than the Entitling Agency. These costs shall also be borne entirely by Developer.

8. **Project Entitlements.** Developer must prepare and submit all Project-related entitlement applications (Entitlement Applications) to the Entitling Authority, subject to Metro staff's advance review and approval. Developer is responsible for all costs associated with the Entitlement Applications. If Developer abandons an Entitlement Application for any reason, Metro may take over such application and Developer will cooperate with Metro to complete the entitlement process started by Developer. If the Project is not built, Developer will cooperate with Metro to remove any Project-related entitlements and/or encumbrances affecting Metro's property.

9. **Provision of Development Documents.** In addition to the CEQA Documents and the Entitlement Applications, Developer shall prepare at its sole cost and expense, but subject to Metro staff's independent review and judgment, all plans (including schematic design drawings) and other reports, investigations, studies, and related documents with respect to the Project Site, the Project, and Developer's intended use of the Project Site (collectively, Development Documents). In addition to the foregoing, Developer shall include in its contractors' and consultants' contracts, the right of Developer to assign the Development Documents to Metro.
10. **Ethics.** Developer (and Developer team members, as required by Metro Ethics) must remain in full compliance with: (i) Titles 4 (Procurement) and 5 (Ethics) of the Metro Administrative Code (Admin Code); (ii) all applicable provisions of Government Code sections 1090 and 87100 et seq.; and (iii) regulations governing campaign contributions to Board members imposed by Public Utilities Code section 130051.20, Government Code section 84300 et seq., and the Admin Code. Developer must also submit updated ethics declarations as required by Metro.
11. **Coordination.** Developer shall notify Metro regarding substantive meetings with governmental authorities concerning the Project, and Metro may participate in such meetings, at its discretion. The Parties will coordinate with each other and hold progress meetings to ensure compliance with the ENA.
12. **Development Team and Project Partners.** Developer will report quarterly on Community-Based Development Organizations (CBDO), community-based organizations, Small Business Enterprises (SBE), Disadvantaged Business Enterprises (DBE), and Disabled Veterans Business Enterprises (DVBE) participation in the delivery of projects.
13. **Community Outreach Plan.** Developer will perform community outreach in accordance with a Metro-approved community outreach plan attached to the ENA.
14. **Inspections.** Developer may conduct such due diligence inspections as the Parties deem necessary during the course of the Term to determine the condition of the Project Site and/or the Project's feasibility. Developer's entry onto the Project Site for such inspections will be in accordance with the terms and conditions of a right of entry agreement executed between the Parties. If the Project Site includes Developer-controlled property, Developer will similarly grant Metro with access to such property to conduct inspections.
15. **Title & Survey Review.** The Parties will conduct survey and title review for the Project Site. Specified title issues may be grounds for the ENA's early termination.
16. **Design Review.**
  - The design of the Project shall be at Developer's sole cost and expense.
  - Developer shall prepare and submit to Metro staff the initial set of schematic design drawings for the Project, which represents a Logical Evolution of Developer's conceptual plan. Within this context, "Logical Evolution" means the further development, refinement, or amplification of the conceptual plan that flows logically, naturally, and foreseeably from the conceptual plan, and reflects (among other things) good architectural and engineering design, and complies with the terms of the ENA and all legal requirements. The schematic design drawings must be prepared by a qualified and licensed architect and/or engineer, as applicable.
  - Metro staff shall have the right to review and approve, disapprove, or request changes to the schematic design drawings, Project development schedules, and proposed methods of construction for all Project improvements. During this process, any Metro staff determination

regarding possible impacts on Metro's Development Related Concerns (as defined) shall be made in Metro's sole and absolute discretion. Among other things, Metro's Development Related Concerns include: (i) Metro's operations, including its ability to install, inspect, operate, maintain, repair, and replace public transit facilities; (ii) Metro's exercise of rights retained under the ENA; (iii) public health and safety; and (iv) access to and from Metro's property.

#### **17. Indemnity & Insurance.**

- Except for claims arising solely from Metro's gross negligence or willful misconduct, Developer will indemnify, defend (with counsel approved by Metro) and hold harmless Metro and the Metro Parties (as defined) from specified Project-related liability, claims, losses, costs, expenses or damages arising from or caused by Developer and the Developer Parties (as defined).
- Developer must obtain for itself, and the Developer Parties, insurance in accordance with Metro's requirements.

#### **18. Breach & Default.**

- A Party is in breach under the ENA if it fails to: (i) perform any obligation, or to comply with any covenant, restriction, term or condition in the ENA; or (ii) meet the milestones set forth in the Schedule of Performance.
- Subject to limited exceptions, a breach will become a default if the aggrieved Party provides written notice to the Party committing the breach and the breaching Party thereafter fails to cure within a specified time period. The breaching Party can extend its time to cure if there is a "Valid Unavoidable Delay," which is a delay agreed upon by both Parties as being valid and unavoidable, in accordance with a process provided under the ENA (e.g., this may include a force majeure event). Notwithstanding, the deadline to cure a breach may not be extended due to a Valid Unavoidable Delay by more than sixty (60) days; nor may the Term be extended due to a Valid Unavoidable Delay.

#### **19. Upon Termination of ENA; Limitation on Metro Damages & Remedies.**

- If the ENA expires or terminates and the Parties have not executed a JDA, then: (i) any rights or interest Developer may have under the ENA shall cease without notice; (ii) any Development Documents will become Metro's personal property; and (iii) Metro may use, develop (alone or with another entity) or dispose of the Project Site as it determines appropriate in its sole discretion.
- If Metro defaults under the ENA (i.e., fails to perform an obligation as described in Section 17), Metro will pay Developer liquidated damages in an amount equal to not to exceed two hundred and fifty thousand (\$250,000.00) (Liquidated Damages Amount). The Liquidated Damages Amount will be Developer's sole and exclusive remedy (inclusive of any attorneys' fees and costs) arising from Metro's default. Upon such a default and Metro's payment of the Liquidated Damages Amount, the ENA will terminate.

**20. Assignment.** Except as otherwise agreed to by Metro staff, Developer may not assign its rights or duties under the ENA to any other person or entity. Notwithstanding, Developer's shareholders, partners, members or other equity holders may transfer, sell, exchange, assign, or divest themselves of any interest they have in Developer so long as a change of Control (as defined) of Developer does not occur.



# We're supporting thriving communities.

## Joint Development Policy and Exclusive Negotiations Agreement

Planning and Programming Committee  
Legistar File #2024-0277  
June 20, 2024



# Recommendations

## CONSIDER:

- A. APPROVING the Amended Joint Development Policy (Attachment A) and
- B. APPROVING the Amended Exclusive Negotiation Agreements Key Terms (Attachment B) for 10K Sites.



# March 2024 Motion

**DUPONT-WALKER AMENDMENT:** Report back on the ENA template to clearly communicate participation with community-based organizations (CBOs), allowing for community development-based organizations (CDBOs) to work directly with Metro as the prime or sub-prime contractor. This would allow for CBO/CDBO participation, not exclusive of the Joint Development Bench. Include engagement with general contractors and subcontractors for the inclusion of Small Business Enterprise, Disadvantaged Business Enterprise, Disabled Veterans Business Enterprise, and Minority Women Business Enterprise.

**DUTRA AMENDMENT:** Directed the CEO to improve the contract language for RFPs and to work with the cities to help streamline the entitlement process and work with the developers to streamline the capital stack.



# Background

## Joint Development Policy:

- Requires that Developers collaborate with local Community-Based Organizations (CBOs) in the delivery of JD projects to the extent feasible.
- Requires Developers provide opportunities for Metro-certified Small Business Enterprises (SBE), Disadvantaged Business Enterprises (DBE), and Disabled Veterans Business Enterprises (DVBE) to partner in their projects through the delivery of professional or construction services.

## Acceleration Strategies and Developer Bench

- April 2023 – Board adopted 27 strategies to accelerate project delivery
- Targeted outreach to Community Based Development Organizations (CBDOs) with additional points awarded in Developer Bench RFQ
- 25 of 80 Bench Developers identified as CBDOs





# Responses to Motion

- Amend JD Policy to incorporate definitions of CBDOs, require meaningful CBDO leadership and participation where feasible, and other modifications to align JD Policy with acceleration strategies approved by the Board in April 2023.
- Additional points for proposals where CBDO is lead developer. If CBDO is partner, they must have an active role and financial stake to receive additional points.
- Award points in site-specific RFPs for demonstrated track record and level of commitment to partnering with CBOs and SBEs/DBEs/DVBEs in project delivery.
- Host 'Building Partnership' events to connect prospective Developers (especially CBDOs) and targeted Metro business enterprises.
- Amend ENA Key Terms to require developers to report quarterly on CBDO, CBO, and SBE/DBE/DVBE leadership and participation in the delivery of projects.
- On-going streamlining of entitlements, financing in collaboration with local jurisdictions and developer partners.



# Next Steps

- Conduct outreach to the 10K communities, which will then inform RFP evaluation criteria for each 10K Site.
- Invite the Developer Bench to respond to site-specific RFPs for 10K Sites beginning mid-to-late 2024.
- Building Partnerships events
- Complete RFP evaluations and enter into ENAs with the selected developers.
- Updates on developer selection and team composition, project proposals, CBO participation, SBE/DBE/DVBE commitments, and other significant milestones will be reported to the Board and public through a dashboard.
- Return to Board after entitlements are in place for approval of terms for Joint Development Agreements (JDAs) and ground leases.





## Board Report

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**File #:** 2024-0281, **File Type:** Project

**Agenda Number:** 17.

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**PLANNING AND PROGRAMMING COMMITTEE  
JUNE 20, 2024**

**SUBJECT: VENICE DIVISION 6 JOINT DEVELOPMENT**

**ACTION: APPROVE RECOMMENDATION**

**RECOMMENDATION**

AUTHORIZE the Chief Executive Officer to execute an Exclusive Negotiation Agreement and Planning Document (ENA) with Metro Venice Art Collective, LLC (Developer) for a period of 18 months, with the option to extend for an additional three, 12-month periods, for the development of Metro-owned property at the former Division 6 Bus Yard in the Venice Community of the City of Los Angeles (Site), subject to resolution of all properly submitted protest(s), if any.

**ISSUE**

In April 2023, Metro released a Request for Proposals (RFP) for the development of the Metro-owned former Division 6 Bus Yard in the Venice Community of the City of Los Angeles (see Attachment A - Site Map). After a thorough evaluation, community meeting, and final scoring process, staff recommends entering into an ENA with Metro Venice Art Collective, LLC, the highest-scoring proposer. During the ENA time frame, the Developer will refine the project, seek community feedback, obtain environmental approvals and City of Los Angeles entitlements, and negotiate terms for a Joint Development Agreement and Ground Lease with Metro.

**BACKGROUND**

The Site was a fully operational transit facility for over 100 years before being decommissioned in 2015. On January 28, 2016, the Board adopted Motion 59 by Directors Bonin and Kuehl calling for a community-based process to determine a new use for the Site through Metro's Joint Development (JD) program (Attachment B).

In the fall of 2018, Metro initiated extensive community outreach to collect input on the long-term reuse of the Site, which was used to create Development Guidelines, the primary tool to articulate the community's vision for the Site. The Development Guidelines were approved by the Board at its June 2019 meeting. A two-step procurement process was used for this Joint Development opportunity which is larger and more complex than typical Joint Development projects. Step one, or the Request for Interest and Qualifications (RFIQ), was released to the development community in December

2019 from which qualified developers were invited to respond to step two, or the Request for Proposals (RFP).

Following delays due to the COVID-19 pandemic and changes in State Law for disposition of real property, step one resumption of procurement activities occurred in December 2020 when the seven submittals received were evaluated and five developers were shortlisted to advance to the RFP stage of the solicitation process.

In April 2023, the procurement process fully resumed when the RFP was released to all five shortlisted developers for the development of the Site. In September 2023, Metro received two RFP responses. Both responses were evaluated based on the evaluation criteria, which included key components from the Development Guidelines.

The City of Los Angeles is currently leasing the Site for a temporary shelter facility as a short-term use while the plans for the long-term reuse of the site through Joint Development were established and the developer selection process occurred.

### Community Outreach

Leveraging the significant community outreach leading up to the 2019 Board adopted Development Guidelines, and momentum gained by issuance of the 2023 RFP, Metro held a virtual community meeting on March 18, 2024. This meeting provided an update on the joint development effort, allowed the two developers to present their project concepts, and gave an opportunity for Venice stakeholders to ask questions. Councilmember Traci Park provided opening comments. The meeting had 180 participants, and the recording of the event was posted on the project website. The announcement about the community update meeting was shared through Metro's Community Relations March newsletter and reached more than 160,000 stakeholders, and through eblasts to approximately 1,700 stakeholders who signed up for updates specifically about the Division 6 site. There were 10,000 flyers distributed in the 2-mile radius around the site and 1,100 impressions within 35 neighborhoods on a NextDoor post. Because of the significant community interest and engagement of the online participants, the meeting was extended by an additional hour to field questions and provide more insight into the developer proposals. Comments were received and a FAQs list was established and posted to the JD project website.

## **DISCUSSION**

### Developer Selection

On September 28, 2023, Metro received two responses to the RFP solicitation. The two responses were then evaluated, including written responses from both developers concerning their strategies for engaging the Venice community following presentations and feedback received at the Community Update meeting. Through this process, Metro Venice Art Collective, LLC is recommended to move forward for consideration by the Metro Board.

The final scoring and recommended selection were based on the Developer's response to the following:

- > Placement of open space and public art features within the development proposal.
- > Inclusion of a local arts community-based organization, Venice Arts, within the commercial programming.
- > Integration of the existing Vietnam Veterans mural within the physical development.
- > Hyper-local nature of the development team and unique understanding of the Venice community.
- > Developer's commitment to include all stakeholders in the project formation process.
- > Commitment to stakeholder engagement with emphasis on in-person meetings.

The proposed Development also advances key elements of Metro's Joint Development Policy, including the delivery of housing and amenities, focusing benefits on historically disadvantaged communities, in this case, lower-income families and seniors, and actively engaging community members and other stakeholders. A summary of the developer selection process is provided in Attachment C - Procurement Summary.

#### Developer Entity

Metro Venice Art Collective, LLC is a limited liability company wholly owned by the Pinyon Group, which is a Los Angeles-based development and real estate investment firm with over 50% of its ownership composition being minority-based. In addition to the Pinyon Group, the developer team is extensive and includes subconsultants and advisors local to the Los Angeles area. These include design architects, environmental consultants, urban planning firms, legal counsel, onsite program management, and community-based organizations (CBOs). Related to onsite art and similar programs the Developer has partnered with the local CBO, Venice Arts. It has also engaged NDVETS, a local veterans advocacy group to assist with preservation of the veteran's mural that is presently onsite and in need of refurbishment.

As a development company, the Pinyon Group's team members have extensive experience with the acquisition, design, entitlement, development, construction, and asset management of over 25,000 residential units, and 21,000,000 square feet of commercial real estate. The Pinyon Group has partnered with and managed investments on behalf of pension funds, insurance companies, banks, and endowments. The Developer's counsel has significant experience navigating through CA Coastal Commission entitlements that will be required for this project and will need to occur concurrently with the City's entitlements.

#### Developer Proposal

The Developer's proposal includes the following program elements:

- > 341 housing units with 86 units restricted to households earning less than 80% of the Los Angeles County Area Median Income (AMI) to be in effect for the term of the Ground Lease.
- > Approximately 12,900 sq. ft. of ground floor public open space.
- > A pedestrian crossing to enhance beach access, along with pedestrian, transit, and vehicular upgrades to Main Street.
- > Integration of the existing Vietnam POW/MIA Memorial into the southwest corner of the proposed project.
- > Dedicated community space of approximately 5,400 sq. ft. for Venice Arts, a local community-

- based organization to host a café, art classes, exhibits, and community events.
- > Approximately 30,000 sq. ft. of commercial retail space spanning Main Street, including incentivizing the Developer to rent to local businesses wherever possible.
  - > A Ground Lease payment equal to fair market value for the property adjusting for any additional public benefits provided, including affordable housing.
  - > Onsite, subterranean parking dedicated to residents, their guests, commercial patrons, and beachgoers consistent with the applicable JD Policy on parking.

Please see Attachment D - Site Plan and Rendering for additional information on the proposed project.

Within the parameters of the competitive RFP process, the Developer proposed 86 units of affordable housing fully integrated into its 341-unit development. The other proposal under consideration proposed a stand-alone, 75-unit affordable housing structure next to a 235-unit market-rate development on the Site. In addition to the larger number of fully integrated affordable units, the recommended Developer's proposal featured integration with the broader neighborhood and deference to its nearby neighbors through a terraced design effect that stepped back from the street frontage.

The Developer's proposal has identified an alternative financing structure that is available to replace a typical debt and equity financed transaction that would streamline the project financing process. The Developer has experience utilizing tax-exempt bond financing paired with Low-Income Housing Tax Credits (LIHTC) and private equity to finance both the affordable and market-rate housing components. This financing structure tends to be faster than the typical public subsidy process used by other affordable housing developers, including its competitors. The time savings and financial benefits identified by this financing method could be as much as 9-12 months in comparison to a standard tax credit structure layered with other highly competitive and limited public subsidy sources.

An additional policy consideration that will need to be addressed during the ENA period is the appropriate application of the California Surplus Land Act (SLA). Given the Project Site is larger than one acre and can accommodate at least 300 housing units, Metro and the Developer will be required to designate at least 25% of the available units as income-restricted and available to lower-income households. The Joint Development team will work with the Developer to explore ways to address these various regulatory "floors" and actively work to identify opportunities to increase affordability levels over and above the 25% threshold identified by the SLA without negatively impacting the Project's delivery.

The Developer will be required to comply with Metro's Project Labor Agreement and Construction Careers Policy and the Developer will proactively work to secure commitments with Disadvantaged Business Enterprise (DBE), Small Business Enterprise (SBE), and Disabled Veteran Business Enterprise (DVBE) firms during the predevelopment and construction phases. Notices highlighting specific opportunities to partner with the Developer will be shared with Metro, posted on the Developer's project website, and communicated at all community meetings. Metro will report progress on the Developer's DBE, SBE, and DVBE performance to the Board and the public via a continuously updated online dashboard. Once the project entitlements are in place, staff will return to the Board for approval of JDA and Ground Lease terms, including SBE, DBE, DVBE, and CBO

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participation commitments for the construction and delivery of the project.

### **DETERMINATION OF SAFETY IMPACT**

Approval of this item will have a positive impact on safety. The eventual implementation of this project will offer opportunities to improve safety for transit riders and operators of the Metro Bus Line 33 by activating the boarding area at this location. Ground floor commercial activities proposed within the project will provide additional “eyes on the street” to enhance safety and provide a sense of community along Main Street and Pacific Avenue.

### **FINANCIAL IMPACT**

Funding for Joint Development staff time related to the ENA and the proposed project is included in the FY 2025 budget in Cost Center 2210 (Joint Development). In addition, the ENA will require a nonrefundable fee of \$50,000 to cover non-Joint Development staff time and third-party expenses during the negotiation.

#### **Impact to Budget**

Work under the ENA is included in the FY25 budget in Cost Center 2210 (Joint Development) under Project 401300 (Joint Development 10K Homes). Staff and consultant costs are included in the FY25 budget to negotiate the proposed transaction and review design and other project documents.

### **EQUITY PLATFORM**

This action will allow the Developer to refine the project with robust community input. To the extent the project moves forward with construction and implementation, it will serve to address existing issues associated with affordable housing, equitable access to neighborhood services, and mitigation of Site-related subsurface environmental concerns from prior bus operations.

The Venice community has experienced a shrinking inventory of available housing as homes have transitioned into short-term rentals. In addition, more than 1,500 moderate-income households (households earning between 80% and 120% of AMI) are housing cost-burdened, paying well over 30% of their household income on housing leading to concerns of rent-induced displacement from the neighborhood. (*2019 Venice Division 6 Development Guidelines*).

The affordability levels identified within the project’s 86 income-restricted units would benefit renters who are at and below the 80% AMI income level. Of the 14,556 occupied housing units in Venice, 36.29% are owner-occupied, while 63.71% are renter-occupied, leading to greater concerns over potential displacement. (*2020 U.S. Census Bureau. Population and Housing Characteristics*). The Developer’s commitment to long-term affordability through the term of the Ground Lease will help to offset this growing statistic and the destabilizing effect it has on lower-income households.

The Developer and City staff have expressed a strong commitment to actively engage and respond to community stakeholder concerns in coordination with Metro. Developer-led community engagement under the ENA will involve different methods such as workshops, surveys, and pop-up events. Engagement will be conducted in English, Spanish, and other languages as needed to reach

all interested stakeholders.

## **IMPLEMENTATION OF STRATEGIC PLAN GOALS**

This recommendation supports the Strategic Plan Goal to “enhance communities and lives through mobility and access to opportunity”, specifically Initiative 3.2 which states “Metro will leverage its transit investments to catalyze transit-oriented communities and help stabilize neighborhoods where these investments are made.” The proposed project will deliver several community benefits, including transit upgrades, income-restricted housing, and new commercial/community space.

## **ALTERNATIVES CONSIDERED**

The Board could choose not to proceed with the recommended action and could direct staff to continue clarification talks with the Developer prior to considering an ENA or prepare and release a new solicitation for joint development of the Site. Staff does not recommend proceeding with these alternatives because the recommended action builds upon the significant community input and procurement process that has transpired thus far. A new solicitation process would delay the development of the Site and the construction of much-needed affordable housing units. Further, if the outcome of the discussion during the ENA process does not create a project proposal suitable to Metro, other options could still be considered.

## **NEXT STEPS**

Upon Board approval of the recommended action, the ENA will be executed, and Metro staff and the Developer will commence preliminary deal-point negotiations in parallel with design review and community engagement. Identifying an effective, multi-tiered community engagement process within the first six months of the ENA will be one of the conditions for proceeding with further negotiations. Metro will continue to coordinate closely with the City of Los Angeles as it has done since the inception of the community engagement process.

## **ATTACHMENTS**

Attachment A - Site Map  
Attachment B - Motion 59  
Attachment C - Procurement Summary  
Attachment D - Site Plan and Rendering

Prepared by: Olivia Segura, Senior Manager, Countywide Planning & Development, (213) 547-4200  
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Reviewed by: Ray Sosa, Chief Planning Officer, (213) 547-4274





Stephanie N. Wiggins  
Chief Executive Officer

**EXHIBIT A**

**SITE MAP**



 Project Site

**Board Report**

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**File #:** 2016-0067, **File Type:** Motion / Motion Response**Agenda Number:** 59.

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**REGULAR BOARD MEETING  
JANUARY 28, 2016****SUBJECT: MOTION BY BONIN AND KUEHL (DIVISION 6 JOINT DEVELOPMENT STRATEGY)****Motion by:****Directors Bonin and Kuehl**

January 28, 2016

**Division 6 Joint Development Strategy**

Metro Operations has completed deactivation of Division 6 concurrent with the phased opening/activation of Division 13. The Division 6 site is a 3.5 acre property located at 100 Sunset Avenue in Venice. The Site has been in operation as a transit facility for more than 60 years, thus an environmental assessment will be required prior to any decision is made about the future use of the site.

The Site is a significant opportunity to achieve Metro's goals for community-led development and transit-oriented communities. The Site is not encumbered by federal requirements to dispose of the property as surplus and operations staff have determined that the Site will not be needed for existing or future transportation needs. Venice's natural and economic assets and thriving economy make balancing competing demands for scarce land in this area essential. Venice's popularity has led to rising land values in both the commercial and residential real estate sectors, driving a need for affordable housing and mechanisms to preserve the economic diversity of Venice for small and local businesses.

Taking an active role in the development of the Site would provide the opportunity to address these pressing concerns, while creating a project that is fully compatible with the surrounding community and reflects the needs and desires of the neighborhood. In September 2015, the Metro Board approved revised Joint Development Policies and Processes ("JD Policy") and the updated policy calls for a robust community engagement process that actively engages community members at every development stage and would ensure this real estate opportunity delivers ongoing economic and community benefits.

In addition, Metro's Joint Development Program seeks to facilitate construction of affordable housing. The updated Policy requires that 35% of the total housing units in the Metro joint development portfolio are affordable for residents earning 60% or less of the Area Median Income (AMI). The Policy also provides that Metro may discount ground leases below fair market value in

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**File #:** 2016-0067, **File Type:** Motion / Motion Response

**Agenda Number:** 59.

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order to incentivize affordable housing in its Joint Development projects.

Using the Joint Development program for the redevelopment of the Site would allow Metro to ensure that the agency looks broadly at its ability to have positive impact on creating transit supportive communities and increasing transit ridership. The Site fits within Metro's desired transit-oriented community (TOC) profile, due to the broad range of uses within walking distance of the Site, the presence of pedestrian- and bike-friendly infrastructure and proximity to transit. The Site is served by several high-ridership bus lines, including one of Metro's busiest Rapid lines, the 733, with 10-minute headways in peak hours.

Given the competing demands for land use in Venice and the high-profile location of this property, as well as Metro's commitment to supporting TOCs, using the Joint Development program to manage the redevelopment of this site would allow Metro to be a good neighbor and give back to the community that has hosted it for so many years.

**APPROVE Motion by Directors Bonin and Kuehl** that, upon completion of an environmental assessment, the CEO dedicate staff and resources to pursue re-use of the Site through Metro's Joint Development program. In doing so, Metro shall pro-actively engage with the Venice community in developing design guidelines for the Site and shall require the selected developer to create a community engagement plan that provides for ongoing community and economic benefits for the Venice community.

## PROCUREMENT SUMMARY

## DIVISION 6 JOINT DEVELOPMENT OPPORTUNITY IN VENICE

1.	RFP Number: PS102680-PS64777	
2.	Recommended Vendor: Metro Venice Art Collective, LLC	
3.	Type of Procurement (check one): <input type="checkbox"/> IFB <input type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order <input checked="" type="checkbox"/> Joint Development	
4.	Procurement Dates:	
	A. Issued: April 14, 2023	
	B. Advertised/Publicized: April 14, 2023	
	C. Pre-Proposal Conference: May 3, 2023	
	D. Proposals Due: September 28, 2023	
	E. Pre-Qualification Completed: N/A	
	F. Ethics Declaration Forms submitted to Ethics: September 29, 2023	
	G. Protest Period End Date: June 25, 2024	
5.	Solicitations Picked up/Downloaded:  5	Bids/Proposals Received:  2
6.	Contract Administrator: Armine Menemshyan	Telephone Number: 213-922-4851
7.	Project Manager: Carey Jenkins	Telephone Number: 213-547-4356

**A. Procurement Background**

This Board Action is to approve an Exclusive Negotiations Agreement and Planning Document (ENA) for the development of Metro-owned property at the former Division 6 Bus Yard in the Venice community of the City of Los Angeles. Board approval of agreements are subject to resolution of any properly submitted protest(s), if any.

A two-step procurement process was used for this Joint Development opportunity which is larger and more complex than typical Joint Development projects.

Step one, or Request for Interest and Qualifications (RFIQ) No. PS64777, was issued on December 17, 2019 to select potential developers based on project understanding and approach, development team experience, financials, and community and stakeholder engagement. Seven submittals were received in February 2020. The submittals were evaluated, and five developers were shortlisted to advance to step two, or the Request for Proposal (RFP) stage of the solicitation process.

Step two, RFP No. PS102680-PS64777, was issued to the short-listed developers from step one. The RFP requested a more detailed development proposal for the site, development program, site plan and renderings, commitment to affordable housing, inclusion of community-based organizations and small/disadvantaged business enterprises, and project financial information.

Two amendments were issued during the solicitation phase of this RFP:

- Amendment No. 1, issued on May 26, 2023, extended the proposal due date.
- Amendment No. 2, issued on August 3, 2023, extended the proposal due date.

A virtual pre-proposal meeting was held on May 3, 2023, and was attended by 10 participants representing 5 firms. There were 28 questions asked and responses were released prior to the proposal due date.

Two proposals were received on September 28, 2023, from the following firms listed below in alphabetical order:

- Camden RE Ventures LLC
- Metro Venice Art Collective, LLC

## **B. Evaluation of Proposals**

A Proposal Evaluation Team (PET) consisting of staff from Metro’s Joint Development and Art Asset Management and Cultural Programming departments, representatives from the City of Los Angeles, and a local Venice community representative was convened and conducted a comprehensive technical evaluation of the proposals received.

The proposals were evaluated based on the following evaluation criteria and weights:

- |  |            |
|--|------------|
| • Vision, Scope, and Design                          | 25 percent |
| • Design   | 20 percent |
| • Development Team Experience and Financial Capacity | 15 percent |
| • Financial Information and Offer                    | 15 percent |
| • Implementation                                     | 10 percent |
| • Community Engagement & Public Workshop             | 15 percent |

The evaluation criteria are appropriate and consistent with criteria developed for previous similar Joint Development opportunity procurements. Several factors were considered when developing these weights, giving the greatest importance to vision, scope, and design.

During the period of October 11, 2023, to March 4, 2024, the PET independently evaluated and scored the proposals.

Both proposals were determined to be within the competitive range and proposers were invited to participate in a virtual Open House/Public Workshop held on March 18, 2024.

More than 180 community members attended the Open House/Public Workshop. Metro staff presented an overview of the development process, and the two proposers presented their design concepts to the public for the first time. Following the presentations, the Metro-facilitated Q&A session heard more than 150 comments and questions reflecting the high level of interest from the Venice community in this project. Metro staff addressed questions about the Joint Development and developer selection process, the project timeline, ownership and management of the property, outreach noticing and Metro's commitment to affordable housing.

The two proposers provided responses to questions about the makeup of their respective teams, addressed community concerns over housing and affordability, retail, height restrictions, parking, traffic, safety, sustainability, community access, infrastructure improvements, and partnerships with community-based organizations.

Proposers were required to provide written narratives describing concerns that were expressed by members of the public at the workshop, as well as a strategy for addressing those concerns. Following the Open House/Public Workshop and after reviewing the narratives, the PET determined that Metro Venice Art Collective, LLC was the highest scored proposer to enter into an ENA.

### **Qualifications Summary of Firms within the Competitive Range:**

#### **Metro Venice Art Collective, LLC**

Metro Venice Art Collective, LLC, a California limited liability company, is owned and controlled by The Pinyon Group LLC. Headquartered in Los Angeles, California, The Pinyon Group is a minority-owned, vertically-integrated, full-service real estate development, investment, construction management, and advisory firm with over \$5 billion of project experience in urban development including market rate, mixed-income, and affordable housing, and commercial development.

#### **Camden RE Ventures LLC**

Camden Securities Company, the parent company of Camden RE Ventures, LLC, is a fully integrated owner, operator, developer, investor, and property management firm of real estate assets focusing on mixed-use properties including multi-family and retail, senior living, luxury condominium units and hotel suites. Presently, the parent company is invested in the ownership and development of more than 2.5 million square feet of retail shopping centers and over 7,500 multi-family units.

The following table summarizes the final scores:

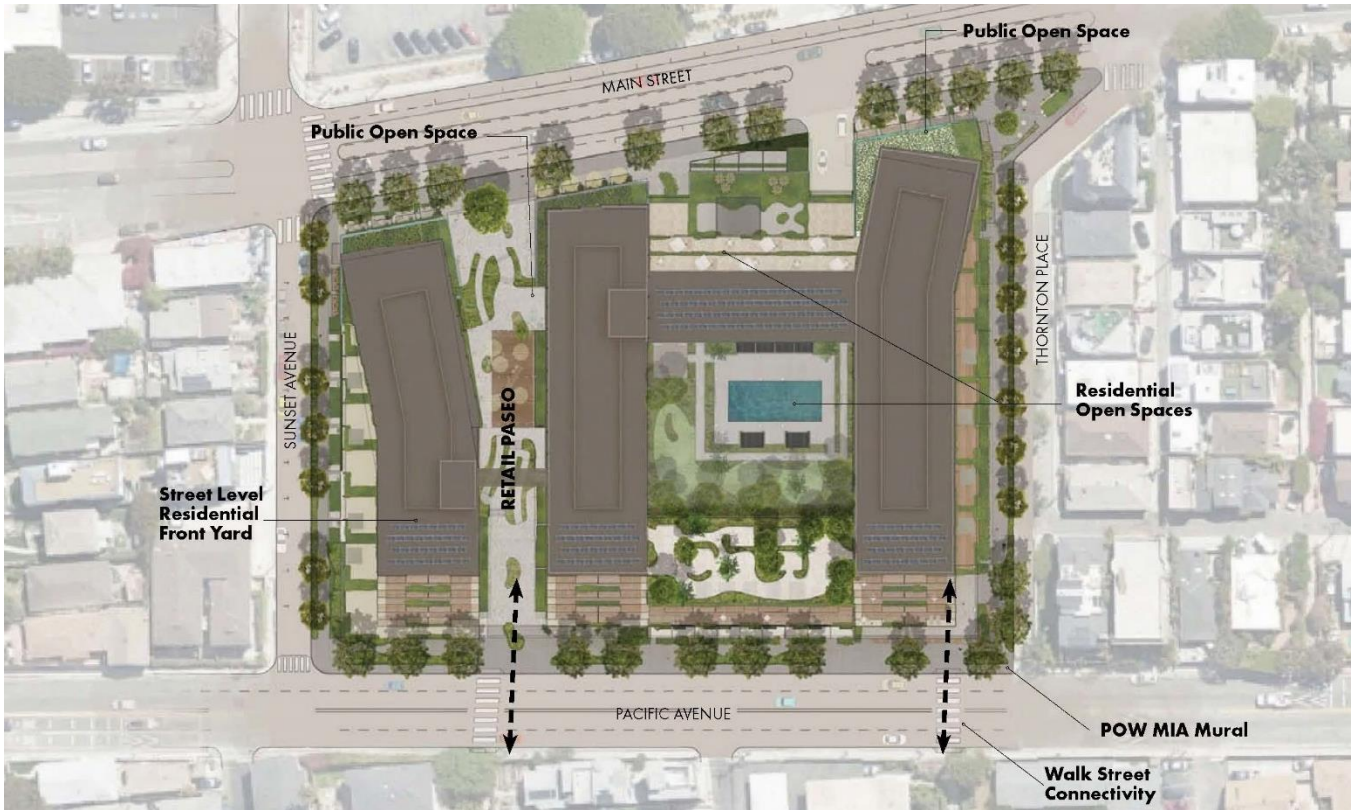
1	Firm	Average Score	Factor Weight	Weighted Average Score	Rank
2	<b>Metro Venice Art Collective, LLC</b>				
3	Vision, Scope, and Design	72.00	25.00%	18.00	
4	Design	74.00	20.00%	14.80	
5	Development Team Experience and Financial Capacity	80.00	15.00%	12.00	
6	Financial Information and Offer	48.66	15.00%	7.30	
7	Implementation	47.30	10.00%	4.73	
8	Community Engagement & Public Workshop	76.53	15.00%	11.48	
9	<b>Total</b>		<b>100.00%</b>	<b>68.31</b>	<b>1</b>
10	<b>Camden RE Ventures LLC</b>				
11	Vision, Scope, and Design	64.00	25.00%	16.00	
12	Design	70.00	20.00%	14.00	
13	Development Team Experience and Financial Capacity	63.00	15.00%	9.45	
14	Financial Information and Offer	44.00	15.00%	6.60	
15	Implementation	44.00	10.00%	4.40	
16	Community Engagement & Public Workshop	52.53	15.00%	7.88	
17	<b>Total</b>		<b>100.00%</b>	<b>58.33</b>	<b>2</b>

### **C. Background on Recommended Contractor**

Metro Venice Art Collective, LLC, a California limited liability company is owned and controlled by The Pinyon Group, a Los Angeles based firm specializing in real estate development, investment, construction management, and advisory services with over \$5 billion of project experience.



# ATTACHMENT D - SITE PLAN AND RENDERING







**We're supporting thriving communities.**

**VENICE DIVISION 6 JOINT DEVELOPMENT**

Planning & Programming Committee

Legistar File# 2024-0281     June 20, 2024

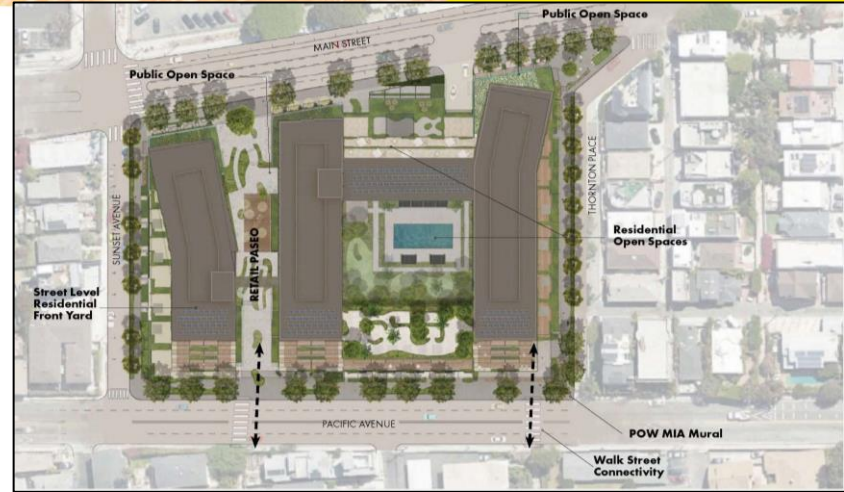


# Recommendation

- > **AUTHORIZE** the Chief Executive Officer to execute an 18-month Exclusive Negotiation Agreement and Planning Document (ENA), with the option to extend for an additional three, 12-month periods, with Metro Venice Art Collective, LLC (Developer) for the development of Metro-owned property at the former Division 6 Bus Yard in the Venice Community of the City of Los Angeles (Site), subject to resolution of all properly submitted protest(s), if any.

# Venice Division 6 Project Overview

- > **Developer:** Metro Venice Art Collective, LLC
- > **Project Size:** 3.1 Acres
- > **Units:** 341 units, 86 of which are income-restricted not to exceed 80% of AMI
- > **Financing:** Explore options for faster project delivery (T/E Bonds + LIHTCs)
- > **Surplus Land Act:** Coordination to meet and/or exceed affordable housing unit thresholds
- > **Commercial:** 30,000 sq. ft. of commercial retail space spanning Main Street
- > **Parking:** Onsite, subterranean parking dedicated to residents, their guests, commercial patrons, and beachgoers consistent with the JD Policy
- > **Amenities:** 5,400 sq. ft. of ground floor community space





# Outreach

- > **2018**      Series of community-based visioning exercises and workshops
- > **2019**      Two open house events to preview the Development Guidelines  
Participation at the Venice Farmers Market  
Presence at various Venice community events  
Collection of comments through Metro's website
- > **2020**      Start of the formal procurement process and notification to interested parties
- > **2023**      Post COVID-19 resumption of the outreach and procurement process with further community engagement and updates that preceded the release of the RFP
- > **2024**      Community Update Meeting with developer finalists presenting to a virtual audience of over 180 guests



# Developer Selection Process

## Key Elements of the Developer Selection Process

- > **June 2019** Board approval of the Development Guidelines
- > **December 2019** Release of the RFQ
- > **December 2020** Five teams shortlisted
- > **April 2023** RFP released to all five shortlisted firms
- > **September 2023** Two RFP responses received
- > **March 2024** Metro-hosts community update with developer proposals and Q&A
- > **April 2024** PET recommends developer finalist



# Next Steps

## Upon Board Approval:

- > Seek developer-led community outreach in conjunction with the Venice community
- > Review program elements – affordable housing mix & number of units, commercial uses, parking, etc.
- > Refine project design and process entitlements
- > Analyze the pro forma to confirm financial feasibility
- > Negotiate a term sheet for the Joint Development Agreement and Ground Lease