CALIFORNIA HIGH-SPEED RAIL AUTHORITY

Finance and Audit Committee

TRANSCRIPT OF PROCEEDINGS

CALIFORNIA BOARD OF ACCOUNTANCY BUILDING
2450 VENTURE OAKS WAY STE 300
4TH FLOOR CONFERENCE ROOM (SUITE 420)
SACRAMENTO, CA 95833

TUESDAY, MAY 21, 2019 8:30 A.M.

Reported by: Peter Petty

<u>APPEARANCES</u>

COMMITTEE MEMBERS

Tom Richards, Committee Chair

Nancy Miller, Committee Member

Ernest Camacho, Committee Member

BOARD MEMBERS

Lenny Mendonca, Board Chair

STAFF

Brian Kelly, Chief Executive Officer

Tom Fellenz, Chief Counsel

Joseph Hedges, Chief Operating Officer

Roy Hill, Deputy Chief Operating Officer

Russell Fong, Chief Financial Officer

Pam Mizukami, Chief Deputy Director

Scott Jarvis, Chief Engineer

Patty Nisonger, Chief Information Officer

Paula Rivera, Chief Audit Executive

PUBLIC COMMENT:

Roland Lebrun, Self

INDEX PAGE Public Comment 7 8 1. Consider Approving the April 16, 2019 Finance and Audit Committee Meeting Minutes 2. Action Items from previous Finance and Audit Committee Meeting Executive Summary by Chief Financial Officer 3. 14 o Executive Summary o Accounts Payable Aging and Disputes Report o Cash Management Report o Administrative Budget & Expenditures Summary by Program o Administrative Budget and Expenditures Report o Capital Outlay Budget and Expenditures Report o Total Project Expenditures with Forecasts o Contracts & Expenditures Report o Projects & Initiatives Report o Summary of Financial Reports Operations and Project Update by Chief Operating 12 Officer o Operations Report o CP 1 Monthly Status Highlight Report o CP 1 Performance Metrics o CP 2-3 Monthly Status Highlight Report o CP 2-3 Performance Metrics o Caltrans SR-99 Monthly Status Highlight Report o Caltrans SR-99 Performance Metrics o CP 4 Monthly Status Highlight Report o CP 4 Performance Metrics

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PROCEEDINGS

2 8:34 a.m.

PROCEEDINGS BEGIN AT 8:34 A.M.

SACRAMENTO, CALIFORNIA, TUESDAY, MAY 21, 2019

COMMITTEE CHAIR RICHARDS: Welcome to the May
21st meeting of the California High-Speed Rail Finance and
Audit Committee.

We're going to call the meeting to order and if the Secretary would note we have a full house of Committee Members here along with our Board Chair, Lenny Mendonca is also with us, and of course our CEO.

In advance of starting the agenda, I want to read into the record a statement.

"It has been widely reported that the California High-Speed Rail Authority is researching the viability of interim service between Bakersfield and Merced. By some reports, this decision has already been made. Board Chair, Lenny Mendonca, CEO Brian Kelly and this Board Finance and Audit Committee wish to set the record straight.

"The Authority's Project Update Report delivered to the California Legislature on May 1st, 2019, described Management's analysis to date. The Authority Board of Directors has received one informational briefing on Management's consideration of this interim service. It has not been asked for, nor has the Board taken any action on

an interim service request.

"In part, drawing upon the work and analysis completed by CEO Kelly's team to include the Authority's Early Train Operator and Rail Delivery Partner, the Finance and Audit Committee is directing the Authority's Financial Consultant, KPMG led by Tierry Prate, to propose or excuse me, to prepare a report on the business case for interim service between Bakersfield and Merced. Additionally, tasks may be added to this directive at the Finance and Audit's next scheduled meeting.

"In any event, KPMG is encouraged to employ its resources as well as the Early Train Operator and Rail Delivery Partner as it sees fit to prepare its independent assessment and report to the Authority's Board of Directors. The business case as a minimum should incorporate sections on context and methodology, funding and affordability, legal and regulatory authority, business model and commercial vision, risk management and operational considerations.

"KPMG will provide the CEO with biweekly update reports with copies to this committee, and we're directing KPMG to provide its schedule and report outline to the CEO and this committee not later than May, 31st. This by the way is consistent with some of the recommendations in the Project Update Report presented by the Early Train

Operator."

So with that statement, we will now move into the regularly scheduled agenda today and as usual we will start with public comments.

We have one and we will ask you to hold your comments to two minutes. And Roland Lebrun, please. Good morning, Mr. Lebrun.

MR. LEBRUN: Hi. Good morning and thank you for the opportunity.

I would like to start by commending the ETO for the quality of their review of current capital cost projections, including the \$11 billion between Gilroy and Madera. But I believe that the scope of this review was too restrictive.

Specifically, the ETO was not asked to review the 1999 Parsons Brinckerhoff Report, and the subsequent 2002 Alternatives Analysis, which recommended Pacheco over Panoche Pass, because Pacheco provided a shorter route between Sacramento and San Francisco via Merced and Gilroy. I will repeat this. A shorter route between Sacramento and San Francisco via Merced and Gilroy and no, I'm not making this up.

The ETO also did not review a 1999 SPUR Report which commented that Parsons Brinckerhoff had selected the slowest and most expensive route between LA and San

1 Francisco. 2 In closing, my recommendation is that you 3 leverage Deutsche Bahn's extensive expertise designing cost 4 effective high-speed lines through mountainous terrain and 5 direct them to initiate a study of the Panoche Pass 6 Alignment at the earliest opportunity. Thank you. 7 COMMITTEE CHAIR RICHARDS: Okay. Thank you, Mr. Lebrun. And that is the last, and our only public comment 8 9 we've got today. 10 We'll now move on to the agenda items, Item 11 Number One is the approval of the April 16th Committee 12 meeting minutes. Do we have a motion? 13 COMMITTEE MEMBER CAMACHO: So moved. COMMITTEE CHAIR RICHARDS: By Director -- Ernie. 14 15 And a second please. 16 COMMITTEE MEMBER MILLER: Second. 17 COMMITTEE CHAIR RICHARDS: Thank you, Nancy. All in favor? 18 19 (Ayes.) 20 COMMITTEE CHAIR RICHARDS: Thank you, passed 21 unanimously. 22 Moving on to Item Two, we'll go through the 23 reports as prepared by our Chief Financial Officer, Russ 24 Fong. So Russ, as usual if you would go through Executive 25 Summary I would appreciate that and then any questions we

may have after that along with any further comments or questions by committee members on the detail behind your Executive Summary.

MR. FONG: Be glad to, good morning. Let's go over the May financial performance and health of our organization and I want to start off with our Accounts Aging Report. I'm happy to report that we're now on 26 straight months of no aged penalty payments for any of our invoices. We're still at the \$8 mark for disputes, which is consistent with last month. But I've got \$8 million, \$7 million and within four entities. Those entities are Department of Fish and Wildlife, Caltrans, City of Fresno and WSP. We anticipate resolution on that 8 million fairly soon.

Moving over to our cash, in Prop 1A, we have about \$441 million in cash today. Cap and Trade is about 1.83 billion, totaling about \$2.3 billion in cash. I would like to report that our last Cap and Trade auction we will have another update tomorrow. But the last Cap and Trade auction, the last four quarters, actually gave us about \$768 million in Cap and Trade, which is higher than our estimate in our Business Plan of \$750 million a year. So we will continue to monitor that and in the next few days we should have the latest auction numbers coming in.

Moving over to our Admin Budget, today at the

Board Meeting we'll ask you to take a look at our Admin Budget. This is the state side, it pays for state payroll and benefits and IT and support services. We've now spent at 75 percent of the year completed, 58 percent of that. The lower burn rate than normal is due to our vacancy rate, although our vacancy rate has dropped from last month of 21 percent to today's 20 percent.

Moving over to our Capital Outlay Budget, this is our construction budget, again at 75 percent of the year completed we are at 37 percent spent. Last year at this time we were at 51 percent spent.

Report, I'm happy to report that as of today we're about 39 percent of the way through our ARRA match. Our state match in that timeline is between September of 2017 and December of 2022. We are, if you can count our approved by FRA, what's sitting there pending FRA's approval and what we're about to submit to the FRA we're about 53 percent of the way through the match. So I believe we're on target for that.

Finally, going over to our Contracts and Expenditures Report, we have 199 active contracts that total \$6.6 billion. Of that, our small business rate for the month of May is at 20 percent. And we have exactly 500 small businesses working on this project.

Finally, our Projects and Initiative Report, we're actually monitoring 24 projects. We have two completed: one is an environment mitigation management and assessment application and I just wanted to spend a few seconds on acknowledging the second one, which is our Ecosys system.

For those of you that have been with this project for about four to five years, you know that we've been working feverishly on trying to get a cost management system up and running. A project this large should have a cost management system. And I'm happy to report as of last week, this system is now up and live and we're actually using it. And I wanted to congratulate Patty, our Chief Information Officer, as the last two years she's made tremendous strides in making sure this happens.

So again, our Ecosys, our cost management system, which actually give us a single source of data, which is so critical in our reporting is again up and running. And I want to thank Patty for that.

COMMITTEE CHAIR RICHARDS: Patty,
congratulations. We all know how important this and we can
thank the previous Secretary for making your talents
available to us, so -- no, that's you. Anyway that is
terrific news and thank you very much. We're glad you're
still at the table. All right.

MR. FONG: We all are. 1 2 That concludes my report. I'll be happy to 3 answer any questions. COMMITTEE CHAIR RICHARDS: Do we have any 4 5 questions from the Committee Members or from Chair Mendonca? 6 7 I'd only suggest -- I mean another way of looking 8 at the increase in our participation by small and minority 9 businesses as well, the percentage increase is meaningful, 10 but what it really amounts to also is a little over 30 11 percent increase from the time we started, we actually 12 moved in this direction and started tracking it. So that's 13 meaningful and still at the early stages of construction 14 where we really expect to move far closer to the 30 percent 15 aspirational goal that we have. 16 Ernie, did you have anything on that? 17 COMMITTEE MEMBER CAMACHO: No. 18 COMMITTEE CHAIR RICHARDS: Okay. 19 Joe -- we'll go ahead to the -- on that, but any 20 other questions on any of the supporting reports behind the 21 Executive Summary? If there are none, then Joe will move 22 on over to Operations. 23 MR. HEDGES: Good morning. 24 COMMITTEE CHAIR RICHARDS: Good morning. 25 MR. HEDGES: Let me start by answering the

questions from the last Board Meeting then I'll just flow back into the status after that.

First question, I'm going to answer these out of a little bit of sequence in order, so it has a little bit flow. Provide full cost with a side-by-side basis between Merced and Bakersfield and V-to-V to include the full cost of operation. What you're looking here is for the O&M cost.

The approximate O&M cost with regards to the Valley-to-Valley Bakersfield to San Francisco is about \$255 million a year compared to a Merced to Bakersfield is 105. Now, this kind of makes linear sense when you compare that there in a Valley-to-Valley there's 305 miles of track to 175. And also too, with available to service with regards to Valley-to-Valley we'll have about 16 trains associated with it and Merced to Bakersfield is about 6. So again it's all proportionate, all kind of aligns out.

This is what came from the 2018 Business Plan and from an analysis that the ETO provided. Okay. Questions?

COMMITTEE CHAIR RICHARDS: Well, are you going through the Executive Summary now?

MR. HEDGES: Sir, I was just going to answer your questions and then go through it.

COMMITTEE CHAIR RICHARDS: Go through what -- yeah, let's go through the Executive Summary.

MR. HEDGES: Yes, sir. All right, let me go through your Executive Summary. I was going to kind of flow down to that, is to touch upon currently right now with regards to we'll talk with -- let's talk overall here.

Last month, we had an uptick in progress in the Valley by 21 percent. Total invoice of all -- just remember this is the March data that I'm talking about, ending March 31st -- is that total invoice amount of the three CPs was at 19.3, compared to the previous month of 16 million. So an uptick of about 21 percent, which is a good sign. You're gradually starting to see it grow and gain momentum.

Also saw about the same association with number of hours worked in the Valley. So again it's nice upswing. Things are up progressing as we speak.

Now, with regards to looking at each of the CPs, the best would be is to progress to --

COMMITTEE CHAIR RICHARDS: Well, let me ask you, here's what we'd like to see. In the Executive Summary we'd like you to follow the presentation. It makes it easier for us to follow what you're talking about.

MR. HEDGES: Yes, sir.

ROW Acquisition, first off or basically straight off ROW Acquisition, the total number of acquisitions with regards to the overall number decreased by 10. Now, that's

associated with total partial count, increased by 22. This is a good sign because what you're starting to see is what I call the final answer with regards to --

(Colloquy re: audio/mic issues.)

MR. HEDGES: I take this to be a good sign, because this is a coming to the reality of the grips of what the final answer is with regards to the alignment. As we're looking through the utilities, we're actually starting now to get to that final footprint, which is very critical and I'll talk to you about that in a minute.

Also too, what's also important is that ROW was able to deliver 34 parcels during that month. So again, you're seeing their production up. You're seeing this come to a fixation on exactly what the numbers are.

The emphasis of ROW right now is to focus, as I emphasized before, and that is on these design holds. Currently there are 67 design holds, parcels that are on hold. I want to get those off hold. And that's a determination in design, what is the requirement? Is there an exact need or not? Ask the agency either to put them into the count and start the acquisition process on them or to see if we can figure out a design solution around them.

All 67 are usually associated with third parties type conflicts.

COMMITTEE CHAIR RICHARDS: Are those on hold

impacting progress?

MR. HEDGES: They are on hold right now. The emphasis is right now to drive those off hold. I'll talk to you in a minute about the third parties. That's where the emphasis is right now, driving on the third parties as in to figure out what is the final acquisition needs.

What's important to understand if you look back as a holistic on ROW is this, is that during the initial — the estimate at ROW would have been about 1250. That was the original estimate for ROW. Now, you can see that it's grown with primary, and what I call sequential takes. This is where we took the primary parcel and have gone back after that primary parcel was taken and taken sequential parcels.

Also too, there's a series of parcels of what I call impacted parcels where we had started the acquisition process, marched our way through in some places narrowly to completion and had to go back as that parcel was adjusted. When you account for all of that, the whole number of ROW actions is nearly double from the original estimate.

That is why this whole process has been laboring for the last seven years, so it's a good study. And it gives us an idea of focus on what we need to be doing. And that is coming to that final answer, what is the alignment that we need, right? And only take the next series of

right-of-way once. You know, be methodical about this, go through the design process, establish that footprint and take it once.

COMMITTEE MEMBER CAMACHO: The -- a question?

COMMITTEE CHAIR RICHARDS: Sure, please.

COMMITTEE MEMBER CAMACHO: The 34 parcels that you're referring to, Joe, which areas are they impacted? The CP1, 2-3?

MR. HEDGES: They're throughout the whole alignment, but you'll see the majority of those is in CP2-3, which has the biggest number, right now, of I think it's 228 parcels left on there. So again proportionally that's where it's at right now.

COMMITTEE MEMBER CAMACHO: But does that reflect their construction activity as well, since there's more parcels been released? Is CP2-3 the one that is ticking the highest in terms of more production, or is it 4?

MR. HEDGES: 4 is absolutely where it is, because 4 had -- you go through -- as I'll go through I'll walk you through what I call the circles. You can see that 4 had most of its ROW procured. That we're right now just doing cleanup and basically these utility parcels as we speak.

So overall, what was holding 4 was an environmental. We've been working systemically with CDFW right now. We've revamped those processes. We have

initiated a series of partnering at the executive level. It weekly, have contact with the Director of CDFW. We're methodically putting these amendments and incidental take (phonetic) permits through. So you're seeing that alignment open up the fastest.

COMMITTEE MEMBER CAMACHO: We've talked about the problems we've had in construction as being the right-of-way, but we've also talked about the third-party agreements also holding up the construction activity. Is the third-party agreements making changes or are those wrapped up into that 34 parcels?

MR. HEDGES: No, sir. Actually we've made tremendous impact in being able to release what I call some of the -- if you go back and you study what's been holding this in place for seven years is there's been tremendous progress by the staff in the last couple of months.

Let me cite examples: PG&E, all right? For the first time in the seven years, we're having basically that PG&E is starting to deliver the first parcels. We have the first schedule of what we call pre-construction surveys happening in the next two weeks, which is each of those -- each construction allows us to move utilities and then to break sites free. So you're going to see, as we have these, more sites broke free. And again as I can give you the predictions, and to look forward with regards to again

this analysis of each CP, what's holding it.

You can see, if you look at the wheel charts, that ROW is not the holding factor. What predominantly is the holding factor is the utilities. It's the third parties. Thus that's where the focus has been.

Now, again we've had tremendous success with regards to AT&T. AT&Ts works under way, predominantly in the southern half of CP1, making great progress there.

It's methodical since we're dealing with basically splicing

glass. It's tied to the number of work that you can do in one manhole at a time.

Sempra's designs or Southern Cal Gas's designs are well underway. PG&E and BNFS Master Agreement, as reported two months ago was signed. That has allowed us to start moving on right-of-way.

Again, if you look at -- predominantly you look at CP1, the predominance of their 64 remaining parcels, I think 48 of those are associated with BNSF. So those are easily cleared.

So you can see that except for the CP2-3, the right-of-way is diminishing down. Again, we're going to add parcels, subtract parcels as we work our way through these final adjustments to the utilities.

COMMITTEE CHAIR RICHARDS: Okay. All right, let's continue.

1 COMMITTEE MEMBER CAMACHO: Thank you.

MR. HEDGES: Yes, sir.

participate.

So that then will take us to project development. The best way to talk about project development is probably is to switch over to here is to talk about the advancing now. This relates to the presentation that was given to the Board two months ago with regards to how the alignment is advancing.

COMMITTEE CHAIR RICHARDS: Can we just take -this is the next item on the agenda, on your Central Valley
Update; is that what you're talking about?

MR. HEDGES: Yes, sir.

COMMITTEE CHAIR RICHARDS: Okay. Can we --

MR. HEDGES: Let me talk specifically -- before I do that I'll talk to the RODs and give you an update and status with regards to the RODs and NODs. As we reported is we're advancing a CEQA First Strategy. That CEQA First Strategy is underway. It has impact though to our schedule. Without having that we'll announce that basically in series is sequential NEPA and CEQA reviews, CEQA followed by NEPA if FRA does not come online. Now, we're advancing all of the documents to FRA assuming that they are participating and giving them the opportunity to

Now with regards to those, we just basically --

we just advanced the Wye to them, so they just saw basically Northern Merced. So that's advancing, CEQA is advancing there. And then as you know that in the LGA we have achieved CEQA predominantly last September. And with regards to the state's reviews there is done and we're advancing that. So it's sitting at -- the LGA right now is sitting with FRA.

So again, is you're seeing with regards to the advancement that will be presented with the schedule today, that we're on that revised schedule. There's really no issues. Everything is working very well. We're working through the various sections. Everything is scheduled for regards to a CEQA First Strategy with regards to a 2021

COMMITTEE CHAIR RICHARDS: Okay.

date of completion. No major issues.

MR. HEDGES: With regards to swapping over to the CPs, currently right now --

COMMITTEE CHAIR RICHARDS: What about third party?

MR. HEDGES: Third party right now is -- third party is advancing as I reported to you is that with regards to AT&T, is underway. We have, basically work underway, all the agreements are in place.

Running through the list is that AT&T, PG&E's, basically has a backlog of nearly 100 packages to them

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    right now that they're working their way through to achieve
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    the concept of our construction walk downs. So they have a
 3
    backlog.
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              We were just basically -- got as I reported
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    before -- the first of those walk downs or scheduled walk
    downs are scheduled in the next couple of weeks, which will
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    free -- each one of those will free up a site. There is
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    another 10 plus standing in back of those. So again,
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    you'll see a flow coming out of PG&E for the first time in
10
    several years.
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              COMMITTEE CHAIR RICHARDS: Okay, so we understand
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    the backlog. Have you got a schedule?
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              MR. HEDGES: We're having a schedule right now
    produced. We're trying to work with PG&E as to clear this
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    backlog and get that out. Next week I'll have that
16
    schedule.
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              COMMITTEE CHAIR RICHARDS: Okay. Could you
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    present it to us next month?
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              MR. HEDGES: Yes, sir.
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              COMMITTEE CHAIR RICHARDS:
                                          Thank you.
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              COMMITTEE MEMBER MILLER: Is that a schedule --
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    I'm sorry.
              COMMITTEE CHAIR RICHARDS: No, go ahead.
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              COMMITTEE MEMBER MILLER: Is that a schedule for
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    all third parties, not just PG&E?
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MR. HEDGES: It's now -- right now it's predominantly I have a utility tracker list for all of it where it is coming online with regards to the confidence reports. So we will have -- I'll show all the major ones. That'll be PG&E, UP, the remaining major ones, PG&E, UP and Sempra.

COMMITTEE MEMBER MILLER: Okay.

MR. HEDGES: With regards to the IDs, there are onesies, twosies that are pretty much.

COMMITTEE MEMBER MILLER: They're on that. Okay.

MR. HEDGES: Now all the issues with regards to the individual irrigation districts seem to have been resolved, right? And we're working through those issues. Again, is their onesies and twosies tied to specific sites. So there's nothing there. I don't see any issues holding the irrigation districts. Southern Cal, Sempra Gas, those designs are starting to advance forward. The one that we worked on last month with vigor is UP. UP is predominantly in CP1 and the northern part of CP2-3.

We're right now have started a focus group with the contractor with TPZ and brought in some additional consultants, asked them to be able provide quality control and review, met with UP executives last month. I'm trying to break that backlog and get that flow going.

Now with that, that allows us to do the work,

1 predominantly the critical work to opening up CP1, is in 2 tied associated with that agreement with regards to I'd 3 like to get the Shoofly, the Fresno Shoofly underway, then 4 start that southern portion of that viaduct. 5 COMMITTEE CHAIR RICHARDS: Okay. MR. HEDGES: Those are -- that's the emphasis and 6 7 that's the drive there. 8 COMMITTEE MEMBER MILLER: Thank you. 9 MR. HEDGES: CPs. CPs, you can look here is that with regards to our June predictions that there's 33 10 11 structures total. 12 COMMITTEE CHAIR RICHARDS: Joe, are you going to 13 talk about the Contract Management and also Finance and 14 Budget? 15 MR. HEDGES: Yes, sir. We can talk about Finance 16 and Budget. 17 COMMITTEE CHAIR RICHARDS: Just I'd like you to 18 just stay on the agenda and then we'll go to your report. 19 MR. HEDGES: Yes, sir. As you can see right now, 20 is that CP1 is at -- the project is approximately 93 21 percent of the contract duration and is about at 60 percent 22 of its contract value. To put that into terms here sir, 23 that is the current contract value is at 1.5 billion. As 24 of date they've expended 9 million and 935. The remaining

balance is approximately 629.

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1 COMMITTEE CHAIR RICHARDS: Say that again? 2 MR. HEDGES: The current contract value is 1.56. 3 They've expended --4 COMMITTEE CHAIR RICHARDS: Billion? 5 MR. HEDGES: -- billion. They've expended 935 6 million. The remaining balance is approximately 629. 7 March invoice was 7.2 million, compared to last month of 8 6.4 million, which is an increase of 12 percent. 9 COMMITTEE MEMBER CAMACHO: Going forward, Joe, what do you project that the revenue should be in order for 10 11 them to make schedule? 12 MR. HEDGES: Well to make schedule right now, 13 sir, with regards for them to coming up online as we clear, 14 right now they're currently working -- we have work 15 underway at every known site. I expect them to here is 16 probably to increase this amount probably to grow back up 17 to, in the interim as we march up to June, to about 10 18 million is what I expect. 19 Now if you want at full production, what should 20 they be at full production, their full production should be 21 probably between 35 and 40 million, once the whole 22 alignment is cleared. 23 COMMITTEE MEMBER CAMACHO: But in order to make 24 the original schedule they would have to be in excess of 25 more than 100 million?

MR. HEDGES: Sir, with the original schedule, I'm a little bit confused by that terminology is where -- the original schedule they should have been completed by now. So with regards to at what rate should they be performing? Yes, sir. The alignment should have been cleared by now and their production should have been done, as we speak. Now if you look at the original invoice amounts -- I have to go back and do some analysis -- but my guess is it was probably at an average probably about 30-32 million a month. COMMITTEE MEMBER CAMACHO: We've accelerated. We've asked them to accelerate I guess, each of the CPs? MR. HEDGES: No, sir. I have not asked for any acceleration right, because I do not want to invoke acceleration until we are able to define what acceleration I want to buy specific. If we have to buy acceleration, I want to be very careful. I want to define the terms of this acceleration, ensure that there is parameters that verify that acceleration has been achieved. The only contractor that's been as of to date has been asked to accelerate and that was basically CP1, where approximately years ago that they were presented a \$13 million mod for acceleration. COMMITTEE MEMBER CAMACHO: Okay. Thank you.

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MR. HEDGES: With the others, until the revised

baseline schedules are complete I have no intent of asking or coming up with acceleration strategies. I want to, again is I want to make sure that if they achieve acceleration right, the parameters of acceleration, they receive the risk reward for that. If they don't then those should remain with the Authority.

COMMITTEE MEMBER CAMACHO: But that's only the mechanism we have to close the gap to get them to complete sooner. Then acceleration is generally the accepted method for doing that.

MR. HEDGES: Again, sir, with regards to achieving the goal with regards to CP1 through 4 is achieving the 12-22 date associated with ARRA. So with regards to that, we'll look for opportunities if it is necessitated and that there is a rate of return on that acceleration to take those opportunities.

COMMITTEE MEMBER CAMACHO: Well, I don't want to belabor the subject, but yeah just one last question.

COMMITTEE CHAIR RICHARDS: Sure.

COMMITTEE MEMBER CAMACHO: In order for us to achieve ARRA, we're going to have to do better than 10 or 12 or 15 or 20 million a month. So at some point they have to accelerate in order to achieve ARRA.

MR. HEDGES: At some point.

COMMITTEE MEMBER CAMACHO: Thank you, Joe.

1 COMMITTEE CHAIR RICHARDS: Let's just carry this 2 on when we get to your Central Valley Status Update. Okay? 3 MR. HEDGES: Yes, sir. 4 COMMITTEE CHAIR RICHARDS: So let's just finish 5 up with your Executive Summary. 6 MR. HEDGES: CP2-3 is basically, as you can read 7 here, is that they have consumed about 76.3 percent of the 8 contract time through March. And that is compared 9 basically with a 44.6 contract amount as a comparison to 10 earned in time. 11 CP4 is basically they are at 56.8 with regards to 12 their contract time, compared to 26.2 percent of contract 13 amount earned. 14 SR 99, as we reported before, is in its final 15 completion stages. They're just basically predominantly 16 doing wrap up. 17 COMMITTEE CHAIR RICHARDS: On CP4, we executed a 18 Change Order. Was that reported on the web site? 19 MR. HEDGES: Yes, sir. It was posted. I was 20 going to talk about it. It is tied to the idea that we 21 have brought -- there was a \$40 million modification. 22 was signed in 3-6. It's tied to -- it brought 23 basically CP4 current with regards to time and delay, up to 24 February of '19. 25 It also took and it settled all of the issues

1 associated with that except for eight major issues that are 2 currently in the process, so all the issues were resolved. 3 The backlog of claims were rolled into this, into kind of a 4 clear-all mod, so it was a very good strategic move. 5 Now, we're also doing the same thing right now 6 regards to CP1. The last time that its time was brought 7 current was December of '15. That's underway. And then we also are doing the same thing with CP2-3. The last time it 8 9 was brought current was August of '17. These two --10 bringing these schedules current is critical in 11 establishing -- which are alluding to earning is 12 establishing what is the contract completion dates, so that 13 bring them current, so that you can then apply the 14 principles of construction management to determine what are 15 the opportunities for acceleration. 16 COMMITTEE CHAIR RICHARDS: Okav. 17 MR. HEDGES: That simultaneously working with 18 bringing on revised baseline schedules, is key and 19 essential to doing this. 20 COMMITTEE CHAIR RICHARDS: All right. 21 have anything on the specific CP Project Update reports? 22 MR. HEDGES: With regard to each of the CPs? 23 COMMITTEE CHAIR RICHARDS: 24 MR. HEDGES: Yes, sir. I can talk to you --25 COMMITTEE CHAIR RICHARDS: No. I'm just asking

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do you have anything for us that you want to point out?
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 2
    This would start in tab 14?
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              MR. HEDGES: No, sir. I think unless there's
 4
    questions, specific questions?
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              COMMITTEE CHAIR RICHARDS: Any questions from the
    Committee?
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 7
              COMMITTEE MEMBER MILLER: I don't, no.
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              COMMITTEE CHAIR RICHARDS: All right. Ernie, any
9
    questions?
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              COMMITTEE MEMBER CAMACHO:
                                          No.
11
              COMMITTEE CHAIR RICHARDS: Okay. All right, Joe.
12
    Thank you. Let's move on to Item Number Five, the Central
13
    Valley Update.
14
              MR. HEDGES: Central Valley Update, sir, it's all
15
    kind of linked together. Let's just kind of --
              COMMITTEE CHAIR RICHARDS: Do we have another
16
17
    copy of the Central Valley Update? Thank you. Here you
18
    go.
19
              COMMITTEE MEMBER MILLER: We're looking at the
20
    one dated 5-20?
21
              MR. HEDGES: Yes, ma'am.
22
              COMMITTEE CHAIR RICHARDS: 5-21.
              MR. HEDGES: What I call the wheel charts.
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24
              (Off mic colloquy.)
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              COMMITTEE CHAIR RICHARDS: All right, Joe.
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1 ahead.

MR. HEDGES: Yes, sir. Let me explain to you, again, for a quick kind of what you're looking at.

COMMITTEE CHAIR RICHARDS: Okay.

MR. HEDGES: These three up here with January was the Baseline that was briefed against to the Board.

There's two interim goals, right. The interim goals are currently is to achieve what I report to the Board in June. And then below is basically it's this month and last month, so that you can have a visual of how things are advancing.

It is broken down into two sections. One is structures, which is number of structures. And the other is in miles of alignment.

CP1. Let's talk about guideway alignment. There is approximately 29.2 miles of current guideway in the alignment as we speak. In February, there was 26 percent clear, 7.75 miles. Currently there is the same amount. We have made no progress with regard to the Claremont (phonetic) Alignment.

You can see though what's important here is this understanding. Again, I talked to you about ROW. If you look at the inner circle you can see that ROW not holding that. That is not the issue. The issue is out in the outer circle with regards to the aspect of that's really just three things. Utilities, which I would say is the

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    highest and most critical. And design, design and
 2
    utilities are currently linked together with regards to
 3
    advancing those utility designs as into to move those
    utilities forward. Utilities is a follow item of design,
 4
 5
    okay? So again, it's focus on design, advance of the
 6
    designs forward as to move the utilities as to close out
 7
    the last of the ROW.
 8
              Environmental, all of the environmental is
9
    underway. As we speak right now we have a success with
10
    CDFW last month. There was a piece of the northern, about
    two-and-a-half miles that was associated with the Hairy
11
12
    Orcutt Grass Preserve that we established. That's been
13
    established. CDFW is going to give us the permit amendment
14
    that will allow us then to start work in that alignment, so
15
    good news for you. Compliments to Mark and crew.
16
              Now, with regards to --
17
              COMMITTEE CHAIR RICHARDS: Could you keep telling
18
    us what page you're on?
19
              MR. HEDGES: Yes, sir.
20
              COMMITTEE CHAIR RICHARDS:
                                         Two things I'd like to
21
    ask.
22
              MR. HEDGES: I'm sorry, I jumped over the page.
23
              COMMITTEE CHAIR RICHARDS:
                                         That's okay.
                                                        Just
24
    wait a second, Joe.
25
              MR. HEDGES: I jumped over page two.
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1 COMMITTEE CHAIR RICHARDS: Joe? Just one moment, 2 the two things I know I mentioned to you. It would be very 3 helpful to the Committee that we get this in advance of the 4 meeting, so I know that that's going to get rectified next 5 month. 6 Secondly, we've got people sitting in the 7 audience and we're sitting and going through things. don't know if they have a clue what we're talking about. 8 9 Are copies -- enough copies made of this that we've handed 10 out to people in the audience who want to see what we're 11 reviewing? 12 UNIDENTIFIED SPEAKER: Yes. (Indecipherable.) 13 COMMITTEE CHAIR RICHARDS: Okay, fine. 14 everybody does have those? Okay. Thank you. Okay. 15 Appreciate that. 16 All right, Joe, just keep telling us what page 17 you're on, so we --18 MR. HEDGES: You're on page two right now, sir. 19 I jumped over to page three. 20 COMMITTEE CHAIR RICHARDS: All right. Thank you. 21 MR. HEDGES: Page two talks to CP1 to the 22 structures. There're 33 structures basically on schedule. 23 As you can see currently, 14 structures have been cleared. 24 Out of those, 4 completed, 10 are underway, so good 25 progress.

Now, this is also with regards to we're going to have a windfall. Two more structures will be cleared next month. As we open two of the bridges in the north with regards to -- we're going to open Avenues 8 and 11.

Senator Beall was involved in the ribbon cutting there, so we're opening those two bridges and turning them over. And then because they're adjacent bridges, the issue with regards to the bridges is that you cannot close two adjacent streets. And with regards to the opening the one street, this allows us then to close the adjacent and then allow us to begin work. So you have two new structures up in the north open, so which is another good success story.

COMMITTEE CHAIR RICHARDS: Good.

MR. HEDGES: Again, you can see here that ROW is in advance of the structures. ROW currently is not holding those structures right now. What's in question right now again is holding predominantly those structures -- again goes back to the utilities. You can see that is 14, 4 complete, 10 underway that's currently being held right now by the number of utilities.

I've already spoke to page three. Page four is, if what you're looking at basically here is at the rates these are anticipated to actual. You can see that we're a little bit behind on the number of structures as we speak. But you can see that with the opening of the two bridges

that will close that next month.

Guideway is predominantly, like I said before, is being held tight by the utilities. So hopefully we can break UP free. And then you'll see it coming up in advance of its projection of being in July.

Again this is consistent to what was originally presented to the Board.

Going to page five this talks to ROW, by the numbers. You can see that the number of parcels, overall parcels with regards to the take was diminished by two. This was basically by focusing on the utilities. This right here is where you should be looking at, is that the number of parcels has diminished by two with regards to establishing a solution to via design by acquisition.

Number of parcels is -- number of take -- the parcels delivered has not increased in CP1. But again of the remaining 61 parcels, you can see that 49 of those are associated with rail road that are easily rectified once those agreements are put in place in those needs. It does not require the lengthy ROW process.

With regards to the signing of the BNSF agreement, so everything here you can see is predominantly ready to. You're down to a very small minority of road takes -- approximately about a dozen.

Going to page six of getting to construction, the

critical actions with regards to environmental CDFW, the intrusion barrier protection system on the re-exam is underway. No issues associated with that. That document has been prepared.

Hairy Orcutt, as I reported, is broke free. We should have that agreement in place this month to allow us to start work.

PG&E is advancing. Currently right now, the emphasis is on reviewing the designs that are older than six months, RFC designs that are older than six months and that are stale. We review those and get those into the process as they'll allow, basically those RFC designs and the land documentation to be compiled into a preconstruction survey as in to advance those utilities for CP1.

Irrigation districts again a little bit of issue with FID, but that should be resolved this week. AT&T, the cutovers are in progress and on schedule. UPR, again as I've alluded to is our focus issue of the month. Hopefully we'll get that done.

With regards to underway right not is to bring this contract current on this last date was basically tied back to December of '15. We're doing the time impact analysis as we speak. I want to bring that up to within a month or two of where we're at right now.

The intrusion barrier protection system, those requirements, we've gone back to UP. We're redefining those requirements and making sure that we got them right. It is in the process of a redesign, as in to reduce the cost to get to the exact requirement as we speak and then that will allow a negotiation.

MSE walls, that agreement is close to being finalized or actually that is finalized, that is what I asked for money last month for.

The northern extension with regards to -- we went through the north extension as you're aware of. We went through three different alignments. We're in the process right now.

The best way that I can think of this is the most fair and equitable way for both the Authority and the contractor was we are preparing basically estimates associated with the final alignment, the cost associated with the final alignment. We will negotiate that. We will apply then the funds of the previous awarded mods to Alignment Number 1 to that and to come to a reckoning to with regards to settling to a delta. (phonetic) Either the contractor will owe us money or we'll owe the contractor money as we go through those three estimates.

It is going to be in this third alignment that we're on, which is the final alignment, it allows us then

right now to adjust to the utilities and to achieve the right-of-way that we need and then to account for the contractor's means and methods, which is precast beams, vice cast in place construction, which is to the benefit of the state. It's a lesser construction.

Herndon Avenue is -- I came to the Board last month with regards to funding for that. So again as you can see that we're focusing predominantly in engaging with the third parties into UP and to driving those UP designs, design variances, and trying to get our hands around those.

Utility provisional sums, currently with regards to the Board action today we'll replenish the provisional sum money. We're in predominantly with PG&E is finalizing the last designs and going back refreshing the RFC completed packages that are over six months old.

ROW, the focus of ROW with regards to CP1 is in a lead follow, they're being the follow activity. As the utility designs are finalized is then to establish the final footprints as to determine what if any if there's going to be additional ROW requirements.

And again is remember March, February, were extremely wet months.

COMMITTEE CHAIR RICHARDS: Okay, let me, let me just suggest something, Joe. Through the course of this presentation on this CP1 page that you've just completed,

so what we're hearing is we're hearing a lot of underways, on schedule, bring it up, in process. And I'm sure that you've got dates associated with those things. It makes it harder for us to assess whether or not we are losing schedule, on schedule, ahead of schedule. So in the areas that you're presenting, as appropriate on this report, would you please put what this means in terms of where are we, the date that we're expecting some level of performance, because we don't know how to follow it.

And so we don't know how to either be critical or to pat you on the back and suggest great job, because we don't know what the expectation is as to when this is going to be done --

MR. HEDGES: Understood, sir.

committee Chair Richards: -- in line with everything else. And the big game here -- it's not a game, but the big test here is December 31, 2022. Okay. So we've got to feel comfortable up here how we're moving towards meeting the date. We realize the challenge you've got and the unknowns. But we've got to have the appropriate amount of information, so we know how to asses where we think we are from what you're saying.

MR. HEDGES: Yes, sir. And again is hopefully the key there is what I'm trying to drive at -- is it's quintessential to be up to that. This is these revised

baseline schedules and establishing what is the contract completion dates, bringing them basically, cleaning these contracts up. There are multiple years stale, as in to be able to establish what is the contract completion date, as to hold the contractors accountable too. That's all underway as we speak.

COMMITTEE CHAIR RICHARDS: Okay. And when will we expect to see that then Joe?

MR. HEDGES: Sir, my guess is right now, final stages of CP1 is being done right now. CP2-3 is underway, probably another month, month and a half. CP4, with regards to, as I alluded to with the mod that was cut -- the broader current, (phonetic) we're in the final reviews of the RBS schedule. So CP4 will definitely be out next month.

COMMITTEE CHAIR RICHARDS: Okay, so in other words what you're -- we're not tasking you with anything beyond what you're already doing. So you can be reporting to the committee where we are with regards to those schedules, which all tie into our performance in 2022.

MR. HEDGES: Yes, sir. And again it's linking.

One of the things that we're doing in this schedules is

we're going through each of the schedules basically. If I

were to draw circles, I would draw the circles as and to

the construction circle is not a complex circle. This

construction is very straightforward. It's building basically a two-lane highway with a bunch of established pre-cast structures with abutments. Not complex.

been struggling with, the larger circle is in the upfront pieces of this. It's clearly no alignment. What I hope to have in the next month, month-and-a-half is what I call the play book of state actions tied back to that schedule. It lists the critical dates associated with state actions, i.e. a piece of right-of way-delivery. This date has to ensure that we are hitting it and to establish with regards to future schedule updates if it is excusable delay or compensable delay. And that's what we're in the process right now of building, complex, detailed to do since we're in the nuances of each of the processes associated with each of the third parties.

COMMITTEE CHAIR RICHARDS: Yeah. At what meeting then are you confident that you can make that presentation?

MR. HEDGES: I'll have that, sir, probably in June.

COMMITTEE CHAIR RICHARDS: Okay. That's next month. You'll have all of this next month?

MR. HEDGES: Well, June, July. I forgot it was (indiscernible) it'll be July, sir. Time flies when you're working so hard.

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1
              COMMITTEE CHAIR RICHARDS: All right. Then it'll
 2
    be agenda-ized for the July meeting.
 3
              MR. HEDGES: Yes, sir.
              COMMITTEE CHAIR RICHARDS:
 4
                                         Tom? Tom?
                                                      So I just
 5
    want to make sure that's -- or Russ you have guys have a
 6
    July meeting?
 7
              MR. FONG: Yeah, we do.
 8
              COMMITTEE CHAIR RICHARDS: All right.
              COMMITTEE MEMBER MILLER: So can I just add a
 9
    follow-up?
10
11
              COMMITTEE CHAIR RICHARDS: Sure.
12
              COMMITTEE MEMBER MILLER: I'm reading your charts
13
    as showing progress monthly and these are your forecasts on
14
    the top.
15
              MR. HEDGES: Yes, ma'am.
16
              COMMITTEE MEMBER MILLER: Is there anything that
17
    you're telling us today that would change your forecasts on
18
    the top?
19
              MR. HEDGES: No.
                                Right now we're pressing hard,
20
    things are changing in the force daily as we're working
21
    with these third parties. But everything looks to be on
22
    projection or slightly above projections.
23
              COMMITTEE MEMBER MILLER: Okay, so that's good
24
    news.
25
              MR. HEDGES: It is good news and that's kind of
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1 linking it back to what I reported to the Board. That's 2 what all this ties to, the Board presentation. So we are 3 advancing on what we say is to a schedule to if you look at 4 those June projections, and that's why I put June and 5 December. The key though, is to see if we can force and move -- the objective here is to force and move as much as 6 7 is cleared that we can get upfront and avoid some of this 8 long delay, which is associated with ROW. 9 What I'm looking to do with ROW right now is 10 figure out if there's a design solution, device acquisition 11 solutions to solving the problem. Because in ROW 12 acquisition, if the parcel is not underway, if we have to 13 go through a combination, it could be a year process as in 14 to clear that right-of-way. 15 So optimum to accelerate is to look for these opportunities as in to seek a design solution like a 16 17 retaining wall that might have associated a cost to the state for a contract to move and to relocate those 18 19 utilities for a more optimum way --20 UNIDENTIFIED SPEAKER: Sorry, Joe. 21 cutting out on the mic there. 22 MR. HEDGES: Is that better? 23 UNIDENTIFIED SPEAKER: Yes, sir. 24 MR. HEDGES: Okay. So again that process is

underway. And again it is literally, to use an analogy

25

here, it's a bowl of spaghetti where we've had to take the bowl, dump it on the table and sort out each noodle one-by-one going through the hundred plus 61 miles of alignment right now, site-by-site, mile-by-mile as in to determine what is holding each site, each mile held.

COMMITTEE MEMBER MILLER: Great. Let's go onto CP2-3.

MR. HEDGES: Yeah. Everything is underway as we speak right now.

COMMITTEE CHAIR RICHARDS: All right. Just pick out the main points that you want to highlight on your reports on CP2-3 and 4.

MR. HEDGES: Yes, sir. CP2-3 here's the good news is page eight, out of the 65 miles of guideway 55 miles of it are now cleared, made substantial progress there.

COMMITTEE MEMBER MILLER: Ahead of schedule.

MR. HEDGES: Yeah. It's good, however the contrast against what is bad -- okay. You need to go back to page seven. This is what's bad with CP2-3. The sites, the infrastructure sites, right? And then understand there are 50 infrastructure sites. As we speak, only four of those are cleared. Now, you're going to see these sites, moving quickly, being cleared. Most of them are held down by one or two utilities. As we're working our way through

those, those are going to be clearing.

Just as into the sites, my guess is that by next month we'll have three to four more sites cleared here, so you'll see s doubling with regards to the number of sites cleared.

But this is the focus right now. This is what I'm driving at is to clear these sites, because you can see with the completion of the project that it is linked to these sites. Now, understanding that with regards to achieving a 12 or a 12-22 date, okay? That there are two types of structures. There's Type 1 structures, Type 2 structures. Type 1 Structure, something that the railroad goes over, uses. Type 2 Structure is something that conveys over an overpass.

Now, coming up with an acceleration strategy that makes sense, the emphasis right now is to complete the Type 1 structures as to be able to lay track. We might be completing some of the Type 2 structures as track passes us. So we're looking at all of those battle strategies as we advance the read baseline schedule forward.

COMMITTEE CHAIR RICHARDS: Okay. Go ahead.

MR. HEDGES: Again, as if you look at page nine, you can see with regards to the huge step up with regards to the alignment. This is associated predominantly being driven by environmental clearances.

Now, if you look at page 10, it is the ROW status. You can see that the ROW is progressing. But again the issue right now is the 66 that are on hold, parcels that are on hold. We need to drive these off hold and either do two things. Either eliminate the necessity of these parcels and drive the total count down or initiate their acquisition in the ROW. Okay. That's the drive right now with CP2-3.

there is 11 structures there, a small minority compared to 2-3. Right now, 3 are underway, we've cleared basically 4 for utilities. But what's interesting to understand is that there are not one-to-one clearances. The good news is this. As we speak the longest structure, the most complex structure in CP4, the Wasco Viaduct has started construction. So we're very excited about that. Starting basically the test piles on that, that southern, which is going to have a huge uptick with regards to revenue. That's where you gain a lot of revenue is work focus on the structures.

COMMITTEE CHAIR RICHARDS: Okay.

MR. HEDGES: You can see with regards to the alignment, the guideway that currently right now there is 10.5 miles cleared of the 21, so we're over half. And this alignment is coming online, which predominantly holding

this alignment here is environmental. So as this is coming online, we're clearing this and then you're going to see this basic limit.

It is very impressive right now. If you go down to CP4, you saw that they had a huge uptick with their 26 percent.

UNIDENTIFIED SPEAKER: I'm sorry, your mic isn't picking up for whatever reason.

MR. HEDGES: Test, one two. We had a 26 percent uptick in the revenue last month predominantly associated with work on the guideway, on the alignment.

If you focus back to CP4 you can see again is that right now on slide 19 --

UNIDENTIFIED SPEAKER: Your mic cut out again.

MR. HEDGES: I think the batteries are out on that one. Is right here is that -- you can see right now is that there's a total (indecipherable) currently at 190 parcels, 163 of those have been delivered. Now that is right-of-way delivered, 16 parcels during the month of March, 8 of those parcels are associated with regards to the remaining 26 who are associated with the railroad. So again you can see that you're down to literally 16 parcels.

Now, some of those parcels to answer Ernie's question with regards to the critical path, if I was to say if there's any parcels on the critical path there are two

key critical parcels that are on the critical path in that 1 2 alignment that are being resolved as we speak. 3 COMMITTEE MEMBER CAMACHO: So we still have a 4 listing of those that are critical, that need attending first? 5 MR. HEDGES: Yes, we do. The most needed to get 6 7 to open up that guideway right now. Now, I can tell you this is kind of the paratrooper analogy with regards to 8 9 they're all around us. Almost every piece of right-of-way 10 is critical now. Because with each piece of right-of-way, 11 it allows us either to open up a site that we are moving to 12 and starting construction or opening up another piece of a 13 mile of alignment. So any place that we can create an opening to work, that is what we're pursuing right now. 14 15 And our approach is methodically going through 16 trying to eliminate the need for future right-of-way 17 through design and then getting these third parties 18 underway. 19 COMMITTEE MEMBER CAMACHO: 20 MR. HEDGES: That sums it up, sir. 21 COMMITTEE CHAIR RICHARDS: All right. Thank you. 22 MR. HEDGES: Unless there are questions. 23 COMMITTEE CHAIR RICHARDS: Any other questions for Joe? 24 25 (No audible response.)

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1
              All right, Joe. Thank you.
 2
              I have no current issues. Do you Mr. Chair.
 3
              CHAIR MENDONCA: Just that to summarize the next
 4
    steps from what you said at the start of the meeting would
 5
    be great.
              COMMITTEE CHAIR RICHARDS:
 6
                                          Okay.
 7
              (Off mic colloquy.)
 8
              CHAIR MENDONCA: Yeah, no I don't any other
9
    issues.
10
              COMMITTEE CHAIR RICHARDS: Okay. Do you want me
11
    to summarize it?
12
              CHAIR MENDONCA: Okay. All right, thank you.
13
              Then Mr. CEO, if you've got anything you'd like
14
    to write for us? You sure? Okay.
15
              COMMITTEE MEMBER CAMACHO: No blackboard.
16
    (Laughter.)
17
              COMMITTEE CHAIR RICHARDS: All right. Ernie?
18
    Nancy?
19
              COMMITTEE MEMBER CAMACHO: No.
20
              COMMITTEE CHAIR RICHARDS: All right.
21
    meeting is adjourned. Thank you. We'll start in just a
22
    few minutes with the board meeting.
23
         (The California High-Speed Rail Authority Finance and
24
         Audit Committee Meeting was adjourned at 9:41 a.m.)
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