

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, June 10, 2010
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Nathaniel Ford, Chair
Elsa Ortiz, Vice Chair
Mark Church
Michael Cohen
Chris Daly
Bijan Sartipi

Executive Director
Maria Ayerdi-Kaplan

Secretary
Nila Gonzales

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9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chairman Ford called the meeting to order at 9:35 am.

2. Roll Call

Secretary Gonzales announced that Directors Church, Daly, and Sartipi would not be in attendance due to scheduling conflicts and Director Lloyd would be sitting in as the alternate for Director Church.

Present: Michael Cohen
Art Lloyd
Elsa Ortiz
Nathaniel Ford

Absent: Mark Church
Chris Daly
Bijan Sartipi

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Funding Update
- Public Outreach Update
- Construction Manager/General Contractor (CMGC) SBE Update

Executive Director (ED) Ayerdi-Kaplan congratulated Director Lloyd for being honored at the Western Railway Museum for his many years of hard work and advocacy for rail. She also reported on the success of Prop G which was overwhelmingly passed by 84% of San Francisco voters who once again reaffirmed that the Transbay Transit Center at First and Mission Streets is the desired terminus for High Speed Rail. She then reported on work to date including but not limited to the progress of Pelli Clarke Pelli Architects' work on the construction documents; meetings with various agencies including Amtrak, SF Fire Department, Department of Building Inspection, Planning Department, Redevelopment Agency, and Caltrans; continued work with Evans Brothers on the demolition planning to begin the construction efforts; updates regarding Utility Relocation; progress of the Temporary Terminal punch list work and the status of the Essex Street transit lane improvements; continued coordination with MTC Staff for the TransLink connections; and the successful meeting convened with Greyhound regarding their move to the Temporary facility.

Nancy Whelan, TJPA Financial Consultant, presented the Funding Update.

ED Ayerdi-Kaplan announced that the targeted move date for the operators to move operations from the current Terminal to the Temporary Terminal is Saturday, August 7th. She further announced that the groundbreaking will occur sometime after that date. Then, Robert Beck, Senior Program Manager, and Courtney Lodato, Public Relations Consultant, presented the Public Outreach Update.

Thomas Soohoo, Webcor/Obayashi Small Business Manager, presented the CMGC SBE Update.

6. Public Comment

None.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE EXECUTIVE DIRECTOR OR THE CHAIR.

CONSENT CALENDAR

7. All matters listed hereunder constitute a Consent Calendar, are considered to be routine by the Transbay Joint Powers Authority, and will be acted upon by a single vote. There will be no separate discussion of these items unless a member of the Board or the public so requests, in which event the matter shall be removed from the Consent Calendar and considered as a separate item.

(7.1) Approving the Minutes of the May 13, 2010 meeting.

(7.2) Authorizing the Executive Director to execute Amendment No. 1 to the Agreement with Environmental Resources Management to extend the term from August 22, 2010, to August 22, 2011, with no change to the scope, price, or deliverables under the Agreement.

RESOLUTION 10-011

(7.3) Authorizing the Executive Director to execute professional services agreements with F3 & Associates and Luk and Associates to provide on-call general survey and mapping services for seven year terms and for total fees not to exceed \$390,000 each.

RESOLUTION 10-012

(7.4) Authorizing the Executive Director to execute Amendment No. 2 to the Agreement with Townsend Management Inc for construction management services for the Temporary Terminal facilities project for an additional \$275,000, for a new total compensation of \$1,371,200.

RESOLUTION 10-013

- (7.5) Authorizing the Executive Director to execute Amendment No. 2 to the Agreement with Jacobs for the New Bus Storage Facilities Project, to provide revised design services for a net fee increase of \$483,379, and a new total authorized fee in the amount of \$4,450,379.

RESOLUTION 10-014

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

REGULAR CALENDAR

8. Approving the Fiscal Year 2010-11 Capital Budget in an amount not to exceed \$362,948,000 and Fiscal Year 2010-11 Operating Budget in an amount not to exceed \$3,817,000.

Nancy Whelan, TJPA Financial Consultant, presented the item.

Director Cohen requested the projection of jobs for this fiscal year be presented at the next Board meeting.

No public comment.

RESOLUTION 10-015

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

9. Authorizing the Executive Director to execute a Memorandum of Understanding with the Federal Railroad Administration regarding the granting of funds in the amount of \$400,000,000 under the American Recovery and Reinvestment Act of 2009 (ARRA) for the Transbay Transit Center Train Box.

ED Ayerdi-Kaplan presented the item.

No public comment.

RESOLUTION 10-016

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

10. Authorizing the Executive Director to execute a professional services agreement with Turner Construction to provide construction management oversight services for the Transbay Transit Center for a base term of six years and compensation not to exceed \$38,500,000.

Brian Dykes, TJPA Principal Engineer, presented the item.

No public comment.

RESOLUTION 10-017

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

11. Authorizing the Executive Director to execute a professional services agreement with Treadwell & Rollo to provide environmental construction monitoring services for a seven year term for a total fee not to exceed \$650,000.

Ed Sum, TJPA Engineering Manager, presented the item.

No public comment.

RESOLUTION 10-018

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

12. Approving the updated Initial Project Report dated June 10, 2010 and a Resolution of Project Compliance, and authorizing the Executive Director to execute the Cooperative Agreement with the Metropolitan Transportation Commission for the allocation of AB 1171 Bridge Toll Funds in the Amount of \$134,074,000 for the Transbay Transit Center/Caltrain Downtown Extension Project.

Nancy Whelan, TJPA Financial Consultant, presented the item.

No public comment.

RESOLUTION 10-019

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

13. Approving the updated Initial Project Report dated June 10, 2010 and a Resolution of Project Compliance for the allocation of Regional Measure 2 Funds in the Amount of \$2,500,000 for the Transbay Transit Center/Caltrain Downtown Extension Project.

Nancy Whelan, TJPA Financial Consultant, presented the item.

No public comment.

RESOLUTION 10-020

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd, Ortiz and Ford

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

There was no member of the public who indicated that they would like to comment on the item scheduled for discussion in closed session.

CLOSED SESSION

1. Call to Order

Chairman Ford called the closed session to order at 10:15 am

2. Roll Call

Present: Michael Cohen
Art Lloyd
Elsa Ortiz
Nathaniel Ford

Absent: Mark Church
Chris Daly
Bijan Sartipi

3. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8)

Property: Portion of Caltrans Parcel T bounded by the Transbay Terminal, Fremont, Mission, and First Streets

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director; Charles Sullivan, Deputy City Attorney; and Andrew W. Schwartz, Shute, Mihaly & Weinberger, outside counsel

Negotiating parties: TJPA and Hines

Under negotiation: Terms of the Exclusive Negotiating Agreement between the TJPA and Hines and the price and terms of Hines' purchase of the Property from the TJPA

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 10:25 am.

14. Announcement of Closed Session.

Secretary Gonzales announced that the Board met in Closed Session for a conference with their real property negotiators and there was no action to report.

ADJOURN – Chairman Ford adjourned the meeting at 10:30 am

A tape of the meeting is on file in the office of the Secretary to the Transbay Joint Powers Authority Board of Directors.

Nila Gonzales
Board Secretary

The Ethics Commission of the City and County of San Francisco has asked us to remind individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Admin. Code Sections 16.520 - 16.534] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 1390 Market Street, Suite 801, San Francisco, CA 94102, telephone (415) 554-9510, fax (415) 554-8757 and web site: sfgov.org/ethics.