

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, September 9, 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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San Francisco, California 94105  
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9:30 – REGULAR MEETING

## ORDER OF BUSINESS

### 1. Call to Order

Chairman Ford called the meeting to order at 9:30 am.

### 2. Roll Call

Present: Mark Church  
Michael Cohen  
Chris Daly (absent at roll call, arrived during item number 3)  
Elsa Ortiz  
Bijan Sartipi  
Nathaniel Ford

### 3. Communications

None.

### 4. Board of Director's New and Old Business

None.

### 5. Executive Director's Report

- Funding Update
- Quarterly Financial Reports
- Construction Manager/General Contractor (CMGC) SBE Update
- Demolition Update
- Public Outreach Update

Executive Director (ED) Ayerdi-Kaplan began her report with the honorable mention of the historic ground break for the Transbay Transit Center that took place on August 11, 2010. She expressed her appreciation to the number of dignitaries who expressed their strong support for the project and participated in the groundbreaking ceremony including Speaker Pelosi, Secretary of Transportation Ray La Hood, Senator Boxer, Congressman Miller, Mayor Newsom, California High Speed Rail Authority (CHSRA), California Department of Transportation and many others. She also reported on the historical tours of the existing Transbay Terminal which were provided for the general public on July 30th. There were over 3,000 people that came to take the tour and bid the terminal one last farewell. She further reported that on August 4th the Federal Railroad Administration (FRA) issued their Record of Decision (ROD) to the project and now the project has secured a ROD from both the FRA and the FTA (Federal Transit Administration). She then reported that on August 6th at midnight Caltrans conveyed the Terminal, Ramps and the underlying parcels allowing us to close and secure the existing Terminal and begin Temporary Terminal operations on August 7th. She announced that the executed grant for the \$400 million in ARRA funding from FRA was received on August 11th. She stated that major demolition activities commenced with the removal of the portion of the

East Loop ramp on the weekend of August 13–15. She then proceeded to report on work to date including Pelli Clarke Pelli Architects' progress, the status of the Buttress, Shoring, and Excavation package, the status of the Utility Relocation package, continued meetings with CHSRA and Caltrain on the trainbox configuration, archaeological survey and findings, and continued Bus Ramps design work. She also provided a status on the Temporary Terminal operations which commenced on August 7th with the Ambassador Program in full effect.

Nancy Whelan, Financial Consultant, presented the Funding Update.

Sara Gigliotti, TJPA Contracts Compliance Manager/Finance Coordinator, presented the Quarterly Financial Reports.

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

Steve Rule, Turner Construction, presented the Demolition Update.

Chair Ford requested a report on the number of jobs that are local hire and a breakdown by job class.

Courtney Lodato, Singer Associates, presented the Public Outreach update.

Director Cohen inquired on the issue of the lack of restrooms at the Temporary Terminal and whether there were any plans to change the current set up. ED Ayerdi-Kaplan replied that due to security concerns restrooms are not provided at the Temporary Terminal as is the case with BART.

## 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 July 15, 2010 meeting.

(7.2) Authorizing the Executive Director to execute Amendment No. 1 to the Professional Services Agreement with Sheppard, Mullin, Richter & Hampton to provide legal counsel related to retail analysis for an additional year, with no change in maximum compensation.

RESOLUTION 10-032

(7.3) Approving the updated Board Policy No. 012, Reserve Policy.

RESOLUTION 10-033

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford

REGULAR CALENDAR

8. Authorizing the Executive Director to execute a Professional Services Agreement for Legal Services with the law firm of Shute, Mihaly & Weinberger, for five years, with an option to extend the term for an additional three years, at a cost not to exceed \$4,000,000.

Sara Gigliotti, TJPA Contracts Compliance Manager/Finance Coordinator, presented the item.

No public comment.

RESOLUTION 10-034

On motion to approve:

ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford

9. Approving the Operating Assistance Proposal dated September 9, 2010 and an Implementing Agency Resolution of Project Compliance for the allocation of Regional Measure 2 Funds in an amount of \$3,816,838 for the Transbay Transit Center/Caltrain Downtown Extension Project.

Nancy Whelan, Financial Consultant, presented the item.

No public comment.

RESOLUTION 10-035

On motion to approve:

ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford

10. Authorizing the Executive Director to execute a Professional Services Agreement for Federal Advocacy Services with Holland & Knight and Chambers, Conlon & Hartwell, each in the amount of \$403,500 for a period of three years.

Sara Gigliotti, TJPA Contracts Compliance Manager/Finance Coordinator presented the item.

No public comment.

RESOLUTION 10-036

On motion to approve:

ADOPTED: AYES – Church, Cohen, Daly, 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 items scheduled for discussion in closed session.

#### CLOSED SESSION

1. Call to Order

Chairman Ford called the closed session to order at 10:00 am

2. Roll Call

Present: Mark Church  
Michael Cohen  
Chris Daly  
Elsa Ortiz  
Bijan Sartipi  
Nathaniel Ford

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

(3.1) Property: 133 Beale Street (portion of Block 3718, Lot 025)

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director, and Andrew W. Schwartz and Deborah L. (Keeth) Miller, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: TJPA; Beale Street Bar & Grill; Gloria Eckstein; Anthony Eckstein

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 133 Beale Street (portion of Block 3718, Lot 025) (Caltrans Lease Area No. SFX-480-26), including compensation for loss of business goodwill under California Code of Civil Procedure Section 1263.510

#### RESOLUTION 10-037

On motion to approve:

ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford

(3.2) Property: 85 Natoma Street #6 (Block 3721, Lot 114)

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director, and Andrew W. Schwartz and Deborah L. (Keeth) Miller, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: TJPA; Andrew S. Teufel

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #6

#### RESOLUTION 10-038

On motion to approve:

ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford

(3.3) Property: 85 Natoma Street #8 (Block 3721, Lot 116)

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director, and Andrew W. Schwartz and Deborah L. (Keeth) Miller, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: TJPA; Scott E. Pelichoff; Lynn M. Pelichoff

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #8

#### RESOLUTION 10-039

On motion to approve:

ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford

(3.4) 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 10:20 am.

#### 11. Announcement of Closed Session.

Deborah Miller, TJPA Counsel, announced that the Board met in Closed Session for a conference with their real property negotiators.

In regards to Item 3.1, the Board unanimously authorized the Executive Director to execute an amendment to the February 11, 2010 Agreement between the TJPA and the Business, Beale Street Bar & Grill, providing for (1) compensation of up to an additional \$194,934 in reimbursement of actual eligible relocation expenses, for a total potential compensation of actual eligible relocation expenses in an amount not to exceed \$435,434, and (2) compensation of an additional \$81,500 in settlement of all claims relating to goodwill loss, for a total compensation of goodwill loss in the amount of \$341,000; and further that the TJPA shall not provide any additional compensation to the Business under the amendment to the Agreement unless and until the Business withdraws its appeal to the Relocation Appeals Board, and provides sufficient documentation, to the TJPA's satisfaction, of eligible claims and expenses incurred and paid to date, and going forward, in compliance with the TJPA's Relocation Assistance Program.

In regards to Item 3.2, the Board unanimously authorized the Executive Director to execute a Purchase and Sale Agreement with Andrew S. Teufel to purchase 85 Natoma #6 for \$1,250,000, conditioned on San Mateo County Transportation Authority approval of funding for the acquisition.

In regards to Item 3.3, the Board unanimously authorized the Executive Director to execute a Purchase and Sale Agreement with Scott E. Pelichoff and Lynn M. Pelichoff to purchase 85 Natoma #8 for \$850,000, conditioned on San Mateo County Transportation Authority approval of funding for the acquisition.

In regards to Item 3.4, there is no action to report.

ADJOURN – Chairman Ford adjourned the meeting at 10:25 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 that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and web site: [www.sfethics.org](http://www.sfethics.org).