

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, December 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

Secretary Gonzales noted that Directors Church, Ortiz, and Sartipi were not in attendance due to scheduling conflicts.

Present: Michael Cohen
Chris Daly
Art Lloyd
Nathaniel Ford

Absent: Mark Church
Elsa Ortiz
Bijan Sartipi

3. Communications

None.

4. Board of Director's New and Old Business

Director Daly stated that the issue of childcare was brought to the San Francisco County Transportation Authority (SFCTA) Plans & Programs Committee and it makes sense to include childcare in the development of a neighborhood. He felt that there was no disagreement from the parties on that point however the issue is how to get it done. He offered his own assistance and asked his fellow Board members to work with SFCTA staff to figure out a way to move forward and include childcare possibly by asking SFCTA to fund or through some of the City's childcare programs which has some capital dollars to supplement operations or provide subsidies.

5. Executive Director's Report

- Funding Update
- Quarterly Financial Reports
- Construction Manager/General Contractor SBE Update
- Construction Update
- Public Outreach Update

Executive Director (ED) Ayerdi-Kaplan reported on progress to date including the demolition of the front of the existing Transbay building, the first Federal Railroad Administration (FRA) reimbursement of \$25 million in ARRA funding was received, the Board of Supervisors passed unanimous resolutions of necessity to allow acquisition of certain properties to construct the

project, and the preserving of the salvageable items per the agreement with the State Historic Preservation Office. She further reported that the 50% construction documents for the Transit Center are expected from Pelli Clarke Pelli Architects on December 20th, the request for glazing proposals has been issued, and the bus ramp design team continues its work and will provide an update next year. She also reported on the rail component of the program advising that a design variance request was submitted on November 5th to the California High Speed Rail Authority (CHSRA) and that staff continues coordination with CHSRA and Caltrain.

Nancy Whelan, Financial Consultant, presented the Funding Update.

Sara Gigliotti, TIPA Contracts Compliance Manager/Finance Coordinator, presented the Quarterly Financial Reports. She also presented an update on DBE and SBE participation.

Chairman Ford requested a memo to the Board with all the specifics presented in the DBE and SBE participation update to ensure everyone has all the facts.

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

Steve Rule, Turner Construction, presented the Construction update.

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

ED Ayerdi-Kaplan provided an update on the Temporary Terminal restroom issue. She stated that staff and the various stakeholders have been working closely to find a way to provide restrooms to the transit riders while ensuring safety, which has always been the priority. She reported that restrooms will be provided to the transit riders and staff is working with AC Transit to present the plan in January.

Public Comment:

Jon Kaufman, daily AC Transit bus rider, stated he is happy restrooms are being considered and expressed his appreciation to the ED and the authority for the progress on the Temporary Terminal restroom issue.

Francisco Da Costa said he attends most of the meetings at City Hall and has been studying the process. He asked for accountability and transparency when it comes to outreach. He also suggested the authority monitor and report on the real outreach and full time employees available in San Francisco.

6. Public Comment

Stan Rodgers, a local small business owner in San Francisco, expressed his concern with the SBE programs in San Francisco. He felt that goals are set for SBE participation but the goals are not being met. He feels that there is an effort to use SBEs but does not feel there has been a bona

vide effort. He also feels a lot of these goals are not attainable for SBEs because of the size of some of the packages. He said there should be an independent panel or somebody to evaluate the good faith efforts so that the small local businesses can become a part of these bigger projects.

Jim Stephens, Focon Inc., said he represents the small business community of San Francisco and concurs with the comments of his colleague Stan Rodgers. He feels there is some confusion with perception and reality in terms of the SBE participation numbers. He asked for a better measurement of what is occurring within the small business community, specifically in the construction area.

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 November 1, 2010 meeting.

(7.2) Authorizing the Executive Director to execute Contract Modification No. 2 to Agreement No. 08-07-CONTT-000 with McGuire and Hester for additional construction services required as part of the Temporary Terminal Project, increasing the contract by \$378,700 for a total contract sum of \$20,521,677.18.

RESOLUTION 10-050

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Cohen, Daly, Lloyd and Ford

REGULAR CALENDAR

8. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Subcontract to Balfour Beatty Infrastructure Inc. as the responsible bidder submitting the lowest responsive bid in the amount of \$187,251,070 for TG03 - Buttress, Shoring, and Excavation, and thereby increasing authorized Direct Costs under Contract No. 08-04-CMGC-000 by \$187,251,070 and increasing the authorized Construction Services Fee by \$15,354,587.74.

Brian Dykes, TJPA Principal Engineer, presented the item.

Ural Yal, Project Manager with Balfour Beatty Infrastructure, expressed their gratitude to be considered to be a part of this landmark project. He stated they have very relevant and recent experience from a similar project they did in downtown Seattle. He also stated they have an excellent track record of increasing their SBE participation throughout the project and they will work with BDI to continue outreach to increase SBE percentages. He further stated since the bid date they have already increased their SBE participation by \$3.5 million, with \$1 million of that to trucking.

Chairman Ford inquired on the protest submitted by Granite/Condon Johnson-Nicholson to both the TJPA and FTA. ED Ayerdi-Kaplan requested Sheryl Bregman, Deputy City Attorney address the Board. Ms. Bregman advised that she reviewed the protest and issued a response that denied the protest and she is confident the FTA will not find the protest valid.

The resolution was amended to include additional clauses that addressed the bid protest. Secretary Gonzales read the revised resolution into the record.

Public Comments:

Jim Stephens, Focon Inc., expressed his concern of prime contractors not meeting the 24% goal.

Stan Rodgers read a letter from the San Francisco African American Chamber of Commerce to the TJPA Board regarding the lack of African American contractors on the project and also their concern about the possible award to a contractor that has not met the SBE goal. He also stated that he is a subcontractor to Granite/Condon Johnson-Nicholson.

Ron Paz identified himself as a subcontractor doing work with Granite/Condon Johnson-Nicholson. He explained his experience with trying to achieve goals and expressed his concerns for Balfour Beatty's submittal.

Sara Gigliotti, TJPA Contracts Compliance Manager/Finance Coordinator, stated that TJPA and CM/GC evaluated the SBE submittals by Balfour Beatty Infrastructure and Granite/Condon Johnson-Nicholson and concluded that calculation errors appeared to have been made by both bidders. Under TJPA and CM/GC's revised calculations, Balfour Beatty Infrastructure is one-tenth of a percent higher than Granite/Condon Johnson-Nicholson for actual subcontracted work.

RESOLUTION 10-051

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd

NO – Ford

9. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Subcontract to M. Squared Construction Incorporated as the responsible bidder submitting the lowest responsive bid in the amount of \$1,699,000 for TG04.3 - Howard, First & Beale Street Water Systems, and thereby increasing authorized Direct Costs under Contract No. 08-04-CMGC-000 by \$1,699,000 and increasing the authorized Construction Services Fee by \$139,318.

Guy Hollins, Program Management team, presented the item

RESOLUTION 10-052

Stewart Mitchell, M. Squared Construction, expressed his appreciation to the Board for considering their contract.

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd and Ford

10. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Subcontract to M. Squared Construction Incorporated as the responsible bidder submitting the lowest responsive bid in the amount of \$2,115,000 for TG04.4 - Natoma and First Street Water and Sewer Systems, and thereby increasing authorized Direct Costs under Contract No. 08-04-CMGC-000 by \$2,115,000 and increasing the authorized Construction Services Fee by \$173,430.

Guy Hollins, Program Management team, presented the item.

RESOLUTION 10-053

No public comment.

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd and Ford

11. Authorizing the Executive Director to execute Contract Modification No. 1 to Agreement No. 08-08-DM-000 with Evans Brothers Inc. for additional construction services required as part of the Existing Terminal Building & Ramps Demolition, increasing the contract by \$1,195,000 for a total contract sum of \$12,747,640.

Steve Rule, Turner Construction, presented the item.

RESOLUTION 10-054

No public comment.

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd and Ford

12. Authorizing the Executive Director to execute Amendment #2 to the Intergovernmental Agreement #2 with the City and County of San Francisco, Department of Public Works to provide coordination, oversight, inspection and acceptance services for a maximum reimbursement for such additional services of \$575,000, for an aggregate amount for all services under Agreement #2 not to exceed \$1,174,500, and for a period not to exceed nine years from the Effective Date of Intergovernmental Agreement #2.

Guy Hollins, Program Management team, presented the item.

RESOLUTION 10-055

No public comment.

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd and Ford

13. Adopting Board Policy No. 016, Advertising Policy.

Andrew Schwartz, Counsel, presented the item.

RESOLUTION 10-056

No public comment.

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd and Ford

14. Resolution of appreciation for Director Chris Daly.

ED Ayerdi-Kaplan read the resolution into the record and expressed sincere admiration for Director Daly on behalf of herself and staff. Chairman Ford and Directors Cohen and Lloyd also expressed their gratitude for Director Daly and all wished him well on his future endeavors.

RESOLUTION 10-057

On motion to approve:

ADOPTED: AYES – Cohen, Lloyd and Ford

ABSTAIN – Daly

15. Resolution of appreciation for Director Mark Church.

ED Ayerdi-Kaplan read the resolution into the record and requested Director Lloyd convey the TJPA's appreciation to Director Church. Director Lloyd thanked the ED and the Board on behalf of Director Church and relayed his regrets for not being in attendance.

RESOLUTION 10-058

No public comment.

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Lloyd 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 11:10 am

2. Roll Call

Present: Michael Cohen
Chris Daly
Art Lloyd
Nathaniel Ford

Absent: Mark Church
Elsa Ortiz
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 11:15 am.

16. Announcement of Closed Session.

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

ADJOURN – Chairman Ford adjourned the meeting at 11:20 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.