



TRANSBAY JOINT POWERS AUTHORITY BOARD OF DIRECTORS

MINUTES

Thursday, November 12, 2015
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Greg Harper, Chair
Mohammed Nuru, Vice Chair
Jane Kim
Marian Lee
Edward Reiskin
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

Chair Harper called the meeting to order at 9:40 a.m.

2. Roll Call

Secretary Gonzales announced that Director Sartipi would not be present due to a scheduling conflict.

Present: Jane Kim
Marian Lee
Ed Reiskin
Mohammed Nuru
Greg Harper

Absent: Bijan Sartipi

3. Communications

Chair Harper acknowledged San Francisco Government TV staff for broadcasting each meeting.

4. Board of Director's New and Old Business

Chair Harper announced he was appointing an advisory committee to the TJPA Board, consisting of himself and Director Reiskin, to be part of the financing negotiations with the City & County of San Francisco and Metropolitan Transportation Commission (MTC).

5. Executive Director's Report

- Construction Update
- Quality Assurance/Quality Control (QA/QC) Program

Executive Director (ED) Ayerdi-Kaplan presented the updated jobs map and reported that there are now jobs created in 27 states across the United States totaling over 12,000 jobs to date because of the Transbay Transit Center (TTC) project. She also reported that she attended the Swords to Plowshares event honoring veterans and acknowledged TTC team members, Manatt & Phelps, who received an award for their pro bono work in representing veterans. Additionally, she announced that in honor of veterans working on the TTC project, veteran profiles have been posted on all TJPA social media sites as well as the Faces of Transbay page on the website.

Steve Rule of Turner Construction, Construction Management Oversight, presented the Construction Update. Chair Harper requested the costs associated with construction acceleration due to the City's Super Bowl festivities are tracked. Director Reiskin stated this external event should be considered a silver lining because it has helped move the steel work closer to the anticipated schedule.

Steve Rule of Turner Construction, Construction Management Oversight, and Steve Humphreys of Webcor/Obayashi, Construction Manager/General Contractor, presented the QA/QC Program.

6. Citizens Advisory Committee (CAC) Update

Ted Olsson, TJPA CAC Chair, complimented the team on the progress of the project, the QA/QC Program, and the solution to deal with the impacts due to the City's Super Bowl festivities.

7. Public Comment

Members of the public may address the Authority on matters that are within the Authority's jurisdiction and are not on today's calendar.

Karen Rollandi of SDV Services Inc., a Small Business Enterprise and Disabled Veteran Business Enterprise, expressed gratitude to ED Ayerdi-Kaplan for her vision and energy that allowed her business to bid on the Transbay project. She recently attended the Women Construction Owners & Executives event where ED Ayerdi-Kaplan was recognized with an award and she appreciated the enlightening presentation given by ED Ayerdi-Kaplan.

Sharon Lyon urged the Board of Directors to consider commercial use on the Parcel F site which she stated would generate service jobs and impacts fees and assessments. She also stated a hotel located near Moscone or the Transbay Center would be complimentary to the neighborhood.

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

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

8. Call to Order

Chair Harper called the closed session to order at 10:35 a.m.

9. Roll Call

Present: Jane Kim
Marian Lee
Ed Reiskin
Mohammed Nuru
Greg Harper

Absent: Bijan Sartipi

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

Property: Portions of State Parcel F (APN 3721-015A); 75 Natoma (APN 3721-031), 546 Howard (APN 3721-016), 564 Howard (APN 3721-019), 568 Howard (APN 3721-020), and 77-79 Natoma (APN 3721-029) (“Parcel F”)

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director, and Bill White, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: Pre-qualified bidders in Parcel F procurement

Under negotiation: Price and terms of payment for sale of Parcel F

RESOLUTION 15-038

On motion to approve:

ADOPTED: AYES – Kim, Lee, Reiskin, Nuru, and Harper

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 11:20 a.m.

11. Announcement of Closed Session.

ED Ayerdi-Kaplan reported that the TJPA Board unanimously approved an agreement to sell Parcel F to Crescent Heights for a minimum of \$165 million and up to \$185 million. Deborah Miller, TJPA Counsel, further reported that the TJPA Board authorized the Executive Director to execute the Purchase Agreement with Crescent Heights and related agreements and take any reasonable steps necessary to implement and comply with those agreements.

CONSENT CALENDAR

12. 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.

(12.1) Approving the Minutes of the October 8, 2015 meeting.

(12.2) Authorizing the Executive Director to amend the Professional Services Agreement with AECOM Technical Services for Supplemental Environmental Impact Statement/Environmental Impact Report Services to exercise an option to extend the term of the agreement for an additional year with no additional compensation.

RESOLUTION 15-039

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Kim, Lee, Reiskin, Nuru, and Harper

REGULAR CALENDAR

13. Approval of Interim Revised Baseline Budget for Phase 1 of the Transbay Transit Center Program in the amount of \$2,059,400,000. *Secretary Gonzales noted the revised amount of \$2,064,400,000.*

TJPA Senior Program Manager Mark Zabaneh and TJPA Chief Financial Officer Sara DeBord presented the item.

Secretary Gonzales read into the record the revisions to the fifth Whereas clause and the Resolved clause of the resolution to reflect the anticipated sale of Parcel F for \$165 million.

No public comment.

RESOLUTION 15-040

On motion to approve the Resolution as revised:

ADOPTED: AYES – Kim, Lee, Reiskin, Nuru, and Harper

14. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to execute a Trade Work subcontract with McGuire and Hester as the responsible bidder submitting the lowest responsive bid in the amount of \$32,280,000 for TG13.1: Roof Park Landscaping and Irrigation, thereby increasing authorized Direct Costs by \$32,280,000, and increasing the authorized Construction Services Fixed Fee by \$1,129,800.

TJPA Senior Program Manager Mark Zabaneh presented the item.

No public comment.

RESOLUTION 15-041

On motion to approve:

ADOPTED: AYES – Kim, Lee, Reiskin, Nuru, and Harper

15. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to modify the Trade Work subcontract with Southwest Specialty Contractors for the construction services portion of a design-build contract for TG08.6R1: Metal Ceilings Design-Build Services in an amount of \$24,205,752, thereby increasing authorized Direct Costs by \$24,205,752 and increasing the authorized Construction Services Fixed Fee by \$847,201.

TJPA Senior Program Manager Mark Zabaneh presented the item.

No public comment.

RESOLUTION 15-042

On motion to approve:

ADOPTED: AYES – Kim, Lee, Reiskin, Nuru, and Harper

16. Amending the Bylaws of the Transbay Joint Powers Authority Board to add a new subsection 9.6(g) stating that the Board may designate a person or entity, who shall take direction from and report directly to the Board, to oversee all aspects of the design, project, controls, and construction of the Transbay Terminal Project.

Chair Harper stated this item was brought about because Webcor/Obayashi could not do a Guaranteed Maximum Price (GMP) at this time and in his conversations with the Mayor's Office and MTC on their desire to assist with the TJPA's financing needs, they indicated they wanted to have some real control on costs since the assurance from a GMP was not forthcoming. He further stated the Mayor's Office and MTC pursued this amendment to provide assurance since they would be providing the needed financing.

Director Reiskin stated as part of the Board's effort to support assisting the ED, the Board has been talking to both the City and MTC regarding financing because of the timing issue with when the funds will come in. The City and MTC, as funders providing financing, want to ensure the Board has adequate control over cost. He sees this as a good thing to bring in more resources and expertise to help TJPA staff and consultants and to give the Board confidence.

Director Lee stated she learned of the item just a few days before the meeting and, due to concerns of its implications and difficulty understanding its purpose without any context and only a resolution accompanying the item, requested the Chair postpone action of the item. She wanted to ensure there was enough time to publicly vet and understand implications. Some questions she and her agency, the Joint Powers Board, have are whether there is a conflict of interest with the proposed role of the Department of Public Works and Vice Chair Nuru's role on the TJPA Board and accountability, such as would it become City responsibility. She believes this was presented too early without enough information.

Director Kim expressed her support for the amendment and hopes more eyes on the project will assist with containing costs. She stated this is not a lack of confidence in TJPA staff and leadership and feels they have done an incredible job. She appreciates how hard everyone within TJPA works to make this project a reality.

Director Reiskin stated that ultimately the TJPA Board is responsible and this change is good because it provides more resources and support for the ED and her staff.

Vice Chair Nuru commented that the project is growing and there is a need for a lot more coordination so another set of eyes will help ensure the project is finished as planned.

Public Comment:

Jim Patrick, Patrick & Company, stated he did not support the item.

RESOLUTION 15-043

On motion to approve:

ADOPTED: AYES – Kim, Reiskin, Nuru, and Harper
NAYES – Lee

ADJOURN – Chair Harper adjourned the meeting at 12:45 p.m.

A recording 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.