

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Friday, July 31, 2009
1 Dr. Carlton B. Goodlett Place, Room 400
San Francisco, CA

SPECIAL 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 – SPECIAL 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 Director Lloyd would be sitting in for Director Church.

Present: Michael Cohen

Chris Daly

Art Lloyd

Elsa Ortiz

Bijan Sartipi

Nathaniel Ford

Absent: Mark Church

3. Communications

Secretary Gonzales announced that the August 13th TJPA Board meeting would be cancelled and the official notice would be sent out and posted early next week.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Caltrain Downtown Extension (DTX) Update
- Design Development Update
- Construction Manager/General Contractor (CM/GC) SBE Update
- RFP and SBE Outreach Update
- Funding Update
- Public Outreach Update

Executive Director (ED) Ayerdi-Kaplan reported that work continues to progress. She also reported on the successful summer internship program noting that the TJPA and their consultants have had a number of interns working out of their offices. She provided an update on the various components of work to date and then introduced Robert Beck, TJPA Senior Program Manager, to present the Schedule to Start Construction.

Bradford Townsend, DTX Program Manager, presented the DTX update.

Robert Beck, TJPA Senior Program Manager, presented the DD Update.

Jes Pedersen, Webcor/Obayashi, presented the CM/GC SBE Update.

Sara Gigliotti, TJPA Contracts Compliance Manager/Finance Coordinator, presented the RFP update and introduced Brajah Norris. Mr. Norris joined TJPA as part of the Program Management Team and has taken the lead on SBE Outreach. Mr. Norris advised that he has met with the African American, Chinese,

and Hispanic Chamber of Commerce in regards to SBE Outreach. He also met with the Small Business Commission to ensure they have updated bid information on their website so that people will be aware of contract opportunities that become available.

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

Adam Alberti, TJPA Public Relations consultant, presented the public outreach 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 June 11, 2009 meeting.

(7.2) Authorizing the Executive Director to execute the Professional Services Agreement for State advocacy services with Suter, Wallauch, Corbett & Associates for a term of six months and compensation not to exceed \$60,000.

RESOLUTION 09-033

(7.3) Authorizing the Executive Director to execute the Professional Services Agreement for State advocacy services with Brownstein Hyatt Farber Schreck for a term of one year and compensation not to exceed \$150,000.

RESOLUTION 09-034

No public comment.

On motion to approve the Consent Calendar:

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

SPECIAL CALENDAR

8. Approving the Fiscal Year 2009-10 Capital Budget in an amount not to exceed \$259,635,000 and Fiscal Year 2009-10 Operating Budget in an amount not to exceed \$3,365,000.

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

No public comment.

RESOLUTION 09-035

On motion to approve:

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

9. Authorizing the Executive Director to execute the Intergovernmental Agreement with the City and County of San Francisco Department of Building Inspection to provide plan review and field inspection services for compensation as stipulated in the San Francisco Building Code and for a term to commence on the effective date of the Agreement for the duration of the Program unless earlier terminated.

Joyce Oishi, TJPA Program Coordinator, presented the item.

No public comment.

RESOLUTION 09-036

On motion to approve:

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

10. Endorsing the San Francisco/Silicon Valley Corridor Investment Strategy for high-speed rail in the Bay Area.

Nancy Whelan, TJPA Financial Consultant, presented the item.

Chairman Ford commended staff for coordinating this effort with SFCTA, MTC, City of San Jose, Caltrain JPB and VTA.

No public comment.

RESOLUTION 09-037

On motion to approve:

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

11. Authorizing the Executive Director to execute a Professional Services Agreement with Linc Facility Services to provide facility management services for the Temporary Terminal for a term extending to December 31, 2014, with an option to extend the agreement for two additional years, and at a cost not to exceed \$5,542,812 for the base term.

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

No public comment.

RESOLUTION 09-038

On motion to approve:

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

12. Authorizing the Executive Director to execute Amendment No. 1A to the Agreement with Pelli Clarke Pelli Architects for professional design and construction administration services for the Transit Center Building and Related Structures in an amount not to exceed \$850,000, a reduction of \$4,150,000 to a prior authorization, to plan geotechnical testing and analyze test results and to execute Amendment No. 2 to the Agreement with Webcor/Obayashi for Construction Manager/General Contractor Services to test means and methods for soil improvements and shoring wall construction in an amount not to exceed \$4,150,000.

Robert Beck, TJPA Senior Program Manager, presented the item.

No public comment.

RESOLUTION 09-039

On motion to approve:

ADOPTED: AYES – Daly, Lloyd, Ortiz and Ford

ABSENT – Cohen

Public Comment on items scheduled for discussion in closed session:

Kerry Stephens, co-owner of Varnish Fine Art, one of the properties listed for discussion in Closed Session, stated that they are real people with a small business that has been successful and viable for six and a half years. She feels they are being asked to make an ultimate sacrifice and that they are giving up their investment and everything they have worked on. She questioned the relocation regulations and stated that they need their loss of goodwill money to relocate. She requested additional help to relocate in San Francisco.

RECESS MEETING AND CONVENE CLOSED SESSION

CLOSED SESSION

1. Call to Order

Chairman Ford called the closed session to order at 10:50 am

2. Roll Call

Present: Chris Daly
Art Lloyd
Elsa Ortiz
Bijan Sartipi
Nathaniel Ford

Absent: Mark Church
Michael Cohen

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

Property: 80 Natoma Street and 90 Natoma Street

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

Negotiating parties: TJPA and Patrick & Co.

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 90 Natoma and conveyance of property interests in 80 Natoma

RESOLUTION 09-040

On motion to approve:

ADOPTED: AYES – Daly, Lloyd, Ortiz and Ford

ABSENT – Cohen

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

(a) Property: 60 Tehama Street

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

Negotiating parties: TJPA and Peter F. Byrne, trustee of the Peter F. Byrne Revocable Trust dated 12/5/07

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 60 Tehama Street

(b) Property: 564 Howard Street

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

Negotiating parties: TJPA and 564 Howard Street LLC

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 564 Howard Street

(c) Property: 568 Howard Street

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

Negotiating parties: TJPA and InvesMaster Corp.

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 568 Howard Street

(d) Property: 77-79 Natoma Street

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

Negotiating parties: TJPA and Varnish Fine Art, LLC

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 77-79 Natoma Street

(e) Property: 81-83 Natoma Street

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

Negotiating parties: TJPA and Wooden Spoon & Fork LLC

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 81-83 Natoma Street

(f) Property: 90 Natoma Street

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

Negotiating parties: TJPA and CBTW, LP

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 90 Natoma Street

(g) Property: 133 Beale Street (Caltrans Lease Area SFX-480-26)

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

Negotiating parties: TJPA and Beale Street Bar & Grill

Under negotiation: Price and terms of payment for TJPA's acquisition of property interests in 133 Beale Street (Caltrans Lease Area SFX-480-26)

RESOLUTION 09-041

On motion to approve:

ADOPTED: AYES – Daly, Lloyd, Ortiz and Ford

ABSENT – Cohen

5. PUBLIC EMPLOYEE PERFORMANCE EVALUATION (Gov. Code section 54957(b))

Ratify committee to conduct routine performance evaluation of Executive Director, Maria Ayerdi-Kaplan

ADJOURN CLOSED SESSION AND RECONVENE SPECIAL MEETING – The Closed Session was adjourned at 12:00 pm.

13. Announcement of Closed Session.

Deborah Keeth, TJPA Counsel, announced that the Board met in Closed Session and unanimously approved Item 3 authorizing the ED to execute an agreement for the TJPA's conveyance of a 6.5 foot wide strip of 80 Natoma and cash consideration in the amount of \$234,875 to Patrick in exchange for Patrick's conveyance of a Temporary Construction Easement and two Permanent Easements over portions of 90 Natoma and the 6.5 foot wide strip of 80 Natoma to the TJPA. She further announced that the Board met in Closed Session on Items 4 and 5 and there was no action to report.

ADJOURN – Chairman Ford adjourned the meeting at 12:10 pm

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.