

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, January 8, 2009  
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  
Michael Cohen  
Chris Daly  
Art Lloyd  
Bijan Sartipi

Executive Director  
Maria Ayerdi-Kaplan

Secretary  
Nila Gonzales

201 Mission St. #2100  
San Francisco, California 94105  
415-597-4620  
415-597-4615 fax

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: Michael Cohen  
Chris Daly  
Art Lloyd  
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

Executive Director Ayerdi-Kaplan reported on the program status, including 2008 accomplishments, the current cost and schedule status, the plan for 2009, the funding status and positioning for 2010.

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

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 November 13, 2008 meeting.

(7.2) Authorizing the Executive Director to open checking and money market accounts with US Bank and close checking and money market accounts with Union Bank of California on behalf of the TJPA.

### RESOLUTION 09-001

No public comment.

On motion to approve the Consent Calendar:

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

## REGULAR CALENDAR

8. Audit Presentation of the TJPA Financial Statements for Fiscal Year 2008.

Sara Gigliotti, Contracts Compliance Manager/Finance Coordinator, gladly reported that the TJPA again received an unqualified opinion. She then introduced Craig Boyer of Macias, Gini & O'Connell to present the TJPA FY08 Financial statements. Mr. Boyer reported that they expressed an unqualified opinion which is the highest rating and provides a reasonable assurance that the financial statements are free of material misstatement. He further reported that because TJPA has federal funding there are other necessary reports and within the main opinion itself they express an in relation opinion. Also, there are two separate opinion reports on internal controls over financial reporting and compliance and he was pleased to report that they did not find any deficiencies or material weaknesses. Additionally provided was a separate report which included required communications and they were happy to report that there were no comments to report.

Chairman Ford commended staff for receiving the positive report.

9. Authorizing the Executive Director to execute Amendment #6 to Request for Services #1 for Legal Services with Shute, Mihaly & Weinberger to increase the amount by \$310,000, for a total maximum approved amount under Request for Services #1 from \$2,020,000 to \$2,330,000.

No public comment.

RESOLUTION 09-002

On motion to approve:

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

RECESS 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 9:50 am

2. Roll Call

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

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

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 and Fork LLC

Under negotiation: Terms of tenant agreement

RESOLUTION 09-003

On motion to approve:

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



ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 9:55 am.

10. Announcement of Closed Session.

Andrew Schwartz, TJPA Counsel, announced that the Board met for a conference with their real property negotiators and resolved to authorize the Executive Director to execute a tenant agreement with Wooden Spoon and Fork LLC to negotiate and determine any lost business goodwill as a result of TJPA's acquisition of the Property for the Program.

ADJOURN – Chairman Ford adjourned the meeting at 10:00 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](http://sfgov.org/ethics).