

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Friday, October 17, 2008
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

SPECIAL MEETING
1:00 p.m.

BOARD OF DIRECTORS

Nathaniel Ford, Chair
Elsa Ortiz, Vice Chair
Michael Cohen
Chris Daly
Jerry Hill
Bijan Sartipi

Executive Director
Maria Ayerdi-Kaplan

Secretary
Nila Gonzales

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1:00 – SPECIAL MEETING

ORDER OF BUSINESS

1. Call to Order

Chairman Ford called the meeting to order at 1:08pm

2. Roll Call

Secretary Gonzales announced that Director Sartipi would not be present due to a conflict and his alternate, Director Anziano, would be sitting in for him.

Present: Tony Anziano
Michael Cohen
Chris Daly
Jerry Hill
Elsa Ortiz
Nathaniel Ford

Absent: Bijan Sartipi

3. Communications

Secretary Gonzales announced that the Board would take item 10 before item 9 then continue with the agenda items as calendared. Please note for ease of reading these minutes, the items have been left in numerical order.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Funding Update

Executive Director (ED) Ayerdi-Kaplan reported that the TJPA received an investment grade rating from Fitch ratings which is great news. It allows TJPA to borrow up to \$172 million dollars through the TIFIA program and the application to receive funding was submitted to the Department of Transportation just a few days ago. This process completes the funding necessary for Phase I. The rating shows a great level of confidence from Fitch for TJPA.

Nancy Whelan, TJPA Financial Consultant, presented the Funding Update. She confirmed the TIFIA application was received by the Department of Transportation on Thursday and TJPA will follow up with a meeting shortly to ensure the TIFIA loan stays on process. She reported on

three key changes to the Phase I funding plan which were the approval of the Lease and Use Agreement with AC Transit, increase in land sales due mainly to the acceleration of Parcel F, and a lower TIFIA loan. The TJPA still has a fully funded Phase I. She also provided an update for the Phase II funding plan which was impacted by the changes in the Phase I funding plan.

Adam Alberti of Singer Associates, TJPA Public Relations Consultant, provided the outreach update. He reported TJPA hosted a booth at the Castro Street fair last weekend and another booth would be hosted at the Bernal Heights fair this coming weekend; this would be the last one of the year. Regarding the Temporary Terminal, he reported a significant amount of signage had been posted at the 200 and 250 Main Street parking lots notifying the public about the upcoming closure and directing them to the website to find out more about the project. He also stated the Transit Toolkits which will provide transit vouchers to parkers would be distributed. He further reported information meetings have been held with Charles Schwab, as they have about 3000 employees in the area. He reported meetings would be held with AC Transit riders next week to address their impacts. ED Ayerdi-Kaplan expressed appreciation to AC Transit and SamTrans for the transit discounts given to commuters through the Transit Toolkits.

Brian Dykes, TJPA Principal Engineer, presented the anticipated contract package schedule.

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 September 29, 2008 meeting.
- (7.2) Authorizing the Executive Director to execute Amendment No. 1 to the agreement for independent auditing services with Macias, Gini & O'Connell, to modify the Agreement to extend the term for an additional year and increase the maximum compensation by the option price of \$56,344 for a total maximum compensation of \$210,613.

RESOLUTION 08-037

- (7.3) Authorizing the Executive Director to execute Amendment #1 to Intergovernmental Agreement #2 with the City and County of San Francisco, Department of Public Works (DPW), authorizing TJPA to provide the resurfacing services on Folsom Street between Main and First streets in exchange for a maximum reimbursement from DPW of \$400,000.

RESOLUTION 08-038

No public comment.

On motion to approve the Consent Calendar:

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

SPECIAL CALENDAR

8. Presentation of the Transbay Transit Center building concept validation by Pelli Clarke Pelli Architects.

Fred Clarke, Pelli Clarke Pelli Architects, presented the item.

9. Authorizing the award of TJPA Contract No. 08-07-CONTT-000, Temporary Terminal Project, to McGuire and Hester, as the responsible bidder submitting the lowest responsive bid, in an amount not to exceed \$18,065,500.

Mike Hester of McGuire and Hester graciously accepted the nomination.

Director Cohen requested a copy of the first source hiring provision within the contract be sent to him. ED Ayerdi-Kaplan stated it would be sent to him.

No public comment.

RESOLUTION 08-040

On motion to approve:

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

10. Adopting a Fourth Addendum to the Final Environmental Impact Statement/Environmental Impact Report (FEIS/EIR) and authorizing staff to amend the Refined Locally Preferred Alternative for the Program (Program RLPA) to include the Revised Temporary Terminal plan.

No public comment.

RESOLUTION 08-039

On motion to approve:

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

11. Adopting a resolution urging the California High-Speed Rail Authority to give the rail extension of the Transbay Transit Center Program priority for funding if Proposition 1A, the Safe, Reliable High-Speed Passenger Train Bond Act, is passed by the voters on November 4, 2008.

ED Ayerdi-Kaplan presented the item.

No public comment

RESOLUTION 08-041

On motion to approve:

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

12. Adopting the Capitalization Policy for Capital Assets identified as Board Policy No. 014, Category: Financial Matters.

Nancy Whelan, TJPA Financial Consultant, presented the item.

No public comment.

RESOLUTION 08-042

On motion to approve:

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

13. Authorizing the Executive Director to execute the Easement Agreement with Mission Street Development LLC, developer of the Millennium Tower property at 301 Mission Street in San Francisco, granting the TJPA a five-foot easement for the Transit Center train box.

Andrew Schwartz of Shute, Mihaly & Weinberger, TJPA outside counsel, presented the item.

No public comment.

RESOLUTION 08-043

On motion to approve:

ADOPTED: AYES – Cohen, Daly, Hill, 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 1:55 pm

2. Roll Call

Present: Tony Anziano
Michael Cohen
Chris Daly
Jerry Hill
Elsa Ortiz
Nathaniel Ford

Absent: 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 LLP, outside counsel

Negotiating parties: TJPA and Hines

Under negotiation: Terms of the Exclusive Negotiations Agreement between the TJPA and Hines and the terms of Hines' purchase of the Property from the TJPA

ADJOURN CLOSED SESSION AND RECONVENE SPECIAL MEETING – The Closed Session adjourned at 2:13 pm.

14. Announcement of Closed Session.

Deborah Keeth, TJPA Counsel, announced that the Board met for a conference with their real property negotiators and took no action.

ADJOURN – Chairman Ford adjourned the meeting at 2:15 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.