



TRANSBAY JOINT POWERS AUTHORITY BOARD OF DIRECTORS

MINUTES

Thursday, October 14, 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, Daly, Ortiz and Sartipi would not be present due to scheduling conflicts and Directors Harper and Lloyd were in attendance as the designated alternate Directors.

Present: Michael Cohen
Greg Harper
Art Lloyd
Nathaniel Ford

Absent: Mark Church
Chris Daly
Elsa Ortiz
Bijan Sartipi

3. Communications

Secretary Gonzales announced that the TJPA Board of Directors November meeting has been rescheduled to November 1st due to the regularly scheduled meeting day falling on an observed legal holiday and that an official notice would be sent out.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Funding Update
- Construction Manager/General Contractor SBE Update
- Demolition Update

Executive Director (ED) Ayerdi-Kaplan began her report by announcing Emilio Cruz as the new Program Manager for the Program Management/Program Controls team and she officially welcomed him to the team. She then reported that the team continues to meet regularly with all of the stakeholders and various City agencies. She stated that the construction documents being worked on by Pelli Clarke Pelli Architects are 35 % complete. She announced the Buttress, Shoring Wall and Excavation package bids are due on November 9, 2010 which is an extended bid date due to the bidders requesting additional time to prepare. She also reported that bids for the first of six utility relocation construction packages were opened on September 15, 2010. Three qualified bids were received; all bidders were Small Business Enterprise (SBE)

contractors, and all three bids were below the engineers' estimate which was very good news. She further reported that the remaining five utility relocation packages will be issued for bid through the end of the year and they all have a 100% SBE participation goal. She also stated that the team continues to work with PG&E to push them to complete their work on First, Minna, and Natoma streets so that TJPA's utility relocation contractors have unimpeded access to complete their work on these streets. She also provided updates on the Bus Storage Facility, Temporary Terminal Phase 2, and Rail components of the program which included the reporting of formal written letters received from both the California High-Speed Rail Authority (CHSRA) and Caltrain stating their agreement on the platform configuration, track alignment, and platform assignments and layouts in the Transit Center.

Rich Coffin, ARUP, presented the Bus Ramps design update.

Steve Rule, Turner Construction, presented the Demolition update.

Nancy Whelan, Financial Consultant, presented the Funding update.

Director Cohen inquired on the status of a recommendation made by Caltrain, Mike Scanlon and Bob Doty, to CHSRA suggesting a phasing approach for HSR that did not seem consistent with the strategy the TJPA previously discussed. ED Ayerdi-Kaplan advised that she is aware of a response letter from CHSRA to Caltrain regarding this issue and that there appears to be a difference of opinion at this time. Director Cohen suggested that the TJPA ensure its original approach is still the plan or address any issues of deviation early. Director Lloyd confirmed that there is a difference of opinion at this time and that it would be addressed at the Caltrain November Board meeting.

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

6. Public Comment

Pat Lamken stated she was there on behalf of AC Transit riders regarding the Temporary Terminal. She expressed concerns regarding the shelter provided by the canopies, the amount of benches available and the lack of restrooms.

Richard Rothman spoke about his experience at the Temporary Terminal and stated his concerns for the lack of restrooms and benches.

Joyce Roy suggested that the AC Transit bus riders increased when BART went on strike a few years ago and that she thinks there is now a possibility of the reverse. She thinks all that can be done to keep the bus riders coming and attract new riders should be done. She stated the things that need to be addressed are the bathrooms, canopies, benches, and adding a warming hut.

Michael Murausli addressed the Board with questions about the status of the TJPA, the activities of the TJPA, compensation to Board members, and proposed contract amounts.

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 9, 2010 meeting.

(7.2) Authorizing the Executive Director to execute Amendment No. 1 to the Agreement with Local Government Services for Human Resources Management, extending the term for an additional two (2) years.

RESOLUTION 10-040

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Cohen, Harper, 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 Trinet Construction Incorporated as the responsible bidder submitting the lowest responsive bid in the amount of \$4,796,301 for TG04.5.1 – Minna Street Utility Demolition, Installation of Water, Sewer, and Joint Trench for gas, electrical, and telecommunications, and thereby increasing authorized Direct Costs under Contract No. 08-04-CMGC-000 from \$0 to \$4,796,301 and increasing the authorized Construction Services Fee from \$0 to \$374,591.11.

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

No public comment.

RESOLUTION 10-041

On motion to approve:

ADOPTED: AYES – Cohen, Harper, Lloyd and Ford

9. Authorizing the Executive Director to execute Amendment No. 2 to the Agreement for professional design and construction administration services for the Transit Center Building and Related Structures with Pelli Clarke Pelli Architects, to incorporate the "bottom-up" sequence to design and construction; to provide Construction Administration services for the extended construction period; to provide electronic monitoring of settlement and soil conditions during excavation and construction of the train box; and to increase the Additional Services allowance to \$30,000,000 reflecting these and other additional services.

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

No public comment.

RESOLUTION 10-042

On motion to approve:

ADOPTED: AYES – Cohen, Harper, Lloyd and Ford

10. Authorizing the Executive Director to execute Amendment No. 1 to the Agreement with Parsons for Engineering Design services for the Caltrain Downtown Extension project for a maximum compensation of \$1,200,000 and authorizing the amendment of the TJPA Fiscal Year 2011 Budget to increase the line item for Downtown Extension Engineering & Design by \$460,000 to \$1,210,000.

Brian Dykes, TJPA Principal Engineer, presented the item.

No public comment.

RESOLUTION 10-043

On motion to approve:

ADOPTED: AYES – Cohen, Harper, Lloyd and Ford

11. Authorizing the Executive Director to execute an Agreement for Quitclaim of Interest and related Agreements as a condition of the TJPA's receipt of a grant from the San Mateo County Transportation Authority of \$12,262,000 for acquisition of 85 Natoma for the Downtown Rail Extension project.

Nancy Whelan, Financial Consultant, and Deborah Miller, TJPA Counsel, presented the item.

No public comment.

RESOLUTION 10-044

On motion to approve:

ADOPTED: AYES – Cohen, Harper and Ford

ABSTAIN – Lloyd

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

There was no member of the public who indicated that they would like to comment on the items scheduled for discussion in closed session.

CLOSED SESSION

1. Call to Order

Chairman Ford called the closed session to order at 10:20 am.

2. Roll Call

Present: Michael Cohen
Greg Harper
Art Lloyd
Nathaniel Ford

Absent: Mark Church
Chris Daly
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

4. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8) and CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION (Gov. Code section 54956.9(c))

(4.1) Property: 60 Tehama Street, San Francisco (Block 3736, Lot 88)

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

Negotiating parties: TJPA; Peter F. Byrne, trustee of The Peter F. Byrne Revocable Trust Dated 12/5/07; Thomas P. Byrne

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

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.2) Property: 564 Howard Street, San Francisco (Block 3721, Lot 19)

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

Negotiating parties: TJPA; 564 Howard Street, LLC; Claude & Nina Gruen; Howard N. Ellman

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

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.3) Property: 568 Howard Street, San Francisco (Block 3721, Lot 20)

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

Negotiating parties: TJPA; InvesMaster Corp.; Virgil Chen; Norman E. Matteoni

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

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.4) Property: 85 Natoma Street #1, San Francisco (Block 3721, Lot 109)

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

Negotiating parties: TJPA; Patrick M. McNerney; Jeffrey G. Knowles

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #1

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.5) Property: 85 Natoma Street #2, San Francisco (Block 3721, Lot 110)

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

Negotiating parties: TJPA; Steel Arc Properties, LLC; Jeffrey G. Knowles

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #2

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.6) Property: 85 Natoma Street #3, San Francisco (Block 3721, Lot 111)

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

Negotiating parties: TJPA; Abbas A. Razaghi, and Nader Heydayian and Hamideh Nouri, trustees of the 2005 Heydayian/Nouri Family Trust

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #3

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.7) Property: 85 Natoma Street #4, San Francisco (Block 3721, Lot 112)

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

Negotiating parties: TJPA; Alyce M. Stanwood; Jeffrey G. Knowles

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #4

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.8) Property: 85 Natoma Street #5, San Francisco (Block 3721, Lot 113)

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

Negotiating parties: TJPA; Terri L. Brown

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #5

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.9) Property: 85 Natoma Street #7, San Francisco (Block 3721, Lot 115)

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

Negotiating parties: TJPA; Fereshteh Noory, and Nader Heydayian and Hamideh Nouri, trustees of the 2005 Heydayian/Nouri Family Trust

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #7

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.10) Property: 85 Natoma Street #9, San Francisco (Block 3721, Lot 117)

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

Negotiating parties: TJPA; Wendy Roess-DeCenzo and Christopher DeCenzo; Jeffrey G. Knowles

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #9

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.11) Property: 85 Natoma Street #C1, San Francisco (Block 3721, Lot 118)

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

Negotiating parties: TJPA; Martin Properties, LLC; Jeffrey G. Knowles

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 85 Natoma Street #C1

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 1 potential case

(4.12) Property: 9 easement interests in indoor parking spaces in and across the garage located at 85 Natoma and 4 easement interests in outdoor parking spaces accessed across the garage located at 85 Natoma garage, San Francisco held by the owner of condo units in 580 Howard Street, San Francisco (Block 3721, Lot 93-105)

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

Negotiating parties: TJPA; Howard Historic Properties, LLC; Jeffrey G. Knowles

Under negotiation: Price and terms of payment for TJPA's acquisition of easement interest in and across the garage located at 85 Natoma Street

Initiation of litigation pursuant to subdivision (c) of Section 54956.9: 13 potential cases

RESOLUTION 10-045

On motion to approve:

ADOPTED: AYES – Cohen, Harper, Lloyd and Ford

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 10:55 am.

12. Announcement of Closed Session.

Deborah Miller, TJPA Counsel, announced that the Board met in Closed Session for a conference with their real property negotiators and conference with legal counsel - anticipated litigation. There is no action to report for Item 3. As to Item 4, regarding the properties of 60 Tehama Street, 564 Howard Street, 568 Howard Street, 85 Natoma Street #1, 85 Natoma Street #2, 85 Natoma Street #3, 85 Natoma Street #4, 85 Natoma Street #5, 85 Natoma Street #7, 85 Natoma Street #9, 85 Natoma Street #C1, and 13 easement interests across the 85 Natoma Street garage, the TJPA Board of Directors unanimously approved a resolution recommending that the City and County of San Francisco Board of Supervisors adopt resolutions of necessity for the City to condemn on behalf of the TJPA and initiate eminent domain proceedings to acquire the listed properties for the Transbay Transit Center program.

ADJOURN – Chairman Ford adjourned the meeting at 11:00 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 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.