

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, March 10, 2011
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
Jane Kim
Art Lloyd
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 9:35 am.

2. Roll Call

Present: Tony Anziano
Michael Cohen
Jane Kim (absent at roll call, arrived during ED Report)
Art Lloyd
Elsa Ortiz
Nathaniel Ford

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Quarterly Financial Reports
- Construction Update

ED Ayerdi-Kaplan provided an update on work to date including the status of construction documents, opening of the Temporary Terminal facility restrooms on February 21st and installation of eight additional benches on February 11th, Bus Storage coordination with Caltrans, and coordination with High Speed Rail and Caltrain on the rail component of the program. She also reported on the award of a \$2.65 million dollar grant from the Federal Railroad Administration for utility relocation work.

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

Steve Rule, Turner Construction, presented the Construction update.

ED Ayerdi-Kaplan welcomed Director Kim to the TJPA Board.

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 January 13, 2011 meeting.

(7.2) Authorizing the Executive Director to execute an agreement with Vavrinek, Trine, Day & Co. for Independent Auditing Services for an amount not to exceed \$144,000 for Basic Services and for a period of three years.

RESOLUTION 11-004

(7.3) Authorizing the Executive Director to execute Amendment #1 to the Agreement with SFPUC to provide Construction Services for an amount not to exceed \$375,000, for an aggregate amount of all services under the Agreement not to exceed \$600,000, and for a term not to exceed eight years from the Effective Date of the Agreement.

RESOLUTION 11-005

(7.4) Authorizing the Executive Director to enter into a Freeway Maintenance Agreement with the State of California Department of Transportation to operate and maintain the Bus Only Lane in substantially the form attached hereto for a duration not to exceed seven years.

RESOLUTION 11-006

No public comment.

On motion to approve the Consent Calendar:

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

REGULAR CALENDAR

8. Approving the design proposal and budget for the recommended artist, Tim Hawkinson, and authorizing the Executive Director to enter into an agreement with Tim Hawkinson to create a landmark entry sculpture and authorizing the Executive Director to modify the existing agreement with Webcor/Obayashi to manage, assemble and install the sculpture and dedicated

foundation system consistent with the artist's design for a total amount not to exceed \$1,150,000.

ED Ayerdi-Kaplan introduced the item and provided background on the art component of the program. Jill Manton of SF Arts Commission, Tim Hawkinson, Victor Agran of Pelli Clarke Pelli Architects, Bruce Gibbons of Thornton Tomasetti, JD Beltran of SF Arts Commission and SF Art Institute, and Luis Cancel of SF Arts Commission presented the item.

No public comment.

RESOLUTION 11-007

On motion to approve:

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

9. Authorizing the Executive Director to execute Contract Modification No. 2 to Agreement No. 08-08-DM-000 with Evans Brothers Inc. for additional construction services required as part of the Existing Terminal Building & Ramps Demolition, increasing the contract by \$945,700, for a total contract sum of \$13,693,340, and increasing the contract duration by 28 calendar days, for a total contract duration of 326 calendar days.

Ed Sum, TJPA Engineering Manager, presented the item.

No public comment.

RESOLUTION 11-008

On motion to approve:

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

10. Authorizing the Executive Director to execute an agreement with Nancy Whelan Consulting for Financial Consulting Services in the amount of \$4,284,920 and for a period of five years.

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

No public comment.

RESOLUTION 11-009

On motion to approve:

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

11. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Subcontract to M. Squared Construction Incorporated as the responsible bidder submitting the lowest responsive bid in the amount of \$1,842,000 for TG04.6: Main, Beale, Howard, and Mission Streets: sewer and sludge systems, and thereby increasing authorized Direct Costs under Contract No. 08-04-CMGC-000 by \$1,842,000 and increasing the authorized Construction Services Fee by \$151,044.

Guy Hollins, Program Management team, presented the item.

No public comment.

RESOLUTION 11-010

On motion to approve:

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

12. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to execute a Subcontract Agreement for On-Call Survey & Control Services with Chaudhary & Associates, for three years and compensation of \$1,250,000, and thereby increasing authorized Direct Costs under Contract No. 08-04-CMGC-000 by \$1,250,000 and increasing the authorized Construction Services Fee by \$102,500 for the initial survey subcontract.

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

No public comment.

RESOLUTION 11-011

On motion to approve:

ADOPTED: AYES – Kim, Lloyd, Ortiz and Ford

ABSENT – Cohen

13. Authorizing the Executive Director to execute an agreement with Singer Associates for public relations support and community outreach services at a cost not to exceed \$900,000 and for a term of five years.

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

No public comment.

RESOLUTION 11-012

On motion to approve:

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

14. Approving the recommended applicants to the Transbay Joint Powers Authority Citizens Advisory Committee.

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

Vice Chair Ortiz inquired on the number of racial minorities on the TJPA CAC. Mr. Beck confirmed that there is one Hispanic male and the other members are Caucasian. Mr. Beck and ED Ayerdi-Kaplan confirmed that extensive outreach was conducted. Director Cohen suggested the item be continued so that staff could attempt to reach minorities. The Board agreed to continue the item.

No public comment.

15. Authorizing the Executive Director to execute a Temporary Easement Agreement with PG&E, authorizing PG&E to install, maintain and remove electrical and natural gas facilities through TJPA-owned parcels N and N' at no cost to the TJPA.

Guy Hollins, Program Management team, presented the item.

No public comment.

RESOLUTION 11-013

On motion to approve:

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

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 10:50 am.

2. Roll Call

Present: Tony Anziano
Michael Cohen
Jane Kim
Art Lloyd
Elsa Ortiz
Nathaniel Ford

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

(3.1) Property: 85 Natoma Street #7 (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, co-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

RESOLUTION 11-014

On motion to approve:

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

(3.2) Property: 90 Natoma Street (Block 3721, Lot 047)

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; CBTW, LP; CBTW, LLC; Colin O'Malley; John Giuffre; John Colins Lounge

Under negotiation: Price and terms of payment for TJPA's acquisition of property interest in 90 Natoma Street, including compensation for loss of business goodwill under California Code of Civil Procedure Section 1263.510

RESOLUTION 11-015

On motion to approve:

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

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 11:00 am.

16. Announcement of Closed Session.

Deborah Miller, Counsel, reported that the TJPA Board of Directors unanimously authorized the Executive Director to execute a Purchase and Sale Agreement with Fereshteh Noory, and Nader Heydayian and Hamideh Nouri, co-trustees of the 2005 Heydayian/Nouri Family Trust, to purchase 85 Natoma #7 for \$815,000 and also authorized the Executive Director to execute an agreement with John Colins to provide \$525,000 total for reimbursement of relocation expenses and the cost to preserve existing goodwill, and compensation for loss of business goodwill. After deducting \$67,707.50 the TJPA has already compensated John Colins for these expenses, the total additional compensation shall be \$457,292.50.

ADJOURN – Chairman Ford adjourned the meeting at 11:05 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.