

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, April 22, 2010  
1 Dr. Carlton B. Goodlett Place, Room 250  
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

201 Mission St. #2100  
San Francisco, California 94105  
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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 Sartipi would not be in attendance due to a scheduling conflict.

Present: Mark Church  
Michael Cohen  
Chris Daly  
Elsa Ortiz  
Nathaniel Ford

Absent: Bijan Sartipi

### 3. Communications

None.

### 4. Board of Director's New and Old Business

None.

### 5. Executive Director's Report

- Quarterly Financial Reports
- Construction Manager/General Contractor (CM/GC) SBE Update
- Caltrain Downtown Extension and High Speed Rail Update

Executive Director (ED) Ayerdi-Kaplan reported that the California High Speed Rail Authority (CHSRA) Board of Directors voted to approve the Transbay Transit Center (TTC) at 1<sup>st</sup> and Mission Streets in downtown San Francisco as the northern terminus for High Speed Rail in San Francisco. She further reported that the CHSRA also voted on the alternatives and analysis report for the San Francisco to San Jose corridor and the analysis confirmed that the TTC is the preferred location for the San Francisco terminal and that the proposed Beale Street alternative is infeasible and will not be studied further. She acknowledged the progress as great news and expressed sincere enthusiasm for the continued work with Caltrain and CHSRA. She then provided an update on the progress of work to date including overall security of the TTC, coordination and outreach with the neighborhood in anticipation of the major construction activities, working with the demolition contractor and City regarding issues that may arise during construction, meetings with Building Inspection and the Fire Department as fire safety

requirements are reviewed for the TTC, the bus ramp simulation conducted at Alameda Point for AC Transit, and the Temporary Terminal including the construction of the Essex Street Lane.

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

Tom Soohoo, Webcor Corporate Small Business Manager, presented the CM/GC SBE Update.

Bradford Townsend, Project Manager, presented the Rail 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.

At the request of Chairman Ford, Item 7.3 was severed and considered separately.

(7.1) Approving the Minutes of the February 11, 2010 meeting.

(7.2) Approving the updated Board Policy No. 001, Procurement Policy, and Board Policy No. 002, Protest Procedures, and annual review of Board Policy No. 009, Investment Policy.

## RESOLUTION 10-005

No public comment.

On motion to approve the Consent Calendar Items 7.1, 7.2:

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

(7.3) Authorizing the Executive Director to execute a Professional Services Agreement with Business Development Inc. (BDI) to provide outreach consultant services to Disadvantaged and Small Business Enterprises for a five year term and for a total amount not to exceed \$500,000.

Chairman Ford asked the ED if the proposed budget would adequately cover the services required under the five year term of the contract.

ED Ayerdi-Kaplan had Sara Gigliotti respond to the question. Ms. Gigliotti confirmed the budget was based on the cost proposal received and was in line with the independent cost estimate and budget for the contract and that the contractor has assured the TJPA that they can fulfill the scope of work within this price.

Jed Silver, BDI Director of Public Affairs, confirmed there were no concerns with the budget and that they were confident they could fulfill the scope of work within this budget because of a number of in-kind opportunities they have to offer due to their relationships already established in the community.

**Public Comment:**

Paul Pendergast, Pendergast Associates, expressed his gratitude to the Board for their support of small businesses. He stated, when competing for this contract, his firm came in at the top on all aspects of the RFP except for the budget. He expressed his respect for the winning firm, BDI, but stated the budget was much less than what his firm was getting on other projects. He further stated that if there is a need down the line for more services he hopes the other competitive proposers will be considered.

**RESOLUTION 10-006**

On motion to approve:

**ADOPTED: AYES – Church, Cohen, Daly, Ortiz and Ford**

**SPECIAL CALENDAR**

**8. Presentation by Fred Clarke of Pelli Clarke Pelli Architects of the Transbay Transit Center Design Development:**

- Architecture
- Engineering
- Sustainability
- The Park

Fred Clarke of Pelli Clarke Pelli Architects presented the item.

**9. Presentation of a proposed revised Baseline Budget for Phase 1 of the Transbay Transit Center Program in the amount of \$1,589,000,000, Funding Plan, and Schedule.**

Nancy Whelan, TJPA Financial Consultant, and Robert Beck, TJPA Senior Program Manager, presented the item.

Vice Chair Ortiz stated that AC Transit has some concerns with some of the funds identified in the funding plan, as well as the construction schedule. She further stated that in order for AC Transit to move to the Temporary Terminal, TJPA would need to certify that the funds identified in Phase 1 are accurate. She questioned when the land sales would be confirmed at \$429 million and what happens if it is not confirmed. She also asked how the timing of land sales affected the TIFIA loan since it is a condition of the loan. Ms. Whelan replied that an amendment would need to be done to the TIFIA loan because of the \$400 million received from ARRA and the schedule change and she confirmed that the TIFIA team is aware of this. She stated that the land sales are in the process of being reevaluated and the hope is to have that done in the next few months. Ms. Whelan further stated that it is believed that the market conditions will continue to improve and the land sales will come closer to the estimate with the additional two years in the construction schedule. She also noted that the TIFIA loan allows for an alternative funding source and that Staff is continuously looking for additional funding and reporting that to the Board monthly but she and Staff are confident in the funding plan presented.

Vice Chair Ortiz expressed her other concern which was the construction schedule being extended to 7 years because of the potential impacts to AC Transit's operations. The original schedule was 5 years, then 14 months was added and now it is 7 years and the concern is whether 7 years is the final schedule or if it would be further delayed. ED Ayerdi-Kaplan stated that Staff is working very hard to compress the schedule and that 7 years is a worst case scenario.

Director Daly stated that given what is seen in the market right now, he understands Director Ortiz's concern about the land sales but he feels the evidence is clear that it is a good time to be letting contracts right now. He believes bids will come in significantly under the estimates and ultimately that will balance out some of the estimates around real estate transactions. He stated San Francisco is seeing sales prices increase for the first time in a couple of years and he thinks TJPA is in a very good position to move forward now.

ED Ayerdi-Kaplan confirmed that TJPA is in a very favorable bidding climate and in an opportune position that can put people to work right away. She further agreed with Director Daly on the improving market conditions and stated the TJPA is in a fortunate position where property does not need to be sold right away.

Director Cohen supported Director Daly's comments. He also believes the construction costs are going to come in much lower. He stated that even if the real estate does not come in as projected, the construction will remain low and that this market condition puts the project in a very beneficial position. He also stated the most important advantage is the inclusion of the train box because it is now not a question of if rail will come to this facility, but when. He expressed his support to provide AC Transit all the information they need to move but advised that the project move forward without delay.

Chairman Ford inquired on the status of the Temporary Terminal being ready for operation. Mr. Beck advised that a few punch-list items need to be addressed but that it would be ready by August. Chairman Ford also inquired on the efforts put forth to ensure there is not a shortage of trades and crafts since there is a lot of projects happening at the same time, including Doyle Drive and Central Subway. Mr. Beck responded that the ED and Staff have been working

extensively with the trades' council keeping them abreast of the project and upcoming opportunities. Chairman Ford suggested that it might make sense for partnerships to be formed between the agencies so they can sit down together and collectively look at what all of the needs of the agencies are in terms of the trades. ED Ayerdi-Kaplan agreed and suggested that the housing and transportation needs of all the workers also be considered because it is the understanding that people will be coming in from around the country. Chairman Ford concurred and suggested this be addressed as a City in terms of the impact this level of work force will have on San Francisco.

Public Comment:

Ernestine Weiss expressed her sincere appreciation for Fred Clark and Pelli Clarke Pelli Architects for the design of the Transbay Transit Center. As creator of Ferry Park, she stated that Ferry Park and Transbay are the most significant redevelopment of land use in San Francisco this century. The economic benefits are endless. As a proud advocate of transportation, she was the first to endorse Pelli Clarke Pelli Architect's design because she saw it was the most effective, brilliant, and beautiful. She is particularly impressed by the LED lighting, seismic structure and transparency. She further stated that the park is fabulous.

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

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

Public comment:

Teresa Sheehan expressed her appreciation to Director Daly and wished the entire TJPA Board and Staff good luck.

RESOLUTION 10-007

On motion to approve:

ADOPTED: AYES – Church, Daly, Ortiz and Ford

ABSENT – Cohen

11. Presentation of the TJPA FY2010-11 budget outlook pursuant to Board Policy No. 003.

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

12. Approval of the draft Anticipated Disadvantaged Business Enterprise (DBE) Participation Level (ADPL) Program for federal fiscal years 2010-11 through 2012-13 and authorization of the release of the draft ADPL for a 30-day public review/45-day public comment process.

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

No public comment.

RESOLUTION 10-008

On motion to approve:

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

## RECESS SPECIAL 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 11:40 am

#### 2. Roll Call

Present: Mark Church  
Michael Cohen  
Elsa Ortiz  
Nathaniel Ford

Absent: Chris Daly  
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

ADJOURN CLOSED SESSION AND RECONVENE SPECIAL MEETING – The Closed Session was adjourned at 11:55 pm.

13. Announcement of Closed Session.

Chairman Ford announced that the Board met in Closed Session and there was no action to report.

ADJOURN – Chairman Ford adjourned the meeting at 12:05 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](http://sfgov.org/ethics).