

**STAFF REPORT FOR CALENDAR ITEM NO.: 10.3
FOR THE MEETING OF: June 14, 2018**

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Authorize the Executive Director to amend the intergovernmental agreement with the City and County of San Francisco Art Commission (SFAC) for arts acquisition and management services, to extend the agreement to a maximum term of twelve years with no change to the scope or maximum compensation under the agreement.

EXPLANATION:

On May 15, 2008 the Board authorized the Executive Director to execute an intergovernmental agreement with SFAC for a maximum compensation of \$950,000 and a term of seven years. The Agreement became effective upon the issuance of the first notice to proceed, dated July 1, 2008. The agreement with SFAC was negotiated and executed prior to the inclusion of the train box in Phase 1, thus the seven year term through 2015. In June 2015, the agreement was extended for three years, to a total of ten years. This amendment would extend the agreement an additional two years, to June 30, 2020.

Under the agreement the SFAC has prepared an Arts Master Plan, qualified and selected artists, provided an art development and installation plan, provided logistical support and coordination of the installation of the art pieces, and is preparing a maintenance plan for the ongoing maintenance and conservation of the artworks. A two-year extension allows for SFAC involvement as needed for artwork consultation after the opening of the transit center.

As of December 31, 2017, the unspent balance under the agreement is \$22,021. It is anticipated that the remaining work under the original agreement can be performed within this amount, and no increase in compensation is being requested at this time. The agreement does allow for an additional negotiated fee for future collection management; thus, an additional amendment may be brought to the Board for consideration in the future.

RECOMMENDATION:

Staff recommends that the Board of Directors authorize the Executive Director to amend Intergovernmental Agreement No. IGA-08-026-SFAC, for Management of the Public Art Program, to extend the agreement to a maximum term of twelve years with no change to the maximum compensation under the Agreement.

ENCLOSURES:

1. Resolution
2. Amendment No. 3

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, On May 15, 2008 in Resolution No. 08-026, the Transbay Joint Powers Authority (TJPA) Board of Directors resolved to authorize the Executive Director to execute an Intergovernmental Agreement with the City and County of San Francisco Art Commission (SFAC) for Management of the Public Art Program (Agreement) for a maximum compensation of \$950,000 and for a period of seven years; and

WHEREAS, The seven year term of the Agreement was initially determined based on the anticipated Phase 1 construction schedule; and

WHEREAS, The resequencing of the delivery of the Transbay Program to include the train box construction in Phase 1, among other reasons, warranted an extension of the term of the Agreement; and

WHEREAS, On June 19, 2015, the term of the Agreement was extended by three years; and

WHEREAS, The TJPA expects to continue to benefit from public art program consultation services provided by the SFAC; and

WHEREAS, It would be inefficient and not cost effective to engage in a new procurement process to select a consultant to provide these continuing public art program administration services; and

WHEREAS, TJPA Staff recommends extending the term of the Agreement to twelve years without increasing the maximum compensation under the Agreement; such change to the term requires an amendment to the Agreement, but does not change the scope, price or deliverables under the Agreement; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes the Executive Director to execute Amendment No. 3 to the Intergovernmental Agreement with the City and County of San Francisco Art Commission, to modify the Agreement to extend the term of the Agreement to twelve years without increasing the maximum compensation under the Agreement.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of June 14, 2018.

Secretary, Transbay Joint Powers Authority

Amendment No. 03
Intergovernmental Agreement between
the Transbay Joint Powers Authority and
City and County of San Francisco Art Commission

THIS Amendment No. 3 to the Intergovernmental Agreement for Management of the Public Art Program for the Transbay Transit Center Program dated May 15, 2008 (“Agreement”) is entered into as of the 14th day of June 2018 in San Francisco, California, by and between **City and County of San Francisco Art Commission** (“SFAC”), and the **Transbay Joint Powers Authority** (“TJPA”).

The TJPA and SFAC desire to extend the term of the Agreement without changing the scope, price, or deliverables under the Agreement. The TJPA and SFAC agree to amend Section 2 of the Agreement in its entirety to read as follows:

2. Term of the Agreement and Termination

The term of this Agreement shall be twelve (12) years from July 1, 2008, the Effective Date of this Agreement, unless earlier terminated. This Agreement may be terminated by either Party, with or without cause, upon thirty (30) days written notice. The TJPA has the sole discretion to determine whether any of the Services are satisfactory to the TJPA, which determination shall be made in good faith. If the TJPA determines that any of the Services are not satisfactory, the TJPA may terminate this Agreement by giving written notice to SFAC or may delete specific services from this Agreement. Upon receipt of notice of termination by either Party, SFAC shall cease performing Services on the termination date specified in the written notice. The compensation payable to SFAC shall cover only the period for which SFAC has performed Services.

All other provisions of the Agreement shall remain in full force and effect. In particular, there shall be no change to the maximum compensation described in Section 3 of the Agreement.

TRANSBAY JOINT POWERS AUTHORITY

**CITY AND COUNTY OF SAN FRANCISCO
ART COMMISSION**

By: Mark Zabaneh

By: _____

Title: Executive Director

Title: _____

Approved as to Form:

Transbay Joint Powers Authority

Board of Directors

Resolution No. _____

By: _____
TJPA Legal Counsel

Adopted: _____

Attest:

Secretary, TJPA Board