

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, The Transbay Joint Powers Authority (“TJPA”) is a joint powers agency responsible for the planning, design, financing, construction, operation and management of the Transbay Transit Center Program; and

WHEREAS, Since its inception in 2001, the TJPA has accomplished significant milestones in the financing, design and construction of the Transbay Project, including environmental review for Phase 1 and 2; completing architectural and engineering design of Phase 1; sponsoring a highly successful international design competition for the Transit Center and Transit Tower; entering a Cooperative Agreement with State Department of California (Caltrans) for the transfer of more than 19 acres of land in downtown San Francisco for the Project at no cost; acquiring 26 private properties for the Temporary Terminal, Transit Center, Bus Ramp and Train Box throat Structure; obtaining a commitment for a \$171 million TIFIA loan; obtaining \$400 million in ARRA funds for the Train Box saving an estimated \$100 million in project costs; generating more than \$500 million in revenue from the sale of real estate; awarding construction contracts with a value of more than \$907 million with the only remaining contract left to award for IT related work; creating more than 13,000 construction related jobs in 29 states, resulting in more than 1.9 million construction-related trade hours; implementing robust veterans, disabled veterans, small business, and disadvantaged business enterprise programs; negotiating a project labor agreement with 28 union signatories that has ensured labor harmony on the project site and equal opportunity for small, local, and disadvantaged businesses; instituting inner-city youth paid internship programs; and adopting model quality assurance and quality control programs; and

WHEREAS, The Project is on schedule to meet the target, adopted in 2010, for substantial completion of Phase 1 by late 2017, having successfully completed the most risky and complex construction work; the demolition of the former Transbay Terminal; installation of 3,600 linear feet of shoring wall; excavation of 4 city blocks; installation of 1,900 micro-piles underneath the slab of the Transit Center; drilling of 182 buttress shafts; installation of 50,000 square feet of geothermal piping; installation of more than \$20 million worth of underground utility upgrades around the Transit Center; pouring of 115,000 cubic yards of concrete; installation of 4 city blocks and 25,000 tons of structural steel; installation of approximately 1 mile of the bus ramp cable stayed bridge; commencement of mechanical, electrical, and plumbing work; and commencement of installation of the exterior Penrose awning; and

WHEREAS, To date, the Transbay Project has enjoyed an excellent construction worker safety record; instituted a safety and security program with the privately owned towers connecting directly to the Transit Center Rooftop Park and obtained reimbursement from the developers of the towers for all redesign and change orders resulting from such connections; received nationwide recognition as a model for Federally funded projects from the Federal Railroad Administration for implementing a successful Risk management Program and Program Management and Construction Management practice; and resolved all material disputes with contractors to date; and

WHEREAS, Given the substantial progress in construction, the completion of bidding for the construction contracts, the TJPA has shifted part of its focus to securing funding for the efficient and safe operation of the Transit Center, including the facility Concept of Operations, the Master Lessee program and the Security program; and

WHEREAS, At Section 6 of the Joint Powers Agreement establishing the TJPA and at Article XII of the TJPA's Bylaws, the TJPA designated the City and County of San Francisco ("City") as the "Administrator" for the TJPA, authorizing the City to provide necessary administrative services for the TJPA pursuant to an administrative services agreement; and

WHEREAS, In 2001, the TJPA entered an Administrative Services Agreement with the City, confirming the terms under which the TJPA may request that the City in its capacity as Administrator for the TJPA provide assistance to the TJPA Staff, in cooperation with consultants and contractors to the TJPA, to advance the Transbay Project; under the Agreement, the City has from time to time since 2001 provided such assistance to TJPA Staff, consultants, and contractors; and

WHEREAS, The TJPA has previously entered intergovernmental agreements with departments and agencies of the City, including San Francisco's Department of Public Works ("SF Public Works"), defining the roles and responsibilities of the TJPA and the City, and the terms and conditions under which the City would provide services to the Transbay Project; and

WHEREAS, On November 12, 2015, the TJPA Board of Directors adopted Resolution No. 15-043 adding a new Section 9.6(g) of the Bylaws of the TJPA, to provide as follows: "Construction of the Transbay Terminal Project. Notwithstanding the provisions of subsection (c), the Board may designate a person or entity to oversee all aspects of construction of the Transbay Project (including design and project controls related to construction), who shall take direction from and report directly to the Board and who shall also inform the Executive Director of such actions. Without limiting the foregoing, the Board may authorize the Authority to enter into an agreement with the City's Department of Public Works to perform this function"; and

WHEREAS, Consistent with TJPA Bylaws Section 9.6(g), the TJPA Board of Directors seeks to designate the SF Public Works to oversee all aspects of construction of the Transbay Project (including design and project controls related to construction), which shall take direction from and report directly to the Board and which shall also inform the Executive Director of such actions; and

WHEREAS, Consistent with TJPA Bylaws Section 9.6(g) and past practice of the agencies, the TJPA Board of Directors ~~seeks intends~~ to ~~authorize the TJPA at the April 14, 2016 TJPA Board of Directors meeting to enter into~~negotiate a written agreement with ~~the City for~~ SF Public Works to perform the construction oversight work, defining the roles and responsibilities between SF Public Works, TJPA, and TJPA contractors, and the terms and conditions under which the City would provide such services to the Transbay Project ("Construction Intergovernmental Agreement"); and

WHEREAS, The City and SF Public Works indicate that they are willing to perform this construction oversight work pursuant to Section 6 of the Joint Powers Agreement, Article XII of the TJPA's Bylaws, the Administrative Services Agreement, and a Construction Intergovernmental Agreement; now therefore, be it

RESOLVED, That the TJPA Board of Directors ~~hereby~~ appoints SF Public Works with exclusive authority, subject to TJPA Board oversight ~~and the terms and conditions of a Construction Intergovernmental Agreement, to be presented at the April 14, 2016 TJPA Board of Directors meeting~~, to oversee all aspects of construction of the Transbay Project (including design and project controls related to construction) for the purpose of meeting the TJPA Board's approved program budget and schedule for Phase 1. This authority includes the supervision and direction of the contractors, and the TJPA engineer employees directly overseeing construction as it relates to all aspects of construction of the Transbay Project; and be it

FURTHER RESOLVED, That SF Public Works shall take direction from and report directly to the Board on all aspects of construction of the Transbay Project, and shall have a mutual obligation with the Executive Director to work closely and collaboratively together and to keep each party informed of each action taken; and be it

FURTHER RESOLVED, That the TJPA Board of Directors authorizes and directs TJPA to negotiate with the City the terms and conditions of the Construction Intergovernmental Agreement with the objective of presenting this agreement to the TJPA Board for approval as soon as practicable and with the expectation that the compensation to SF Public Works would be consistent with the Board's approved program budget.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of March 10, 2016.

Secretary, Transbay Joint Powers Authority