

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, March 20, 2008
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:00 a.m.

BOARD OF DIRECTORS

Jerry Hill, Chair
Nathaniel Ford, Vice Chair
Michael Cohen
Chris Daly
Elsa Ortiz
Bijan Sartipi

Executive Director
Maria Ayerdi

Secretary
Nila Gonzales

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9:00 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chairman Hill called the meeting to order at 9:10 am.

2. Roll Call

Secretary Gonzales announced that Director Sartipi would not be in attendance due to a scheduling conflict and his alternate, Director Anziano, was not available to sit in for him.

Present: Michael Cohen
Chris Daly
Nathaniel Ford
Elsa Ortiz
Jerry Hill

Absent: Bijan Sartipi

3. Communications

Secretary Gonzales announced that at the request of the Board and due to an unforeseen scheduling conflict, the Board would convene the Closed Session calendar before the Regular Calendar. Therefore, at the conclusion of the Consent Calendar the Board will recess the meeting to clear the room and convene the Closed Session. Upon the conclusion of the Closed Session, the Board will reconvene in Open Session and continue with the Regular Calendar beginning with Item 8.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Quarterly Financial Reports

Executive Director (ED) Ayerdi reported on work to date. She expressed her gratitude to Supervisor Alioto-Pier for hosting a Community meeting on March 10, 2008 in District 2, which she represents.

Nancy Whelan, Nancy Whelan Consulting, presented the Quarterly Financial Reports.

6. Public Comment

No members of the public wished to address the Authority on this item.

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 February 21, 2008 meeting.

(7.2) Authorizing the Executive Director to execute an Amendment to the Intergovernmental Agreement #1 with DPW for survey and mapping services, to extend the term by up to three years, for a total term of four years from the Effective Date, without changing the scope or increasing the maximum compensation.

RESOLUTION 08-010

No public comment.

On motion to approve the Consent Calendar:

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

Secretary Gonzales announced, as communicated under Item 3, the Board would now recess the meeting to convene in Closed Session pursuant to Government Code Section 54956.8, CONFERENCE WITH REAL PROPERTY NEGOTIATORS.

Norman Rolfe expressed his concern on the sale to Hines and inquired if the Board had looked into leasing the building which he thought may provide more money. He further inquired if anyone had conducted an economic analysis of leasing vs. sale.

CLOSED SESSION

1. Call to Order

Chairman Hill called the closed session to order at 9:15 am

2. Roll Call

Present: Michael Cohen
Chris Daly
Nathaniel Ford
Elsa Ortiz
Jerry Hill

Absent: 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, Executive Director; Charles Sullivan, Deputy City Attorney; and Andrew W. Schwartz, Shute, Mihaly & Weinberger LLP, 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 MEETING – The Closed Session was adjourned at 10:03 am.

16. Announcement of Closed Session

Andrew Schwartz, TJPA Counsel, announced that the Board met for a conference with their Real Property Negotiators and formed a sub-committee of Directors Daly and Cohen to work with Staff to negotiate with Hines.

REGULAR CALENDAR

8. Adopting the Baseline Budget for Phase 2 of the Transbay Transit Center Program.

ED Ayerdi reviewed the history and work that lead to today's recommended Baseline Budget for Phase 2. Nancy Whelan, Nancy Whelan Consulting, and Bradford Townsend, DTX Program Manager, presented the item.

Director Cohen requested future funding presentations are organized by reliability vs. the current structure of Local, State and Federal to prevent us from underestimating the amount of Federal



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lift that is needed. ED Ayerdi concurred the Federal component is huge and affirmed the assistance from the TJPA's member agencies, AC Transit, Caltrain and the City & County of San Francisco, is essential.

No public comment.

RESOLUTION 08-011

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

Secretary Gonzales announced that Director Daly had another commitment and would not be present for the remainder of the meeting.

9. Authorizing the Executive Director to execute an Agreement for professional design and construction administration services for the Transit Center Building and Related Structures with Pelli Clarke Pelli Architects for a maximum compensation of \$105,000,000.

No public comment.

Director Cohen made a motion to continue the item and Director Ford seconded.

On motion to continue the item:

APPROVED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

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

No public comment.

RESOLUTION 08-012

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

11. Authorizing the Executive Director to execute a renewed Agreement for Program Management/Program Controls professional services with URS for a second three (3) year term (2008 – 2011) and a maximum compensation of \$36,670,000.

No public comment.

RESOLUTION 08-013

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

12. Authorizing the Executive Director to execute the Professional Services Agreement for public relations support and community outreach services with Singer Associates for a term of five years and for compensation not to exceed \$900,000.

No public comment.

RESOLUTION 08-014

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

13. Approving the updated Initial Project Report dated March 20, 2008 and a Resolution of Project Compliance for the allocation of Regional Measure 2 Funds in the Amount of \$33,200,000 for the Transbay Transit Center/Caltrain Downtown Extension Project.

Nancy Whelan, Nancy Whelan Consulting, presented the item.

No public comment.

RESOLUTION 08-015

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

14. Adopting the Real Estate Policy identified as Board Policy No. 013, Category: Real Estate.

Andrew Schwartz of Shute, Mihaly & Weinberger, TJPA Counsel, presented the item.

No public comment.

RESOLUTION 08-016

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Ortiz and Hill

ABSENT – Daly

15. Audit Presentation of the TJPA Financial Statements for Fiscal Year 2007.

Larry Gayden, TJPA Finance Manager, introduced Craig Boyer and Caroline Walsh of Macias Gini & O'Connell to present the item. Caroline Walsh reported that they issued an unqualified/clean opinion and there was an absolutely positive result as a result of their audit; there are no matters required to be reported to the Board; no material weaknesses, reportable instances or adjustments. The one recommendation that was carried forward was implementing the financial system, however, that is procured and underway.

Chairman Hill and Vice Chairman Ford both expressed their congratulations to Staff for a job well done.

ADJOURN – Chairman Hill adjourned the meeting at 10:55am.

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.