

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, May 15, 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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San Francisco, California 94105
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9:00 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chairman Hill called the meeting to order at 9:05 am

2. Roll Call

Secretary Gonzales announced that due to a scheduling conflict Director Anziano would be sitting in for Director Sartipi.

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

Absent: Bijan Sartipi

3. Communications

Secretary Gonzales announced, at the request of the Board and due to an unforeseen scheduling conflict, items 4, 5 and 6 would be taken after item 14 allowing items that required a vote to be heard. Therefore, the next item would be item 7, the Consent Calendar.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Funding Update
- Transit Center District Planning Process Update
- Temporary Terminal Update

Executive Director (ED) Ayerdi reported on work to date and scheduled for the Fall of this year.

Nancy Whelan, Nancy Whelan Consulting, presented the Funding Update.

David Alumbaugh and Josh Switzky presented the Transit Center District Planning Process update.

Phil Sandri, Temporary Terminal Project Manager, presented the Temporary Terminal 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.

(7.1) Approving the Minutes of the April 17, 2008 meeting.

(7.2) Authorizing the Executive Director to execute Amendment No. 1 to the Architectural and Engineering Design Services Agreement with Carter & Burgess, Inc. for the New Bus Storage Facilities Project, to modify the Agreement to provide additional design services associated with preliminary engineering for ramps, value engineering and design remobilization and to increase the maximum compensation by \$300,000, from \$3,265,000 to \$3,565,000.

RESOLUTION 08-018

(7.3) Amending the Rules of Order to establish the second Thursday of the month at 9:30 a.m., City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place as its regular meeting day, time and location beginning July 10, 2008.

RESOLUTION 08-019

(7.4) Adopting the revised Investment Policy identified as Board Policy No. 009, Category: Financial Matters.

RESOLUTION 08-020

(7.5) Authorizing the Executive Director to establish a trustee relationship with Deutsche Bank in order to have land sales proceeds and tax increment proceeds deposited into trust, per the terms of the Cooperative Agreement with the State of California.

RESOLUTION 08-021

No public comment.

On motion to approve the Consent Calendar:

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

REGULAR CALENDAR

8. Resolution of Appreciation for Edward Harrington.

ED Ayerdi expressed appreciation to Ed Harrington for his years of service to the TJPA as one of the founding officers serving as the Chief Financial Officer since the TJPA's inception in 2001.

No public comment.

RESOLUTION 08-022

On motion to approve:

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

9. Appointing Frederick Clarke to the position of Chief Financial Officer for the TJPA.

No public comment.

RESOLUTION 08-023

On motion to approve:

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

RECESS MEETING AND CONVENE CLOSED

There was no member of the public who indicated that they would like to comment on items that were scheduled for discussion in closed session.

CLOSED SESSION

1. Call to Order

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

2. Roll Call

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

Absent: Bijan Sartipi

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

(3.1) 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

(3.2) Property: 272 Main Street

TJPA Negotiators: Maria Ayerdi, Executive Director, and Andrew W. Schwartz, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: TJPA and Abbassis, et al.

Under negotiation: Price and terms of payment for TJPA's purchase of 272 Main Street

RESOLUTION 08-024

On motion to approve:

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

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The closed session was adjourned at 9:30 am.

10. Announcement of Closed Session.

Deborah Keeth, TJPA Counsel, announced that the Board took no action on closed session item 3.1. On closed session item 3.2, the Board authorized the ED to execute a Purchase and Sale Agreement with the Abbassis for the purchase of 272 Main Street in the amount of \$7,000,000.

11. 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.

ED Ayerdi presented the item.

No public comment.

RESOLUTION 08-025

On motion to approve:

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

12. Authorizing the Executive Director to execute an Intergovernmental Agreement with the City and County of San Francisco Arts Commission to provide assistance in selecting, acquiring and managing the installation of public art as part of the Transbay Program for a maximum compensation of \$950,000 and for a period not to exceed seven (7) years.

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

No public comment.

RESOLUTION 08-026

On motion to approve:

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

13. Presentation of and Public Hearing for Fiscal Year 2008-09 Budget in an amount not to exceed \$161,858,500.

Nancy Whelan, Nancy Whelan Consulting, presented the item.

No public comment.

14. Election of Chair and Vice Chair pursuant to the TJPA Joint Powers Agreement.

Director Ortiz nominated Director Ford as Chair of the TJPA. Director Cohen seconded the nomination.



No public comment.

On motion to elect Director Ford as Chair:

AYES – Cohen, Ford, Ortiz and Hill

NAYES – Daly

The motion to elect Director Ford as Chair passed.

Director Ford nominated Director Ortiz as Vice Chair of the TJPA. Director Cohen seconded the nomination.

No public comment.

On motion to elect Director Ortiz as Vice Chair:

AYES – Cohen, Daly, Ford, Ortiz and Hill

The motion to elect Director Ortiz as Vice Chair passed.

ADJOURN – Chairman Hill adjourned the meeting at 10:20 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 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.