

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Friday, November 16, 2007
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

SPECIAL MEETING
1:30 p.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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1:30 – SPECIAL MEETING

ORDER OF BUSINESS

1. Call to Order

Chairman Hill called the meeting to order at 1:35 pm

2. Roll Call

Present: Michael Cohen

Chris Daly

Nathaniel Ford (absent at roll call, arrived at 1:39pm during item 5)

Elsa Ortiz

Bijan Sartipi

Jerry Hill

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Quarterly Financial Reports
- BART/MUNI Connector Study Update

Executive Director (ED) Ayerdi reported on work to date, including RFPs, a baseline budget for the DTX portion of the Project and contract negotiations with Pelli Clarke Pelli. She also announced two community meetings would be held in January; January 17 with Director Ortiz in the East Bay at AC Transit and a date to be finalized with Supervisor Alioto-Pier in District 2.

Nancy Whelan, Transbay Financial/Nancy Whelan Consulting, presented the Financial Reports.

Guy Hollins, URS/Transbay Program Managers, presented the BART/MUNI Connector Study Update. ED Ayerdi stated a recommendation of the four alternatives would be presented for adoption once it is vetted with the Planning Department, BART and MTC.

6. Public Comment

Jared Eigerman of Reuben & Junius Law Firm spoke on behalf of his clients, Birmingham Development, who owns two lots in the Project area and is contracting on a third lot. Mr.

Eigerman requested a 1033 letter from the TJPA which states the TJPA's plans to acquire property for purposes of allowing Birmingham use of a federal tax regulation, section 1033 that treats sales specially, not as gains, where they are under threat of eminent domain. Mr. Eigerman confirmed their sole purpose for the request is for tax reasons with the IRS, only.

Director Cohen requested the Birmingham properties be calendared for closed session. ED Ayerdi confirmed this topic is already planned for closed session at the next meeting. The Board also instructed Staff to send the 1033 letter.

Jane Morrison expressed her concern about ending up with only a bus terminal, reminding that the 1999 ballot measure passed by voters made it mandatory to build rail and requested an update regarding the current situation. She also asked for help in keeping the High Speed Rail bond on the ballot for 2008.

ED Ayerdi advised good news would be presented in the Baseline Budget report today; not only is Phase 1 fully funded but additional revenue has been identified for Phase 2, the rail component. Staff is working diligently to help identify funding for the train box as part of Phase 1 and have engaged Federal and State Lobbyists to help identify further funding.

SPECIAL CALENDAR

7. Adopting the Baseline Budget for Phase 1 of the Transbay Transit Center Program.

ED Ayerdi introduced the item which was presented by Nancy Whelan of Transbay Financial/Nancy Whelan Consulting, Libby Siefel of Siefel Consulting, and Tim Cornhoff of Concord Group.

No public comment.

RESOLUTION 07-042

On motion to approve:

ADOPTED: AYES – Daly, Ford, Ortiz and Hill

ABSENT – Cohen

8. Authorizing the Executive Director to execute an agreement for environmental consulting services for the terminal project site with Geomatrix for a maximum compensation of \$500,000 and for a term not to exceed three years.

No public comment.

RESOLUTION 07-043

On motion to approve:

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

9. Approving the Minutes of the October 18, 2007 meeting.

No public comment.

On motion to approve:

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

The minutes were approved.

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 2:53 pm

2. Roll Call

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

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

Property: 200 Main Street
TJPA Negotiators: Maria Ayerdi, Executive Director and Andrew W. Schwartz, Shute, Mihaly & Weinberger LLP, outside counsel
Negotiating parties: TJPA and Union Pacific Railroad
Under negotiation: Price and terms of payment for TJPA's purchase of 200 Main Street

RESOLUTION 07-044

On motion to approve:

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

4. 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 SPECIAL MEETING - The closed session was adjourned at 3:15 pm.

10. Announcement of Closed Session.

Deborah Keeth, TJPA Counsel, reported that the Board took action on closed session item 3 authorizing the Executive Director to execute a Purchase and Sale Agreement with Union Pacific to purchase 200 Main Street for \$6,488,720 and that the purchase will be funded with Regional Transit Improvement Program and San Francisco County Transportation Authority Proposition K funds and that the Purchase and Sale Agreement will not become effective until and unless UP presents a duly executed Authority for Disposition to the TJPA. She further announced that the Board met for a conference but took no action on closed session item 4.

ADJOURN - Chairman Hill adjourned the meeting at 3:20 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.