

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

SPECIAL MINUTES

Thursday, August 31, 2006
1 Carlton B. Goodlett Place, Room 416
San Francisco, CA

SPECIAL MEETING

9:00 a.m.

BOARD OF DIRECTORS

Nathaniel Ford, Chairman
Jerry Hill, Vice Chairman
Michael Cohen
Chris Daly
Greg Harper

Executive Director
Maria Ayerdi

Secretary
Roberta Boomer

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9:00 - SPECIAL MEETING

ORDER OF BUSINESS

1. Call to Order

Chairman Ford called the meeting to order at 9:01 a.m.

2. Roll Call

Present: Michael Cohen
Chris Daly
Nathaniel Ford
Greg Harper
Jerry Hill

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

Executive Director Ayerdi reported that she recently presented the project to an audience of 800 people as part of a distinguished panel, including our Mayor, at the San Francisco Business Times Annual Structures Breakfast and positive feedback was received.

ED Ayerdi listed the Deliverables produced to date: 3 volumes of the Tunnel Alternatives Evaluation Report, 1 volume of the Ventilation Report, 1 volume of the Draft Rail Operations Report, 1 volume of the Preliminary Alternative Alignments and Profiles, 4 volumes of the Draft Geotechnical Data Report, 14 volumes of on-going Monthly Preliminary Engineering Progress reports, 1 volume of Mitigation Monitoring and Reporting report. She then highlighted the Program Implementation Plan report, which is a comprehensive plan to implement the Program as adopted on June 2nd. It includes the scope, construction sequence, contracting plans, cost estimates and a preliminary schedule; as the project progresses it will be updated.

ED Ayerdi stated beginning today and at all future meetings, regular updates on the Caltrain Downtown Extension relating to funding opportunities, costs and engineering updates will be given in addition to the regular Program wide updates.

Nancy Whelan, Transbay Financial Consultants, presented information regarding funding opportunities and status for Phases I and II, Transportation and Housing (State) Bond Measures that will go to voters this Fall, the Interagency Working Group recommendations that identified 3 sources of revenue: Mello Roos District, Land Values and Tax Increment which the Planning Department is preparing to study; an application has been submitted to the SFCTA for the rail

extension value management work and City Planning work which will be considered by SFCTA Board in September.

Director Cohen requested that we bring a more detailed presentation of what specific funding from the bond measures would be available to Transbay.

David Alumbaugh, Manager, Planning Department, presented the Transbay District Plan and Fourth and King Railyards Concept Plan including products, current status and schedule.

Michael Christenson, Program Manager, Parsons Transportation Group, presented a status report on the Downtown Extension Project, including objectives, accomplishments to date and current and near term goals.

Director Harper questioned whether there was still an issue powering the trains. M. Christensen said the VM Loop Study would look at potentials for hybrid or dual mode powered trains.

Director Cohen questioned the purpose of the East Bay connection. M. Christensen stated the study will not preclude future under the bay connections to the East Bay. ED Ayerdi further clarified that the RM2 legislation has language that says we shall design the Transbay terminal to accommodate a potential future East Bay connection.

Director Ford stated he received a Caltrain presentation of their 40 year capital program plan and questioned whether their vehicle purchases are factored into this as it relates to this plan. M. Christensen assured we're looking at all options and not precluding options based on which type of equipment. Director Ford further stated he wanted to ensure we're well synched with their long term capital plan because there would be some rolling stock impacts. M. Christensen confirmed there is solid cooperation with Caltrain.

Director Hill stated the hybrid engine is something that Caltrain is finding unacceptable and questioned whether discussions have taken place. M. Christensen agreed there are some challenges to dual mode locomotives; they're only saying we're going to take another look at it.

Heather Barber, Government & Media Relations Manager, discussed outreach efforts in San Francisco and region-wide. Staff is currently scheduling public outreach meetings in each district in San Francisco and inviting the relevant Supervisor and similar meetings are being coordinated in the North, South and East Bay communities. In addition, staff will host booths at various street fairs.

Emilio Cruz, URS, presented the TJPA Citizens Advisory process and program outreach activities to local organizations, commissions and businesses.

Director Harper suggested we coordinate our possible connection to BART more towards the Embarcadero station vs. Montgomery station due to the Water Transit Authority's efforts to increase ferry service around the Bay which would be a major source of passengers for our terminal. E. Cruz stated when the connector study, which was approved by the Board, commences they will additionally analyze the connection as it relates to the WTA.

Director Cohen disagreed with the conclusion. He feels it's more than a transportation project; it's a

huge real estate project in the middle of downtown. Projects as big and complicated as this need a dedicated citizen's group to understand the issues and provide that breadth of feedback. He continued that the Board, as a body, needs to figure out a CAC that will continue to work on this project. He would be fine with augmenting membership in the CAC to include representation from our South and East Bay partners. He feels strongly that outreach effort is terrific but ought to be complemented by a dedicated CAC.

Director Daly favored the presentation. He would support something that was comprised of people who live in close physical proximity if a dedicated CAC was required.

Director Cohen replied that there are lots of models and he is willing to discuss what the model should be.

Director Hill concurred that he is willing to look at different models to get what we want.

ED Ayerdi suggested the Board could have a CAC that reports directly to the Board and staff could bring something similar to the RDA and SFCTA CACs to the Board to consider.

Director Ford agreed that staff should bring back samples of other Bay Area model CACs, with an examination and recommendation.

6. Public Comment

Jim Haas stated that the process that Mr. Cruz described was unwieldy; it had over 150 people invited to each meeting and it took 3 years to prepare the plan. He thinks something more focused along with workshops is needed. Since a tunnel under South Beach is being proposed there is a need for more people from the South Beach to get involved. He thinks a model with good, solid and knowledgeable core of people is needed and hopes a system that will be supported by everyone will be established.

Norman Rolfe stated that he is a member of several CACs. He's been following the issues for many years and knows who the players are. He thinks it's a good idea to have a CAC on this project and agreed the CAC should report directly to the Board.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE EXECUTIVE DIRECTOR OR THE CHAIRMAN.

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 July 20, 2006 meeting.

(7.2) Authorizing the Executive Director to execute Amendment No. 2 to the Program

Management/Program Controls Professional Services Agreement with URS Corporation to modify the Agreement to replace any reference to the Deputy Director/Chief Engineer to the Executive Director, and modify the Key Personnel provision by adding the Principal-In-Charge/Program Sponsor position and substitute other key personnel.

RESOLUTION 06-021

(7.3) Authorizing the Executive Director to execute Amendment No. 2 to the Caltrain Downtown Extension Professional Services Agreement with Parsons Transportation Group to modify the Agreement to replace any reference to the Deputy Director/Chief Engineer to the Executive Director.

RESOLUTION 06-022

(7.4) Authorizing the Executive Director to execute Amendment No. 3 to the Professional Legal Services Agreement with the law firms of Moscone, Emblidge & Quadra, LLP; Shute, Mihaly & Weinberger, LLP; Ruiz & Sperow, LLP, and Hanson, Bridgett, Marcus, Vlahos & Rudy, LLP, to modify the agreement by revising any reference in the Agreement pertaining to the review, approval and submission of invoices by the Consortium Counsel such that each individual law firm shall review, approve and submit an invoice directly to the TJPA.

RESOLUTION 06-023

No public comment.

On motion to approve the Consent Calendar:

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

SPECIAL CALENDAR

8. Presentation on CityBuild by the TJPA and Chris Iglesias, CityBuild Director.

Steve Perreault, URS, and Chris Iglesias, Director, CityBuild, presented opportunities for job creation associated with the project, including training and apprenticeship program objectives and the recommendation to implement the CityBuild program.

Director Ford commended the program but stated that there should be intellectual, project management, engineering type jobs and questioned whether it would be in place in time for TJPA contracts. In addition, he wanted to know how we would insure that small businesses, through training, are prepared to partner with prime firms and what we are doing to build small businesses in this City who could benefit from this project.

C. Iglesias answered, in reference to the first question, we would be ready, the City has this in place but it's been least implemented. They've been awarded grant funds to expand the program and bring it to capacity so they're actively working on it. In reference to the small business question, there are a lot of good things happening in the City that should be looked at to add to small business development.

There is a successful surety bond program that could be expanded and many existing resources to beef up that part of the program. The Mayor's Office would be glad to assist if requested.

PUBLIC COMMENT:

Ingrid Merriwether, Merriwether & Williams Insurance, stated that she is championing the cause of small businesses. Her firm manages the citywide bonding and finance assistance program which provides opportunities for inclusion of small businesses in City contracting. She also represents the Coalition for Economic Equity and is here to champion the cause of this body's programs and avenues to insure attention is given to small business enterprises. She offered her participation should this Board create any kind of task force to further discuss this item.

Fred Jordan, F.E. Jordan Associations, urged inclusion of minority and small businesses in this program. He stated he is impressed with this program's outreach efforts; it's a great program and should do something that is outstanding to bring in minority businesses. This is the opportunity to make this whole project an icon in the history of this City. He urged the Board to implement a definitive program for inclusion.

Director Hill stated this is only a presentation so how would CityBuild be included into the RFP process in the future and how will we know contracts will have enhanced inclusion in contracts.

ED Ayerdi replied that this was presented today to get Board and Public comments, having heard good feedback staff will bring this item back at the next meeting as an action item. Discussions as to how we can best tailor this to the program will be had before the item is presented for action at the next meeting and how the second question asked would be answered.

9. Resolution extending an invitation to the California State Department of Transportation to serve as an ex-officio member of the TJPA Board of Directors in accordance with Section 17 of the TJPA Joint Powers Agreement and Article V of the TJPA Bylaws.

ED Ayerdi stated that Caltrans has worked cooperatively with us for a number of years. Recently they requested that the Board consider a request to add them as member, per our Bylaws, of this Board of Directors as an ex-officio member. She explained they indicated this would be a way for us to continue our coordinated efforts and help with a smoother transition as we have the land transferred to the City and the TJPA. Staff concurs this would help insure further success of this project.

Tony Anziano, Toll Bridge Program Manager, State Department of Transportation - Caltrans, stated that he appreciates the opportunity to address the Board. The Department is eminently involved in this project and are a principal funding source. They'll continue to be the property owner that will be operated by the TJPA when the new terminal is up and running. This is an opportunity to facilitate this project moving forward, that's the goal of their participation. It will give a much higher level of comfort to CTC when it requires their considering the property transfers.

Director Cohen questioned who from Caltrans would be appointed. T. Anziano replied that it will be either Bijan Sartipi or him; one will be the appointee, the other an alternate.

No public comment

RESOLUTION 06-024

On motion to approve:

ADOPTED: AYES – Cohen, Ford, Harper and Hill

ABSENT – Daly

CLOSED SESSION

1. Call to Order

Chairman Ford called the closed session to order at 10:46 a.m.

2. Roll Call

Present: Michael Cohen
Chris Daly
Nathaniel Ford
Greg Harper
Jerry Hill

3. Pursuant to California Government Code Section 54956.8, the Transbay Joint Powers Authority Board of Directors will meet in closed session with Real Property Acquisition Negotiators Maria Ayerdi, Harry Quinn, and Andrew Schwartz regarding the price and terms of payment for purchase of the following properties:

	<u>Address</u>	<u>Bl/Lot</u>	<u>Owner</u>
1)	200 Main Street	Block 3739 Lot 002	Union Pacific Transportation.
2)	272 Main Street	Block 3739 Lot 006	Abbassi 1988 Living Trust
3)	200 Folsom Street	Block 3739 Lot 004	Donald J. Morosi 1991 Trust
4)	200 Folsom Street	Block 3739 Lot 007	Pamela M. De Ferrari
5)	580 Howard, Suite 500	Block 3721 Lot 106	Timothy Mott Trust
6)	85 Natoma, Suite 5	Block 3721 Lot 113	Terri Brown
7)	85 Natoma, Suite 9	Block 3721 Lot 117	Wendy Roess-McNerrney
8)	201 Second	Block 3736 Lot 097	201 Second St. LLC
9)	215 Second Street	Block 3736 Lot 096	Rob Birmingham
10)	217 Second Street	Block 3736 Lot 095	Anthony Hay
11)	546 Howard	Block 3721 Lot 016	KSW Properties
12)	564 Howard Street	Block 3721 Lot 019	564 Howard St. LLC
13)	568-576 Howard Street	Block 3721 Lot 020	Invesmaster Corp.
14)	90 Natoma Street	Block 3721 Lot 047	Patrick & Co.

15)	Natoma Street	Block 3721 Lot 031	KSW Properties
16)	77-79 Natoma Street	Block 3721 Lot 029	William Beck Rev. Trust
17)	83 Natoma Street	Block 3721 Lot 108	William Beck Rev. Trust
18)	57 Tehama Street	Block 3736 Lot 074	Fritzi Realty
19)	60 Tehama Street	Block 3736 Lot 088	Peter F. Byrne

ADJOURN CLOSED SESSION AND RECONVENE SPECIAL MEETING - The closed session was adjourned at 11:03 p.m.

10. Announcement of Closed Session.

Chairman Ford announced the board met in closed session to discuss the price and terms of payment for purchase of the various properties with their real estate acquisition negotiators. The board took no action.

ADJOURN - The meeting was adjourned at 11:03 a.m.

A tape of the meeting is on file in the office of the Secretary to the Transbay Joint Powers Authority Board of Directors

Roberta Boomer
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.