

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, December 11, 2014
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Jane Kim, Chair
Greg Harper, Vice Chair
Marian Lee
Mohammed Nuru
Edward Reiskin
Bijan Sartipi

Executive Director
Maria Ayerdi-Kaplan

Secretary
Nila Gonzales

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9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Kim called the meeting to order at 9:35 a.m.

2. Roll Call

Present: Mohammed Nuru
Ed Reiskin
Greg Harper
Jane Kim

Absent: Marian Lee
Bijan Sartipi

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Construction Update
- Quarterly Financial Reports
- Retail Presentation

Executive Director Ayerdi-Kaplan reported that the Federal Railroad Administration (FRA) issued their annual report of site monitoring review for the Train Box grant. It was a very good report and FRA commended the TJPA on a number of best practices that they will be recommending to grantees.

Steve Rule, Turner Construction, presented the Construction Update.

Craig Boyer, TJPA Financial Coordinator, presented the Quarterly Financial Reports and provided an update on the status of the bridge loan.

Fred Clarke of Pelli Clarke Pelli Architects and Karen McShea of Avison Young presented the Retail Presentation.

Director Reiskin stated it was a great report and concept and he agrees that outsourcing the entire operation makes the most sense. He asked how the diversity of the retail mix would be created and inquired about goals to incorporate local businesses in addition to how to keep it from

becoming a generic chain store type mall. Executive Director Ayerdi-Kaplan stated that one of the key objectives is to have a space that reflects the diversity and richness of the Bay Area. Ms. McShea stated the goal is to set the vision not only through the merchandising and programming but also through design guidelines. She also stated the team has met with the San Francisco Airport (SFO) regarding their local business program and thought a similar model would be appropriate for the Transit Center. Director Reiskin inquired as to how the goals relating to local businesses would be determined and assured. Executive Director Ayerdi-Kaplan stated the goals and objectives would be identified in the procurement documents. Deborah Miller, TJPA counsel, provided further explanation and stated the current stage in the process is the Request for Qualifications (RFQ) that identifies qualifications and minimum criteria for teams that are eligible to respond to the opportunity. The next stage would be to develop the Request for Proposals that will spell out the minimum criteria and necessities for the program which would be the point to specify criteria related to small business and like matters. Director Reiskin thought it would be helpful to have language in the RFQ so the expectation is clear that firms who know how to bring in local businesses are desired. Executive Director Ayerdi-Kaplan agreed and stated language would be included in the RFQ and she further stated the marketing program discussed in the meeting with SFO could be incorporated as well. Director Reiskin asked if the RFP would be brought back to the Board before it is issued and Executive Director Ayerdi-Kaplan confirmed it would be presented to the Board.

Director Nuru concurred with Director Reiskin and recommended language regarding local business be incorporated into RFQ as was done by SFO. Ms. McShea confirmed the plan is to evaluate incorporating a model similar to SFO regarding local business. Director Nuru also suggested the team look at the Lennar project and what they are doing regarding recruitment of local businesses.

Vice Chair Harper agreed with Director Reiskin's comments and stated this was a policy decision that he would like to see through the process. He also suggested working with the neighborhood, including developers, to get input.

Chair Kim concurred with the other Directors and expressed her appreciation for the beautiful design of the retail program and her excitement about it because workers and residents will view it not just as a transportation hub but a destination for dining, retail, and services and the neighbors in this community need these amenities. She suggested presenting to the Small Business Commission and potentially partnering with an educational institution.

Executive Director Ayerdi-Kaplan thanked the Board for their input.

6. Citizens Advisory Committee (CAC) Update

Ted Olsson, TJPA CAC Chair, reported that the CAC was very impressed with the Retail presentation and had similar comments related to the local business component when it was presented at their meeting. They were also pleased with the report by TJPA Principal Engineer Brian Dykes, which they received at their meeting in regards to the rail platform standardization. They are also delighted with the progress of the Joint Community Facilities Agreement. Steve

Rule continues to work with them on their requests related to the Construction update. Mr. Olsson also reported that the constituents of District 6 expressed the importance of the Retail item and emphasized the significance of the selection of the Master Lessor and the terms in addition to neighborhood participation. He stated that 2015 is the Centennial of the City's second of three world's fairs which it as a great opportunity to present the Transbay project and he is working with TJPA staff on participation.

7. Public Comment

Roland Lebrun expressed his support on the Retail presentation and suggested the Board commend staff for their good work. He also concurred with Vice Chair Harper's comments about the patrons not primarily coming from the AC Transit riders but he advised that Phase 2 riders should be considered. Mr. Lebrun also recommended that Avison Young go to Manhattan and look at the new World Trade Center.

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

REGULAR CALENDAR

Due to time constraints and keeping quorum for the action items, Chair Kim took Items 9-13 prior to returning to Item 8 because she had to leave at 11am for the Mayor's Press Conference.

8. Presentation by the California High Speed Rail Authority (CHSRA) and the Peninsula Corridor Joint Powers Board (JPB) on boarding heights and widths.

Brian Dykes, TJPA Principal Engineer, introduced David Couch of JPB and Ben Tripousis of CHSRA to present the item.

Director Reiskin stated he was glad meetings were happening and hopes they get to an agreement on level boarding. He inquired on what changed with timing. Mr. Couch and Mr. Tripousis stated the procurement has been delayed until after the technical analysis. Director Reiskin asked fellow Board members whether the resolution they previously discussed that would urge the rail agencies to come to an agreement on level platforms should be moving forward at this time. Director Nuru suggested waiting on the resolution since meetings are happening. Vice Chair Harper said he understands that the rail agencies will not move forward until the technical analysis is done; therefore, he does not think a resolution is necessary at this time.

Public Comment:

Roland Lebrun provided comments on train types, manufacturers, modeling, and comparisons to the rail systems in Europe.

9. Authorizing the Executive Director to execute the Joint Community Facilities Agreement for City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center).

Scott Boule, TJPA Legislative Affairs & Community Outreach Manager, presented the item.

No public comment.

RESOLUTION 14-043

On motion to approve as amended to correct the date in the last clause to January 13:

ADOPTED: AYES – Nuru, Reiskin, Harper, and Kim

10. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Work subcontract to Shimmick Construction Company as the responsible bidder submitting the lowest responsive bid in the amount of \$5,875,000 for TG07.9: Bollards and Barriers, thereby increasing authorized Direct Costs by \$5,875,000, and the authorized Construction Services Fixed Fee by \$446,500.

Mark Zabaneh, TJPA Senior Program Manager, presented the item.

No public comment.

RESOLUTION 14-044

On motion to approve:

ADOPTED: AYES – Nuru, Reiskin, Harper, and Kim

11. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Work subcontract to McKendry Door Sales as the responsible bidder submitting the lowest responsive bid in the amount of \$137,777 for TG15.1: Dock Levelers and Bumpers, thereby increasing authorized Direct Costs by \$137,777, and the authorized Construction Services Fixed Fee by \$10,471.

Mark Zabaneh, TJPA Senior Program Manager, was prepared to present the item but the Board did not require it.

No public comment.

RESOLUTION 14-045

On motion to approve:

ADOPTED: AYES – Nuru, Reiskin, Harper, and Kim

12. Authorizing the Executive Director to amend the Professional Services Agreement for Community Benefit District Formation Assistance Services with MJM Management Group to change the term of the Agreement to two years with an option to extend for an additional year, as well as increase the total compensation to a not to exceed value of \$79,900.

Scott Boule, TJPA Legislative Affairs & Community Outreach Manager, presented the item.

No public comment.

RESOLUTION 14-046

On motion to approve:

ADOPTED: AYES – Nuru, Reiskin, Harper, and Kim

13. Approving the Minutes of the November 13, 2014 meeting.

No public comment.

On motion to approve:

ADOPTED: AYES – Nuru, Reiskin, and Harper
ABSTAIN – Kim

14. Presentation of the audited Financial Statements for the fiscal year ended June 30, 2014 and the Report to the Board of Directors.

Sara Gigliotti, TJPA Chief Financial Officer, stated that she was pleased to present another year of clean financial statements and she introduced Nathan Edelman of Vavrinek, Trine, Day & Company who presented the item. Mr. Edelman reported that it was a clean audit and the opinion is that there were no findings.

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

Item postponed to January due to losing quorum.

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

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

CLOSED SESSION

16. Call to Order

Vice Chair Harper called the closed session to order at 11:05 a.m.

17. Roll Call

Present: Mohammed Nuru
Ed Reiskin
Greg Harper

Absent: Marian Lee
Bijan Sartipi
Jane Kim

18. CONFERENCE WITH LEGAL COUNSEL--EXISTING LITIGATION (Gov. Code section 54956.9(a))

Name of case: *DND Construction v. Balfour Beatty Infrastructure, Inc., et al.*, San Francisco County Superior Court case no. CGC-12-525388

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 11:55 a.m.

19. Announcement of Closed Session.

Deborah Miller, TJPA Counsel, announced that there was no action to report.

ADJOURN – Vice Chair Harper adjourned the meeting at 12:00 p.m.

A recording 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 that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and web site: www.sfethics.org.