

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Friday, June 19, 2015
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

SPECIAL MEETING
1:30 p.m.

BOARD OF DIRECTORS

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

Executive Director
Maria Ayerdi-Kaplan

Secretary
Nila Gonzales

201 Mission St. #2100
San Francisco, California 94105
415-597-4620
415-597-4615 fax

1:30 – SPECIAL MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Harper called the meeting to order at 1:45 p.m.

2. Roll Call

Secretary Gonzales announced that Directors Lee and Sartipi would not be present due to scheduling conflicts.

Present: Jane Kim
Ed Reiskin
Mohammed Nuru
Greg Harper

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

Executive Director Ayerdi-Kaplan provided an updated jobs map showing the number of persons employed across the United States by the Transbay Transit Center project which totals over 10,000 people. She reported on construction milestones including the last lower concourse concrete pour, the first concrete pour of the train box lid and the structural steel over First Street. She also reported that the seventh successful year of the Transbay Transit Center's student internship program was underway and she invited the interns to introduce themselves. Additionally, Executive Director Ayerdi-Kaplan stated that the live auction for Parcel F would be held on September 2, 2015 at 10am in City Hall, South Light Court and she articulated the process for participation.

Steve Rule, Turner Construction, presented the Construction Update.

Craig Boyer, TJPA Financial Coordinator, presented the Quarterly Financial Reports.

6. Citizens Advisory Committee (CAC) Update

Secretary Gonzales announced that Ted Olsson, TJPA CAC Chair, was not able to attend and, therefore, there would not be a CAC update.

7. 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

8. 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.

(8.1) Approving the Minutes of the May 14, 2015 meeting.

(8.2) Authorizing the Executive Director to amend the intergovernmental agreement with the City and County of San Francisco Art Commission for arts acquisition and management services, to extend the agreement to a maximum term of ten years with no change to the scope or maximum compensation under the agreement.

RESOLUTION 15-017

(8.3) Authorizing the Executive Director to amend the Professional Services Agreement with Sheppard, Mullin, Richter & Hampton LLP to provide legal counsel related to retail analysis for a term through December 31, 2016, with no change in contract amount.

RESOLUTION 15-018

(8.4) Authorizing the Executive Director to execute a second amendment to the Professional Services Agreement with Chicago Title Company for title and escrow services, extending the term of the Agreement for an additional year for a total term of nine years and no additional compensation.

RESOLUTION 15-019

(8.5) Authorizing the Executive Director to execute Amendment Number 1 of the Cooperative Agreement with the State of California Department of Transportation (Caltrans), for design review and oversight services provided by Caltrans for certain Transbay Transit Center Program elements that affect the State right of way, and providing for TJPA reimbursement to Caltrans for the cost of a portion of such services, not to exceed the originally authorized budget of \$300,000.

RESOLUTION 15-020

No public comment.

On motion to approve the Consent Calendar:

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

SPECIAL CALENDAR

9. Presentation of Phase 1 Program and Fiscal Year 2015-16 Budget Updates.

TJPA Senior Program Manager Mark Zabaneh and Construction Manager/General Contractor (CMGC) Steve Humphreys of Webcor/Obayashi, presented the item.

Director Reiskin inquired about quantity refinement, listed in the bid analysis, for the bids coming in higher than the estimate when the design was fairly far along in April 2013, whether there was any opportunity to value engineer (VE) the packages, if any VEs were requested from bidders and if any were received. Mr. Humphreys stated that the bid analysis discovered the quantity refinement as one reason for the disparity between the estimate and the bid. The designer would be the best person to answer why there was a change in the items in the documents in April 2013 and February 2015. Mr. Humphreys also responded that he did not see any additional VE opportunities other than what the team already did after the February 2014 CMGC Estimate and that VEs were requested from bidders but none were received. Director Reiskin agreed with Mr. Humphreys who stated that rebidding packages would increase time, thereby delaying the project and adding additional cost and would unlikely yield better results.

Vice Chair Nuru stated that he understands from the report that the bids are considered to be good bids but he expressed his concern regarding the increase in costs from the February 2014 CMGC Estimate and the bids received. Mr. Humphreys stated that his team feels the February 2014 CMGC Estimate was a good estimate for that time with the information that they had and it was validated with the reconciliation done with the designers. Vice Chair Nuru also inquired on the prospect of rebidding packages and cutting scope and Mr. Humphreys restated that at minimum it would take six months to rebid which would delay completion of the project and they see no opportunities for reduction in scope or VEs or changing of packages that would produce a different result than the bids received.

Chair Harper shared the same concerns as Director Reiskin and Vice Chair Nuru regarding the difference in the February 2014 CMGC Estimate and the bids received and he questioned whether the February 2014 CMGC Estimate would be used for the remaining packages. Mr. Humphreys stated that there is one remaining major package which will be coming in at the end

of the month for the rooftop park landscaping and there is not enough time to reassess that estimate between now and the time that the bids come in.

Vice Chair Nuru requested additional detail explaining and specifically describing where the discrepancies are between the estimate and the bids received.

Director Reiskin recommended that details be provided explaining why the package should be approved considering the bid is over the estimate and/or budget when packages are presented for award.

Chair Harper expressed concern regarding Bus Storage as a mitigation measure and the potential service impacts; however, he acknowledged the lease with Caltrans for the Bus Storage still needs to be negotiated by AC Transit. Director Reiskin suggested AC Transit staff work with TJPA staff to present at the July TJPA Board meeting in advance of the budget to be presented for adoption in September. Director Reiskin proposed the report should state specifics such as how many buses during the daytime, how much storage capacity would be available, and suggested alternatives since the Transbay Transit Center is being built for a future service plan that is greater than opening day's service plan so at least for the first few years of operations there may be space within the facility for bus storage and, therefore, no adverse service impacts.

No public comment.

10. Approving the Fiscal Year 2015-16 Operating Budget in an Amount Not To Exceed \$5,015,605, and adoption of one-month extension of Fiscal Year 2014-15 Budget for first month of Fiscal Year 2015-16 in an amount not to exceed \$27,557,671.

Sara Gigliotti, TJPA Chief Financial Officer, presented the item.

No public comment.

RESOLUTION 15-021

On motion to approve:

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

11. Authorizing the Executive Director to execute ballots on behalf of the Transbay Joint Powers Authority (TJPA) for properties owned by the TJPA within the boundary of the proposed Rincon Hill Community Benefit District (CBD) and to vote in favor of forming the CBD.

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

No public comment.

RESOLUTION 15-022

On motion to approve:

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

12. Adopting a Resolution encouraging California High Speed Rail Authority (CHSRA) and Peninsula Corridor Joint Powers Board (JPB) to reach an agreement that would allow the Transbay Transit Center's three rail platforms to be designed and constructed with a common, level, boarding height and serve a common rolling stock width such that each platform is capable of being used by Caltrain and High-Speed Rail trains.

Executive Director Ayerdi-Kaplan stated she would be reading comments sent by Director Lee due to her absence. Director Lee's comments stated that JPB agrees that shared level platforms brings system flexibility; JPB staff has recommended to their Board the option of buying electric vehicles that will not preclude shared level platforms in the future and they seem to generally support the recommendation, however, formal action will not be taken until their July 2nd Board meeting; because they do not know what the blended system for the 50+ miles looks like nor what the blended service plan is nor what the CHSRA vehicles looks like, today, they cannot commit to having 15/12 minute dwells at the Transbay Transit Center station, having cars the same width as the CHSRA cars or ask the TJPA to design their downtown station with 50" inch platforms; and, JPB will continue to work with CHSRA and the TJPA to do the analysis that will get us all to the right answer, but today, all we can responsibly do is not preclude a shared level platform in the future. The actual decisions associated with the future blended system will need to be made at a future time based on much analysis to be done with the community as well as the environmental process in 3 counties. We cannot bypass this process.

Brian Dykes, TJPA Principal Engineer, stated the resolution was drafted at the request of the TJPA Board of Directors at the last meeting.

No public comment.

RESOLUTION 15-023

On motion to approve:

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

ADJOURN – Chair Harper adjourned the meeting at 3:30 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.