

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, December 10, 2015
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Greg Harper, Chair
Mohammed Nuru, Vice Chair
Jeff Gee
Jane Kim
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 Harper called the meeting to order at 9:35 a.m.

2. Roll Call

Secretary Gonzales announced that Director Sartipi would not be present due to a scheduling conflict and she welcomed Director Gee as the new Caltrain/JPB representative.

Present: Jeff Gee
Jane Kim
Ed Reiskin
Mohammed Nuru
Greg Harper

Absent: Bijan Sartipi

Per concurrence of the Board, Secretary Gonzales announced that the Board would next call Closed Session, followed by the Regular Calendar and then items 3-7.

3. Communications

None.

4. Board of Director's New and Old Business

Director Reiskin inquired on next steps of getting additional resources on the project since the amendment to the Bylaws was approved at the last meeting. Executive Director Ayerdi-Kaplan stated she would be meeting with Vice Chair Nuru the following week to discuss next steps.

5. Executive Director's Report

- Construction Update
- Waterproofing Systems Presentation
- Quarterly Financial Reports

Executive Director Ayerdi-Kaplan reported that the Applied Technology Council and the Structural Engineering Institute of the American Society of Civil Engineers recognized the

Transbay Transit Center project as the nation's champion of earthquake resilience for extraordinary innovation and seismic protection of buildings.

Steve Rule of Turner Construction, Construction Management Oversight, provided the Construction Update but time did not allow for it to be presented.

Randy Volenec of Pelli Clarke Pelli Architects, Steve Humphreys of Webcor/Obayashi, Construction Manager/General Contractor, and Steve Rule of Turner Construction, Construction Management Oversight, presented the Waterproofing Systems.

Executive Director Ayerdi-Kaplan stated the Metropolitan Transportation Commission presented a Phase 2 Cost Review to their committee. Due to time constraints, staff will present the update at the next TJPA Board meeting. She also advised that the Supplemental Environmental Impact Statement/Environmental Impact Report would be released in late December.

TJPA Chief Financial Officer Sara DeBord provided the Quarterly Financial Reports.

6. Citizens Advisory Committee (CAC) Update

Secretary Gonzales announced that Ted Olsson, TJPA CAC Chair, had nothing to report.

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.

REGULAR CALENDAR

8. Presentation of Master Lessee Request for Proposals.

Shuprotim Bhaumik of HR&A Advisors, Randy Volenec of Pelli Clarke Pelli Architects, and Greg Giordano of Sensory Interactive, presented the item.

Director Reiskin and Chair Harper inquired about the use of the train concourse level for retail. Mr. Volenec responded that a number of life safety, egress, access, and ventilation components, which would be necessary to occupy that area have been deferred to Phase 2. Mark O'Dell of the Program Management team stated a study was done in 2010 to evaluate the cost-benefit of building out the fire/life/safety on the lower levels for retail in advance of Phase 2 and the study confirmed that the cost to build out the fire/life/safety dwarfed any revenue potential.

Director Gee suggested an option be added to the Request for Proposals for respondents to propose ideas for the lower level areas that require build out of fire/life/safety.

Director Reiskin suggested respondents be allowed to propose options for areas prescribed by the design team. Executive Director Ayerdi-Kaplan and Mr. Bhaumik confirmed that is the intent.

Chair Harper advised that the Board needs a follow up meeting on this topic and requested future items of this denseness be sent in advance. He also asked to hear more about the joint/venture model because he wants TJPA to be able to focus on Phase 2 versus operations.

Vice Chair Nuru suggested staff reach out to the San Francisco Airport (SFO) and the Port in regards to retail and marketing. Executive Director Ayerdi-Kaplan confirmed the team has communicated with both agencies and Mr. Bhaumik described the models used by SFO and the Port and how those relate to the recommendation.

Director Reiskin recommended staff utilize City and County of San Francisco resources, as well as the other TJPA member agencies, for a peer review to validate the approach.

Ted Olsson, TJPA CAC Chair, commended the presentation.

Public Comment:

Jim Patrick, Patrick & Company, expressed interest in knowing the estimated rental costs for retail and stated fifty thousand square feet of retail space on the ground level was not enough to generate the synergism needed for a retail environment.

9. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to modify the Trade Work subcontract with Architectural Design & Signs, Inc. for the construction services portion of a design-build contract for TG17.1: Signage/ Graphics/ Directory Systems Design-Build Services in an amount of \$4,553,729, thereby increasing authorized Direct Costs by \$4,553,729 and increasing the authorized Construction Services Fixed Fee by \$159,381.

TJPA Senior Program Manager Mark Zabaneh presented the item.

No public comment.

RESOLUTION 15-044

On motion to approve:

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

10. Presentation of the audited Financial Statements for the fiscal year ended June 30, 2015 and the Report to the Board of Directors.

TJPA Chief Financial Officer Sara DeBord 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.

11. Approving minor changes to Board Policy No. 009, Investment Policy, and Board Policy No. 017, Debt Management Policy, and authorization to invest monies in the California State Treasurer's Local Agency Investment Fund.

TJPA Chief Financial Officer Sara DeBord presented the item.

No public comment.

RESOLUTION 15-045
RESOLUTION 15-045A

On motion to approve:

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

12. Approving an agreement with 41 Tehama L.P. for a payment to TJPA of \$170,000 to grant certain temporary and permanent easements over portions of the TJPA's property generally referred to as 'Parcel H' (Block 3736, Lots 7 and 189), and accepting 41 Tehama L.P.'s quitclaim of any interest in Block 3736, Lot 189.

Andrew Schwartz, TJPA Counsel, presented the item.

No public comment.

RESOLUTION 15-046

On motion to approve:

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

13. Approving the Minutes of the November 12, 2015 meeting.

No public comment.

On motion to approve:

ADOPTED: AYES – Reiskin, Nuru, and Harper

ABSTAIN: Gee

ABSENT: Kim

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

CLOSED SESSION

14. Call to Order

Chair Harper called the closed session to order at 9:40 a.m.

15. Roll Call

Present: Jeff Gee

Jane Kim

Ed Reiskin

Mohammed Nuru

Greg Harper

Absent: Bijan Sartipi

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

Property: Portions of State Parcel F (APN 3721-015A); 75 Natoma (APN 3721-031), 546 Howard (APN 3721-016), 564 Howard (APN 3721-019), 568 Howard (APN 3721-020), and 77-79 Natoma (APN 3721-029) (“Parcel F”)

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director, and Bill White, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: Pre-qualified bidders in Parcel F procurement

Under negotiation: Price and terms of payment for sale of Parcel F

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 10:30 a.m.

17. Announcement of Closed Session.

Deborah Miller, TJPA Counsel, reported that the TJPA would be terminating the execution of the Purchase and Sale Agreement with Crescent Heights.

ADJOURN – Chair Harper adjourned the meeting at 12:35 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.