

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, November 13, 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

Vice Chair Harper called the meeting to order at 9:40 a.m.

2. Roll Call

Secretary Gonzales announced that Chair Kim was absent due to a scheduling conflict and, therefore, Vice Chair Harper would preside over the meeting.

Present: Marian Lee
Mohammed Nuru
Ed Reiskin
Bijan Sartipi
Greg Harper

Absent: Jane Kim

3. Communications

Vice Chair Harper acknowledged the staff at San Francisco Government TV for their hard work on broadcasting each meeting live and apologized to all for the rare delay in starting the meeting due to technical issues.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Construction Update

Executive Director Ayerdi-Kaplan reported on the successful milestone that took place on November 7, 2014 on the Transbay Transit Center construction site where the emergence of steel was celebrated with the first steel column above ground being put in place. She stated the columns installed at the Transit Center have a unique and innovative seismic safety design and she asked Sean McNeil of Thornton Tomasetti to provide a brief overview of the design and its importance. Executive Director Ayerdi-Kaplan also reported that, at the request of the rail operators, the update on the progress of common boarding heights from the California High Speed Rail Authority (CHSRA) and Peninsula Corridor Joint Powers Board/Caltrain would be done in December as the teams advance technical analyses.

Steve Rule, Turner Construction, presented the Construction Update.

6. Citizens Advisory Committee (CAC) Update

Ted Olsson, TJPA CAC Chair, expressed gratitude for the responsiveness of staff and confirmed that the CAC agenda requests have been met. He commented on the federal elections and stated concern over the possibility of losing House Minority Leader Pelosi who has been a great advocate of the project. He also referenced the San Francisco Olympic bid interest by San Francisco Giants CEO Larry Baer and the Mayor and suggested it would be beneficial to the Transbay Transit Center project. He also stated that he and Mr. Agid are on the Vision Zero team to help ensure pedestrian safety in the Transbay neighborhood.

Bruce Agid, TJPA CAC Vice Chair, provided comments on recent updates received. In regards to uniform height and level boarding platforms, he was pleased to receive the update from CHSRA and Caltrain that they are working through the issues, options and alternatives and would be meeting with the Federal Transit Administration (FTA) and Federal Railroad Administration on November 25, 2014 and would also be presenting at an upcoming San Francisco Board of Supervisors Land Use Committee meeting. In regards to the Phase I budget, he expressed concern over the high bids received on packages due to current market conditions and the amount of contingencies remaining. He stated continuing to identify as many qualified bidders as possible would be the best approach to receive favorable qualified bids for consideration. Additionally, Mr. Agid commended the project team for its proactive engagement and best practices working with the community. He referenced other construction happening in the Rincon Hill neighborhood where night noise has been an issue and stated that the San Francisco Department of Building Inspection met with the TJPA to learn about successful protocol and community outreach strategies which has allowed the Transbay Transit Center project to move forward including the necessary use of nighttime work with a minimal number of complaints in community satisfaction.

7. Public Comment

Jim Patrick, Patrick & Co., provided comments in regards to the need for a Transbay tube to the East Bay and inquired on whether there was a role for the TJPA in that effort.

Vice Chair Harper and Director Lee indicated that the Metropolitan Transportation Commission is taking the lead on that effort. Executive Director Ayerdi-Kaplan stated that the Transbay Transit Center is designed to accommodate the Capitol Corridor coming in through a second tube parallel to BART if the region were to so choose.

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 October 9, 2014 meeting.

(8.2) Approving an amendment to TJPA's Flexible Benefits Plan, increasing the amount that employees can contribute pre-tax from their earnings to a Health Care Flexible Spending Arrangement from \$2,500 annually to \$2,550 annually beginning January 1, 2015, in accordance with the recent inflation adjustment announced by the IRS.

RESOLUTION 14-036

(8.3) Authorizing the Executive Director to execute Amendment No. 2 to the Agreement with AECOM Technical Services for Supplemental Environmental Impact Statement / Environmental Impact Report Services to exercise an option to extend the term of the Agreement for an additional year with no additional compensation.

RESOLUTION 14-037

On motion to approve the Consent Calendar:

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

REGULAR CALENDAR

9. Approving a \$171 million direct loan with Goldman Sachs Bank USA, and other associated documents, to provide interim financing to allow the TJPA to meet its contract certification and cash flow requirements in accordance with its current construction schedule for Phase 1 of the Transbay Transit Center Program.

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

Director Reiskin asked about the requirements necessary to draw down on the TIFIA loan to pay off the Goldman Sachs Bank loan. He inquired about the need for the project to be fully funded and the possibility that an action would need to be taken to adjust the budget at some point before executing the TIFIA loan. Ms. Gigliotti confirmed that any budget increase would need to be funded to comply with the terms of the Goldman Sachs agreement and the TIFIA loan agreement. He questioned how the federal government would define full project funding because the current budget would not be able to cover the entire project scope since it does not include the Rooftop Park. He stated, based on the bid packages received to date, it does not appear that space in the budget will be freed up to include the park scope which means the Board will have to take some other action and inquired at what point that would occur. Executive Director Ayerdi-Kaplan explained that there are two triggering points that staff is waiting for so

that they can come back to the Board with a revised budget. She stated that staff has been working with the Mayor's Office to identify funding for the above ground elements of the park which would be the first trigger to bring the Board a revised budget and the second trigger would be after the remaining trade packages have been awarded by June 2015; therefore, a budget adjustment would be brought to the Board by middle of next year once the full impact is known. The budget adjustment would satisfy the TIFIA requirement that the project be fully funded before drawing down on the TIFIA loan.

Vice Chair Harper questioned the rates and associated penalties/costs of the loan and Ms. Gigliotti and Bryant Jenkins, TJPA Financial Advisor Sperry Capital, responded to his questions.

Director Lee inquired about risks and Ms. Gigliotti and Bryant Jenkins, TJPA Financial Advisor Sperry Capital, responded to her questions.

Director Nuru expressed concerns with the item because he did not have a full understanding of it and Ms. Gigliotti addressed his questions.

Director Lee requested, in the future, that the Board receive advance briefings for future substantial items such as this item. She stated the upcoming budget adjustment will be helpful to understand the history since she is a new Board member.

Public Comment:

Roland Lebrun stated that Block 5 is only way to get to the East Bay and suggested delaying the sale of Block 5. He also stated that if the Mello Roos comes through, the Board should consider selling Block 5 as a Phase 2 parcel not Phase 1.

RESOLUTION 14-038

On motion to approve:

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

10. Authorizing the Executive Director to execute Amendment No. 1 to the professional services agreement for Temporary Terminal Facility Management Services with ABM Facility Services extending the term of the agreement by three and one-half years to June 30, 2018, and increasing the maximum compensation by \$3,957,188 to \$9,500,000.

Phil Sandri, Program Management, presented the item.

No public comment.

RESOLUTION 14-039

On motion to approve:

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

11. Annual review of Board Policy No. 009, Investment Policy, in conformance with California Government Code.

Sara Gigliotti, TJPA Chief Financial Officer, was prepared to present the item but the Board did not require it.

12. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Work subcontract to Crown Corr, Inc., for TG08.2R: Exterior Awning in an amount of \$1,750,000 for the design services portion of a design-build contract for the Exterior Awning, thereby increasing authorized Direct Costs by \$1,750,000, and the authorized Construction Services Fixed Fee by \$133,000.

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

No public comment.

RESOLUTION 14-040

On motion to approve:

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

13. 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, Inc., as the responsible bidder submitting the lowest responsive bid in the amount of \$481,785 for TG15.2: Façade Access Equipment, thereby increasing authorized Direct Costs by \$481,785, and the authorized Construction Services Fixed Fee by \$36,616.

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

No public comment.

RESOLUTION 14-041

On motion to approve:

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

14. Approving an Amendment to Contract No. 08-04-CMGC-000, authorizing Webcor/Obayashi Joint Venture to award a Trade Work subcontract to Fisk Electric Company as the responsible bidder submitting the lowest responsive bid in the amount of \$86,799,400 for TG10.4: Electrical, Communications, Security and Integrated Networks, thereby increasing authorized Direct Costs by \$86,799,400, and the authorized Construction Services Fixed Fee by \$6,596,754.

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

Director Reiskin requested a copy of the FTA Risk Report that Mr. Zabaneh referenced to give context to the level of contingencies and Mr. Zabaneh confirmed it would be provided.

Vice Chair Harper suggested a presentation on the Transit Center be brought to the Board to show what the changes look like, due to the value engineering, and how the team made those determinations.

No public comment.

RESOLUTION 14-042

On motion to approve:

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

ADJOURN – Vice Chair Harper adjourned the meeting at 11:40 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.

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.