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JOINT MTC/BATA MEETING

Wednesday, July 27, 2011
Joseph P. Bort MetroCenter
Lawrence D. Dahms Auditorium
101 Eighth Street
Oakland, CA 94607

MINUTES

ATTENDANCE

Chair Tissier called the meeting to order at 9:44 a.m. In addition to Chair Tissier, the following Commissioners were present: Vice Chair Rein Worth, Campos, Dodd, Giacomini, Glover, Green, Haggerty, Halsted, Kinsey, Liccardo, Mackenzie, Mullin, Sartipi, Spring and Wiener.

STATUS REPORT ON THE STRATEGIC PLANNING FOR A JOINT REGIONAL AGENCY CO-LOCATION FACILITY.

Ms. Teri Green, MTC Director of Administrative and Technology Services, presented a report recommending the acquisition of 390 Main Street, San Francisco as the location for the regional government facility to be jointly occupied by BATA, MTC, the Bay Area Quality Management District (Air District) and the Association of Bay Area Governments (ABAG).

The Joint Commission/BATA members received public comment from the following:

- Sharon Cornu, City of Oakland advocated for 1100 Broadway in Oakland as a viable relocation site and presented a Public Records Request regarding the selection process of 390 Main Street, San Francisco.
- Dan Kingsley, SKS Investments, developers and owners presented 1100 Broadway in Oakland as a viable relocation site for a joint regional agency facility.
- Carmen Rivera-Hendrickson, VTF spoke in favor of maintaining MTC in Oakland.
- Michelle Rousy, PAPCO Committee/IHSS, spoke in favor of maintaining MTC in Oakland.
- Gregory McConnell, Jobs and Housing Coalition accompanied by Paul Junge, Oakland Metropolitan Chamber of Commerce spoke in favor of maintaining MTC and ABAG in Oakland and urged that 1100 Broadway be considered further.

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- Andreas Culver, Alameda County Building Trades Council introduced various Union Representatives and advocated for 1100 Broadway in Oakland as a viable relocation site.
- Naomi Schiff, Oakland Heritage Alliance accompanied by Shiela Lumford, ACCE advocated for 1100 Broadway in Oakland as a viable relocation site.
- Councilmember Rebecca Kaplan, City of Oakland advocated for maintaining MTC in Oakland and advocated for 1100 Broadway in Oakland as a viable relocation site.
- Councilmember Larry Reid, City of Oakland spoke in support of maintaining MTC in Oakland and asked for further consideration of 1100 Broadway in Oakland as a viable relocation site.
- Denise Conley, Conley Consulting Group spoke of negative moving factors and requested further reconsideration not to relocate to San Francisco.
- Mayor Jean Quan, City of Oakland, requested the opportunity for Oakland to be further evaluated and given further consideration on the relocation proposal. She advocated for 1100 Broadway.
- Jack Broadbent, Air District, advised that on July 18, 2011, the Air District Board approved its participation of the acquisition of 390 Main Street, San Francisco subject to the terms sheet outlined by the building acquisition principles pending the MTC/BATA acquisition of the property. It also authorized staff to complete negotiations of the terms and conditions of the lease purchase option agreement.
- Shira Leeder, Center for Independent Living advocated for maintaining MTC in Oakland.
- MTC Commissioner Dorene Giacopini spoke on behalf of the Ed Roberts Campus which supports maintaining MTC in Oakland.
- Rich Hedges, Transit Warrior requested there be a delay in the vote and further consideration be given to 1100 Broadway in Oakland as a viable relocation site.
- Shiela Gunn Cushman believes MTC should support Oakland and opposes a move to San Francisco.
- Marshall Loring, MTC PAC, is concerned with pedestrian, disabled and wheel mobility assist access should MTC move to San Francisco and volunteered to walk the access routes and submit a report on his findings to the Commission for consideration regarding the accessibility from a pedestrian and disabled person's point of view.

CLOSED SESSION

Commissioner Sperring noted that ABAG's Administrative Committee met earlier in the morning and made the motion that they be invited to the Closed Session and this action should be placed on the agenda. Motion was seconded by Liccardo. Motion passed unanimously.

Commissioner Haggerty expressed that all three Boards should have met as one, presentations and discussions be made at the same time, then taken a vote independently.

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As the need for this action and motion came to the attention of MTC/BATA subsequent to the agenda being posted, Commissioner Spering motioned to begin its closed session, listen to staff, then invite ABAG's Administrative Committee with their Executive Director and Jack Broadbent, Executive Director of the Air District to listen to their concerns and then convene as a Joint MTC/BATA Commission in closed session for final discussion. The motion was seconded by Commissioner Haggerty. Motion passed unanimously.

Commissioner Haggerty asked if ABAG's Administrative Committee has the authority to change ABAG's decision. Ezra Rapport, ABAG Executive Director responded that its Administrative Committee is empowered to make decisions on behalf of ABAG and in respect to their Executive Board motion, the Committee was empowered to meet with the MTC Commission to express what happened at the ABAG Executive Board Closed Session meeting but that any final decision would have to come back to the ABAG Executive Board.

At approximately 10:55 a.m. Commission Chair Tissier adjourned to closed session pursuant to Government Code Section 54956.8: (i) to confer with real property negotiators to discuss the acquisition of real property, subject to receipt of sufficient financing, and (ii) to confer with MTC/BATA staff real property negotiators to discuss proposed co-tenancy arrangements with the Air District and ABAG as follows:

Property: 390 Main Street, San Francisco

Negotiating Parties:

For MTC/BATA: Metropolitan Transportation Commission/Bay Area Toll Authority and CB Richard Ellis:

- MTC/BATA Negotiators: Steve Heminger, Executive Director, Brian Mayhew, Chief Financial Officer and Darin R. Bosch, CBRE Senior Vice President

For Counterparties:

- For 390 Main Street San Francisco, CA: John Jenson, Grubb & Ellis (Agent) for property owners Angelo, Gordon & Co., L.P., Amerimar Enterprises, Inc and Barnes RHPO Partners, LLC (Joint Venture)

For the Air District: Jack P. Broadbent, Executive Officer/Air Pollution Control Officer, Jeffrey McKay, Deputy Air Pollution Control Officer

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For ABAG: Ezra Rapport, Executive Director, Patricia Jones, Assistant Executive Director, Kenneth Moy, Legal Counsel, Herbert Pike, Finance Director

Under Negotiation: Price and Terms.

OPEN SESSION

The Commission reconvened in open session at approximately 1:00 p.m. General Counsel Adrienne Weil, reported that the Commission and the Authority met in joint closed session to confer with real property negotiators as indicated to discuss the potential acquisition of 390 Main Street in San Francisco, as well as, potential co-location arrangements with the Bay Area Air Quality Management District and the Association of Bay Area Governments. Upon a vote of 12 to 2, with Commissioners Campos, Dodd, Glover, Halsted, Kinsey, Liccardo, Mackenzie, Mullen, Spering, Wiener, Rein Worth and Tissier voting aye and Commissioners Haggerty and Green voting no, the Commission and the Authority approved proceeding with the transaction to open escrow to purchase 390 Main Street, San Francisco at a purchase price of \$105,750,000 subject to due diligence and other pre-closing procedures. Additionally, the Commission and the Authority will each take separate formal actions following this joint meeting to effectuate the foregoing, including the Authority making a budget amendment in the amount of \$179,776,515 which is comprised of the purchase price of \$105,750,000 plus \$74,026,515 for building improvements, tenant improvements, optional exterior treatment improvements and contingencies.

OTHER BUSINESS/PUBLIC COMMENT/ADJOURNMENT

There being no further business, the meeting was adjourned at approximately 1:03 p.m.

Adrienne J. Tissier, Chair