

Special Joint Meeting
Marion County Board of Commissioners
and
Salem Area Mass Transit District Board of Directors

Monday, September 19, 2011
Marion County Assessor/Clerk's Office
1115 Commercial Street NE, Salem, Oregon

MINUTES

CALL TO ORDER Commissioner Brentano called the meeting to order at 3:30 p.m. Introductions were made around the table and a quorum was present.

Present: Marion County (MC) Commissioners Sam Brentano, Janet Carlson and Patti Milne; Salem Area Mass Transit District (SAMTD) Board President, Jerry Thompson; and Directors Bob Krebs, Ron Christopher, Steve Evans, Kate Tarter (by conference phone), Doug Rodgers (arrived 3:36 p.m.) and Marcia Kelley (left at 4:42 p.m.)

Marion County (MC) Staff: John Lattimer, CEO; Gloria Roy, MC Legal Counsel; Jolene Kelley, Peggy Mitchell, Don Russo, Sara McDonald, and Barb Young, Board of Commissioners Office; Dave Henderson, Business Services

SAMTD Staff: Allan Pollock, General Manager; Pat Mercier, Finance; Andrew Cooper, Safety & Loss; Steve Dickey, Chad Fosnight and Jared Choc, Transportation Development; Ben Fetherston, SAMTD Legal Counsel and Linda Galeazzi, Recording Secretary

Guests: Owner's Representatives: Mark Liebman, Golder & Associates, and Todd Perbix, Perbix Bykonen

DEFINITIONS

1. Courthouse Square Complex
2. Remediation

Commissioner Brentano asked for discussion to finalize the joint boards' interpretation of the definitions having to do with Courthouse Square.

Mark Liebman as the owner's representative reported that they want to define the scope of work that would result in an RFP. Golder & Associates are under contract to prepare an RFP for remediation - to repair and restore the Courthouse Square complex to its previous use and function. In other words, repair the structural life/safety issues, required code upgrades, and the associated serviceability options (i.e., building envelope and targeted slab leveling). Phase Two remediates the structure as it exists, but returns it to a safe and serviceable condition. In Phase Three (Redevelopment), there are any other potential, viable strategies ranging from reconfiguring the existing complex for a new purpose; razing the building and mall, and constructing something new; or selling the building, transit mall or entire city block. Phase Three is quite broad so that they have separated out the phases to have a logical discussion about Phase One and that process.

Commissioner Milne asked where the draft definitions came from and if the definitions met acceptable industry norms. Would those who respond to an RFP know what the boards were talking about? Have these definitions been used for other occasions? Mr. Liebman responded that the definitions were Golder's as a result of discussion with Marion County staff Barb Young and Jan Fritz. He said remediation is much clearer as a stand alone concept and is standard in terms of saying that they want to fix the building, but it does not put any strong parameters on what that means. The boards will have to decide that as a group.

Director Doug Rodgers arrived to the meeting at 3:36 p.m.

Commissioner Milne hoped there could be a variety or a range of proposals. Mr. Liebman advised that the boards need to define the RFP for the proposers so that the boards get the kinds of responses back that will best suit the needs of the County and the District. The consultants want to establish definitions for remediation and redevelopment, but clarification on the definition of remediation for the RFP is critical.

President Thompson asked for Mr. Liebman's definition of serviceability or usability and where would they be going with that? Mr. Liebman responded that the term "safe" is taken for granted and everyone understands what that means but the term "serviceability" is one the boards will have to come to terms about. Mr. Liebman said he and Mr. Perbix discussed defining the performance objectives of the building when the remediation strategy was complete and working with the boards to define exactly at what level of serviceability – using the slabs as an example to guide the conversation. Would they talk about returning the slabs to 100% plane across the building as they were originally; or adding enough materials, to mitigate the irregularities in the slab but not necessarily return it to a brand new type of condition? These things need to be established so that the boards can intelligently request that of people who respond to the RFP.

Commissioner Carlson recalled a presentation given by a company back east before the Courthouse Square Solutions Task Force that showed how a thick, silver duct tape like material was used to repair airplanes. She asked if was what Mr. Liebman meant when talking about not bringing remediation back to a brand new slab, but adding material to strengthen the slab? Todd Perbix responded that carbon fiber is what that company referred to and it is considered a safety improvement. "Mild steel" that is stressed can be mitigated one of several ways, but using carbon fiber is probably the principal way that people would propose to remediate the slab. Also remediating the slab falls under life/safety remediation; it is not a deficiency associated with serviceability. He expects that most proposers will have a strength improvement system that involves carbon fiber, but the solution itself with the costs will be left to the proposer.

Commissioner Carlson understood that the original \$49 million cost analysis done by SERA Architects was basically what was being done with the old ODOT building. The entire building is being taken down to the framework and is being built back up which is very expensive. Will the proposal be written that way? Mr.

Perbix stated their purpose was to try to hone in on the details. The RFP will tell proposers what is expected - from the Cadillac version to the simple life/safety version for people both inside and outside the building, but without remediating all of the irregularities in the building which are an expensive add-on to the simple life/safety proposal. The boards will want proposals that are within a range of performance objectives. They do not want to get a Cadillac version and a Chevrolet version because there will be no way to judge between them. They want to get only what is decided upon today.

Commissioner Carlson asked what category a 50-year building warranty falls under. Mr. Liebman stated that it falls in either category. A life/safety building should have a 50-year warranty on it.

Commissioner Milne asked about the kinds of add-on irregularities being a considerable cost and why the boards would not want to address those now. Mr. Perbix responded that those are serviceability issues that have more to do with comfort for people within the building. A primary example is the wavy floors that have nothing to do with safety for people inside or outside the building. Mr. Liebman added that there are some remediation strategies and structural issues that potentially require removing portions of the structure or interior fittings that would then have to be addressed as part of bringing the building back up to a serviceability level. It is something they may want to open a wide door for or restrict in terms of responses. Someone may have a very good way of remediating the structure but it would require removing the entire envelope as was alluded to with the ODOT building. The boards have to decide if that is something they want as an option in the RFP and evaluate cost later; or they may want to make certain cost assumptions going in and leave out some opportunities because they know the cost of that kind of remediation was beyond a level that anyone would want to entertain.

Director Kelley advised that they were talking about two entirely different buildings where the ODOT building was concerned which was built in the 1950s and the internal structures, the wiring, etc. had been upgraded but had never really been redone so that there was more reason to do a total makeover on that building. Whereas the Courthouse Square building, the wiring, etc., should still be sufficient because the codes haven't changed. Mr. Liebman took it one step forward by giving an example of carbon fiber reinforcement that can be done on top of a slab, on the bottom or on both sides. Each situation creates its own tier of issues. The underside of a slab has a lot of mechanical systems that have been installed that have to be disturbed when installing this material; on the top side, there are all of the interior finishes, furniture, carpets and so on. That is what is meant by depending on the strategy that is proposed for remediating a structure. The "collateral damage" will have to be addressed.

President Thompson asked if that type of information will show up in the RFP when the proposers submit their suggested improvements. The boards will not want to stifle ideas. Mr. Liebman said they want to tighten up the RFP so that the

responses they anticipate will fall within a category that will be viable both technically and financially to receive further consideration.

Commissioner Milne said it was important to “compare apples to apples” but they will not want cookie cutter proposals with a variation of costs because someone gets a better deal on something than another one does. She wants enough variation in proposals with different thoughts on how to address fixing particular components that they can look at to decide they want to review and discuss those ideas further. Mr. Liebman advised that if there were proposals that took on an interesting tack that were logical, rational, technical approaches but came in at \$50 or \$60 million for execution then they are not serving the owner’s best interests in the remediation strategy as is his current understanding of what is to be accomplished by encouraging that kind of response. Responding proposers are going to spend a considerable amount of time and money responding. The boards will want to make sure the proposers feel the investment of their time and effort will lead to a strategy both technical and financial that is feasibly going to be accepted by the County and the District. It is what Mr. Liebman meant by controlling the parameters so that the boards get responses back that are fall within the category of serious consideration.

Commissioner Carlson asked if there will be a break down of the costs to do the building and a cost to do the block rather than having a proposal with the overall cost only. The whole block needs to be shored up – the North Block and the block where the transit mall is now; and then there is the building. Could the RFP be structured in two parts? Mr. Liebman stated that it is feasible to do it in two parts but they have never thought of the Courthouse Square complex as anything other than the entire complex.

President Thompson asked if a proposal that met all of the building code requirements was submitted would the boards need to interfere with that portion of it by laying out restrictions if the proposer wanted to do more than what was required. Mr. Perbix responded that if the building meets the building code then by definition it is safe. The purpose of the meeting is to decide where to stop with what is done to the building once it is safe. Mr. Liebman added that in the same way the RFP could separate out the transit mall from the North Block from the building, the boards can also have the proposer respond purely on the life/safety aspect and then offer serviceability options based upon cost versus value.

Director Christopher stated that on the one hand the boards are talking about meeting safety standards and spending money for that, all the way to the other extreme of total remediation. Do the boards not have to meet insurance standards for the life safety of the building? Mr. Liebman clarified that there may be financial considerations that would eliminate early on full remediation or “as new” condition of the building. He assumes the building will need to meet insurance standards but any idea that proposers deem viable will address those issues. Director Christopher asked what control do the boards have if there is damage to another part of the building when contractors make those repairs? Mr.

Liebman responded that to repair the life/safety issues based on the options given by the expected bidders there may be some variation. Proposers may want to remove the envelope as part of their remediation strategy; others may want to remove the interior surface.

Commissioner Brentano restated what Mr. Liebman wanted was a consensus that moderate serviceability is acceptable to the boards and is what will be used in the RFP. He asked who did not agree with that definition.

Commissioner Milne reread the definition for “remediation” and asked for an explanation of the word “serviceability.” Mr. Perbix proposed that the initial definition of life/safety be the first part of this definition “to repair and restore the CH2 complex to its previous use and function. Repair the structural life/safety issues and required code upgrades would be the basic performance objective to seek proposals on. Serviceability issues would be additional to that. If a proposer wanted to propose to level the slab; if they felt they could do that cost effectively, or they wanted to do some of the other serviceability issues – mechanical, electrical, elevator, whatever – they could propose to do that separately. In that way there would still be the apples to apples comparison between life/safety issues, but the other things could be considered separately. Commissioner Milne suggested that there be a separate sentence that would say something along the line of “serviceability issues, i.e., mechanical, elevator *MAY BE* addressed...”

Director Tarter commented that people will spend a lot of their money putting together these proposals and the boards will want the proposals to be taken seriously, but does that put them in a spot ruling out other possibilities. How do the boards keep it open if they want to investigate other options? Director Carlson suggested that the boards talk about that when they get to the Decision Tree concept.

Commissioner Carlson made a motion to approve the definition as presented for “Courthouse Square Complex” and the definition for “Remediation” as revised so that it would state “Repair and restore the Courthouse Square Complex to its previous use and function. Repair the structural life/safety issues, and required code upgrades”, and then conceptually it would state that “serviceability issues would be proposed separately.” (i.e., building envelope, mechanical, elevator and targeted slab leveling). Commissioner Milne seconded.

Commissioner Milne asked to include a location or an address for the block in the definition; whatever officially and legally defines the property on that block. Commissioner Carlson accepted that as a friendly amendment to her motion.

The motion was passed unanimously.

3. Definition of Redevelopment

Commissioner Milne asked to clarify words in the definition for Redevelopment – strategy, razing and redevelopment. She could go along with the language as

long as the boards agreed that the definition of redevelopment was very open. Commissioner Carlson suggested they change “ranging from ...” to “including but not limited to...” President Thompson had no problems with the definition.

Commissioner Carlson moved to approve the revised definition of “Redevelopment” to state “Any viable strategy including but not limited to reconfiguring the existing complex for a new purpose, razing the building/mall and constructing something new, or potentially selling the building, transit mall, or entire city block.” Director Krebs seconded.

Director Kelley said she would feel more comfortable with the motion if the boards have something in there to make sure people understand the financial situation the transit district will face if in fact the building is sold; so that the district will be held harmless on that point. They also need to talk about the qualifications of the proposers making sure that there are very stringent qualifications and standards in the RFP that they can use. Commission Carlson suggested that the boards talk about Director Kelley’s issue in the Decision Tree discussion. Commissioner Milne agreed that Director Kelley’s concern was a legality that could not be overlooked.

The motion was passed unanimously.

Decision Tree
Discussion

Commissioner Brentano suggested that the next discussion be about where the boards go from here, the different choices to make and how it plays out for each of those leads.

Commissioner Carlson reported on a conversation of the Commissioners at their board meeting when approving the contract for an owner’s representative about what phase one and phase two meant, and how would the boards know when they were going from phase to phase. She suggested at that time that the boards come up with a “Decision Tree” for which she presented a draft of the concept [herein given as Attachment A and by this reference made a part of these minutes]. A decision tree includes a laundry list of what things might be considered and what the cost will be. It might also help to answer some of the questions asked by Directors Tarter and Kelley. The boards need to lay out what the decision tree looks like before the proposals come in. In the owner’s representative RFP it spelled out that there are three phases. The boards agreed to hire a firm to be their owner’s representative to help them draft a request for proposal (RFP). The boards want the proposals to be taken seriously but have not yet weighed or put a value on the criteria. If cost is used as a deciding point, and proposals that are received at \$20 million or under are a “yes”; and proposals for anything over \$49 million are a “no”; then what is going to happen if a proposal comes in at \$21 or \$21.5 million. How will the boards know when they get into that gray area whether that proposal is a maybe or a yes? The boards need to do a cost benefit analysis. Factors include ownership of an asset; highest and best use; ongoing lease costs for the County if the County does not own the building; federal requirements; opportunities for downtown development; insurance settlements; what funds are available and what the boards can do with

financing. What might the urban renewal district do and when would that kick in. There are a million different iterations and cost will not be the only criteria. At the same time, the boards do not want to be in a situation where they just take in the proposals and then decide from here on out what to do. If the boards choose to move on with remediation they already have a group to do project management. If another option is chosen, then they move to Phase Three. If they are not sure and want additional information, they put the decision on hold and put out another RFP to move to Phase Three before they ever get to Phase Two. Another option that became obvious during the commissioners' last board meeting was that there could be partial remediation and partial redevelopment. If the transit board says they will not need the same footprint as before that may free up space on the block to do something else. The building and the shell would be remediated and the block would need to be shored up so that the parking lot was useable but something else could be done on top. That is why Commissioner Carlson asked if the RFP could include a split in order to have any redevelopment on the rest of the block. The boards can have a process in place to fill in gaps to identify the criteria they want to use to decide whether proposal looks like a good deal because the cost is so low that they are going to remediate or they want more information or more RFPs. They need to figure out what the conceptual model of the Decision Tree is trying to portray.

Director Krebs liked the model. He suggested putting the need for additional information in the middle of the chart with a split to go to both Phase Two and Phase Three. The boards could get additional information and it would give them the option to split between remediation and redevelopment.

Commissioner Milne said that with the definitions the boards agreed to and from what they just heard, the RFP is going to be pretty specific. Already they know that there will be a multitude of expenditures to utilize the building when the building is safe and meets codes, and the consultants say the building is useable again and they can move back in; but useable for what? Who will be located there, in which spaces and what do they need. One floor may need to be substantially reconfigured to accommodate whoever is going to use that space and costs start adding up. At the end of all this criteria there are additional decisions that will cost money. She wants to know that before making a decision whether remediation is the correct route to take. The boards need to think of and itemize all of the decisions that come after looking at the RFPs for remediation. The biggest decision is where the money comes from. It is a huge decision that they will all need to make.

Mr. Liebman advised that the consultants can clarify what the boards ask of them versus what they may be asking of themselves. The consultants want to make sure there is a viable technical remediation strategy for fixing the building and making it safe. After that, the consultants can help the boards decide whether to use the building if it is fixed or not. The consultants will provide their best recommendation of what the remediation strategy will or will not accomplish. The consultants can help with the technical components of the strategy. Other things discussed are outside of their purview. If they start to cloud the RFP process with

a lot of other information they will wind up again not being able to compare apples to apples or people will get discouraged to the point that they will not know what the boards are looking for and may not respond. Regardless of what next step is, are key factors to find out what the viable strategies are and their cost? All of the other tiers of decision making can then be brought into play.

Commissioner Carlson felt the decision tree was important because time was of the essence, Golder is on contract and on a track; even if the consultants hurry with the RFP, the boards will not have proposals until Christmas time. She had asked to have the building and the block separated in the RFP because it allows the boards to decide on a direction if they choose to redevelop the block and remediate the building. However, the boards are still going to need to know the cost. If they pull out of the building, that is another equation. She did not know what direction she would go and did not have a foregone conclusion but she explained the reasons a dollar amount was not going to do it. As policy makers, the boards need to know what they are valuing. Are they going with the lowest bid? Are they hell-bent on just doing remediation if the price is right? Some people may want to sell the building like a lot of people in the newspapers have said. The boards need guidance to set up parameters, principles or criteria that says they will look at costs but they will look at these other things that are important to them.

Mr. Liebman advised that in any way that it impacts their process of writing the RFP then the consultants need to have that information; but these are all decisions for the owners to make and they will be there to support that in their role.

President Thompson stated that the bottom line is the boards need to know that number to remediate the building. He does not want to cloud it with anything else.

Director Kelley said the boards need to know the qualifications of the firms that are proposing and they need to consider the Condo Association Bylaws.

Commissioner Brentano said he wants to put the building back to the way the county and the transit district thought they had it before they got the word that there were problems with the building; that should be the standard. The boards need to get a number and anything else they want to do with the building can be evaluated individually but first compare apples to apples with that number.

Mr. Liebman, referencing Director Kelley's comment about qualifications; stated that the consultants will absolutely be asking for the qualifications of the firm offering to provide a remediation strategy as well as the remediation strategy in the RFP. Something else that has not yet been resolved is whether the boards want to make this a design/build or a design/bid/build process. Do the boards want a design firm and a potential design solution or do they want that proposer to have a Construction Manager/General Contractor (CMGC) or a contract drawn board who can execute the work so they have everything they need to make that decision as a team. If the boards choose design/bid/build it slows up the process again. It means that once they picked a design or selected a remediation strategy that was acceptable, they would then have to go out to bid the work through a contractor.

Commissioner Milne stated that it has to be authentic, verifiable, creditable with all of the proper accreditations that someone making a proposal needs to have. She did not want it to be in pieces where they get a piece and then three months later the boards get another piece so that they cannot make a decision.

Commissioner Carlson expressed concerns brought to the boards about the design/build process and whether it eliminates local contractors. Marion County is putting together a work group and the State has a work group to look at the design/build process because there are only certain organizations that qualify and many of them are from the Portland area. There are a few large firms that can do that kind of work but local contractors interested in that same work have expressed that they are not in the equation. She felt this was an important piece to talk about.

President Thompson asked if the boards could put in the RFP that the winning contractor hires local. Mr. Perbix anticipated that for the most part it will be a team building exercise. The firm goes out and finds the best people to put together a team for the entire proposal so that there may be people from Portland, San Francisco and/or Salem but it will not be a single organization by-and-large. Mr. Liebman advised that this decision did not need to be made today but is an important topic in structuring the RFP and for the timeline.

Commissioner Brentano asked when the consultants will need a decision. Mr. Liebman responded that they would start on the RFP and the framework for the process within a week so they would be looking at a two to three week time period before needing an answer. Ms. Young reported that staff is working on a schedule for additional joint meetings.

Director Kelley said that putting the team together for the design/build is probably the best way that something is going to happen. She wanted to be sure that none of the firms responding are on ODOT's list of which firms are not allowed to do contracting because of past practices. The State may have a similar list.

President Thompson noted that the SAMTD Board has a September 22nd work session if both boards were available to meet then. Commissioner Carlson asked if the two boards could come to decisions separately and staff could pass the information back and forth. President Thompson said it would work as long as the two boards did not arrive at opposite opinions. Commissioner Carlson noted that the boards will have to approve the RFP jointly so that they could informally give input on it. President Thompson asked for clarification. Were the consultants asking for a consensus on whether to choose a design/build process or a design/bid/build process? The design/bid/build process will take them into next year before they can get started and the design/build would perhaps get something going sooner.

Director Kelley said the boards still need to know what the insurance company is going to do. President Thompson did not think they wanted to wait for the insurance company decision.

Director Rodgers asked was there a big difference in the cost between design/build

and design/bid/build. Mr. Liebman did not think the consultants could make a definitive statement about that. The design/build process is internally more efficient so as a general rule there would potentially be some savings.

Commissioner Carlson made a motion to direct staff to go back and do more work on the Decision Tree. The boards could each consult with John Lattimer at the County and the transit board with Allan Pollock and have a discussion on the criteria and bring something back when the boards meet again at their next joint meeting. Seconds came from President Thompson and Director Rodgers.

Director Tarter likes the Decision Tree. Remediation of Courthouse Square is a very complicated process and hopefully the Decision Tree can ensure that all of the options are looked at with all of the costs involved and with what is best for the County and what is best for the transit district within all of those options. She asked if they were to go ahead and look at the Decision Tree; what impact does that have on the money that has already been spent for the owner's representative and that process. Would it slow it down or would there be a parallel path with the Decision Tree. Commissioner Milne said that it should have no impact.

The motion passed unanimously.

Commissioner Brentano stated that the next item on the agenda had to do with remediation and/or redevelopment and whether the boards should just put out a remediation RFP and if it comes back in a form that they cannot honor do they come back. This was a big discussion in their Commissioners board meeting and it does seem they should have some agreement on what the path is going to be. It may be that the Decision Tree answers that.

President Thompson asked how much more it would cost to do a concurrent RFP. Mr. Liebman responded that the boards were talking about two very different RFPs so that the cost for each RFP would be approximately \$100,000 each.

Director Kelley did not want to make a decision until after the boards had a chance to mull over the Decision Tree. That speaks to some of the other questions better and as Commissioner Carlson said they do not have to rush a motion. Director Kelley excused herself because she had another meeting to go to where she was Chair and had to leave.

Commissioner Milne was concerned that the boards will get information back on remediation costs and they will never have the opportunity to look at any other options. She did not know where they were going to go with the Decision Tree. She has not made a decision but wants more information and she is very interested in concurrent RFPs. When they end up ultimately with some proposals for remediation on the table, she is very concerned that they will never look at any other options and she thinks it will be a terrible mistake if that is what happens. They do need to know the cost of remediation. They need some good proposals but they need other proposals for other options that get a fair consideration as well.

Commissioner Carlson responded that in the draft of the decision matrix it establishes that the boards are moving forward in Phase One and not delaying that; and when they get those proposals in, they have clearly established criteria that they will use to decide whether or not to then move forward. They definitely need to know the cost of remediation and they also need to remediate no matter whether they decide to move back into the office building or not; so those proposals will have value. Hopefully they will have good proposers who will take it very seriously and then they decide whether to move on to see the additional proposals and that would be a next step. The question is in what order do they do that and there is a cost associated with that, but she too was concerned that they make a decision to soon and never know what else was out there.

Mr. Liebman advised that the logical way is to get this RFP for Phase One out on the street and give people time to wholeheartedly put together a good response with their best take so that the boards have that information in-hand. Then subsequently, issue an RFP for Phase Three. With a concurrent issuance you would dilute both groups. People looking at remediation knowing they will be spending hundreds of thousands of dollars responding might say that they are probably going to redevelop so I won't respond. Conversely, developers might say they are not going to seriously look at this until they know whether the owners are going to remediate and reoccupy the building.

Director Krebs agreed with Mr. Liebman. If the boards choose to go with Phase Two-Remediation and they do not get RFPs with a good price or a responsible way to solve the problem then they will be forced to go into Phase Three anyway so taking it step by step is probably the best approach.

President Thompson made a motion to go forward with Phase One *only* at this time. Commissioner Milne asked why the boards needed a motion. They have hired the owner's representative to move forward with the remediation proposal. She did not want to vote on something that will give the public an impression that a decision has been made to move in one direction. Director Thompson explained that his motion refers to the Decision Tree they have been looking at for Phase One.

Commissioner Carlson suggested an alternative motion that the boards not submit concurrent RFPs for redevelopment and remediation so that they are basically staging Phase One and the boards would have a subsequent RFP for Phase Two and Three but they would not occur at the same time. President Thompson withdrew his motion and seconded Commissioner Carlson's motion.

Commissioner Milne wanted to know when the subsequent RFPs would happen. Commissioner Brentano responded that it would happen either because the price was too high or the boards did not get enough bids or it could not be done.

Commissioner Milne could not agree to the motion. She wants the remediation RFP to be done in a very timely fashion but in a very thorough process. Once that

RFP is out the door, work could begin on an RFP for redevelopment. This takes a lot of time and if the boards get proposals for remediation back and mull over all of that, they can go through the other processes to get more information, have more discussions to make decisions which needs to happen. In the process of analyzing and reviewing the remediation RFPs, they will know they have other information coming because it is not just about money or making it work – it's about other ideas out there that they can consider also. If remediation is the right course, great! If it is not, then the boards move to something else but she does not want to be short changed and not ever get to the other options.

Commissioner Carlson commented that what the boards have heard is a very clear illustration of where Commissioner Brentano's values are in terms of the values list and where Commissioner Milne's values are in terms of the criteria list. Until the boards figure out what basis they are going to use to see that path, they will be talking at each other and not be able to come to a clear decision which is why it is important for them to spend some time on the criteria and their value system. Commissioner Milne stated that was exactly why she suggested they not take a vote on this at the moment. They still have a lot of discussion on these criteria. That discussion has to take place and it will all be more self-evident.

Commissioner Carlson stated that she would withdraw her motion because the boards did not really need a motion. Barring any action on their part, Phase One will move forward. They will talk about the Decision Tree to figure out how they will ascertain what direction they go after that. It is sort of premature to do that and is why she wants to withdraw her motion.

President Thompson asked to defend his second to the motion. He could not see spending \$100,000 to do something that might not be necessary. He felt fairly confident that the boards will be able to remediate this project and they would be spending \$100,000 for people to submit proposals that will never be used. Commissioner Carlson noted that that goes beyond the scope of her motion which just says that they are going to do Phase One first and not do a concurrent Phase Three. It does not say they are not going to do a Phase Three. President Thompson concurred with the restatement of her motion.

Director Christopher understood the need for clarifying criteria but went back to finding out number #1 – the cost to repair and once the boards find that out, make some other decisions. The transit board can meet and the commissioners can meet to clarify the criteria, and then the full boards can meet; but at the same time work can begin to see what it is going to cost to repair the building.

Mr. Liebman stated that the consultants' plan is to get started on the RFP for Phase One and then they will wait for direction about where they will go from there. Commissioner Milne stated that there was clear agreement that the boards were moving forward with Phase One but she cautioned that taking a vote on something has a high possibility of being misinterpreted.

President Thompson withdrew his second to the motion.

Commissioner Brentano remarked that he was beginning to get personal contacts regarding the Courthouse Square project and wondered if other board members and commissioners were. He suggested that they not call back; he was not calling back and suggested that correspondence and calls be forwarded to Golder & Associates. He did not think that the boards should be contacted by vendors on any level outside of the process.

Mr. Liebman advised that it was important that the boards remain objective and removed from any input now that they are taking on the responsibility for this RFP. He and his associates were also not interested in receiving anything at this point from vendors or engineering companies or anyone. The consultants want to write the RFP and then have vendors respond. They do not want to put themselves or anyone else at risk of being accused of being influenced in any way. So they will not be looking at any of that material moving forward.

Commissioner Brentano said there were other housekeeping items to talk about to include what they want to do with the Courthouse Square Solutions Task Force that has been put on a Fall hiatus.

Commissioner Carlson said it will be important to pull the task force back together at some point so that they can hear a report from Golder & Associates perhaps when the RFP has been released so they can know what is in it, what the boards are looking for and they can talk a little bit about the Decision Tree. There may be an opportunity in late October to talk with the task force about those things.

Commissioner Milne thought it was important to keep the task force informed of what the boards were doing, of decisions that have been made, that the boards met to decide their direction and their next step; and that some kind of communication come from the co-chairs about the meetings and the decisions made. Later when there is something of substance to share, the boards can pull them together.

Mr. Liebman reviewed what the boards expected of the consultants with a draft of an RFP for review before they finalize it. They will set up a schedule for that; then let the boards know what the timeline is. Then to the extent the boards decide internally to have a review process of the RFP, they will move from there.

Commissioner Milne commented that this was a crucial decision for them as elected officials and they want to be certain to be well informed and kept in the loop as things move forward.


Mr. Lattimer reiterated that the boards have a legal process that they have embarked on and they had to be careful about how much they involve other people other than Golder & Associates and the elected leaders of both boards. He would want to seek legal counsel before involving task force members in any discussion of the RFP.

Commissioner Carlson suggested that the consultants meet with the task force

after the RFP is made public. Commissioner Milne concurred. Mr. Liebman understood it to be after the RFP was released as well.

Commissioner Brentano advised that their next meeting would be to finalize the Decision Tree.

Adjournment The meeting was adjourned at 4:53 p.m.

Respectfully Submitted,
Linda Galeazzi 
Recording Secretary

Minutes approved with correction (page 10-last line. Now states: "Director Rodgers asked was there...")
November 7, 2011 Joint Boards Meeting/ljg

DRAFT

Decision Tree Courthouse Square Complex

