

**Presidio Trust Board of Directors Meeting
May 24, 2018
Minutes**

Attending Board Members:

Lynne Benioff (joined at 10:14am)
Paula Collins
Bill Grayson
Marie Hurabiell
John Keker
Mark Pincus
Todd Willens

Participating Staff Members:

Michael Boland
Josh Bagley
Carla Carvalho-DeGraff
Jean S. Fraser
Fran Gonek
Patrick Hannan
Nancy J. Koch
Mollie Matull

Chairperson Keker called the meeting to order at 9:00 a.m.

Actions taken:

- Approved Consent Agenda:
 - Minutes from 28 March 2018 Board Meeting
 - Increase of \$5,919,600 in Guaranteed Maximum Price contract with Swinerton Builders for various elements of pre-construction work on Tunnel Tops Project
- Appointed: Director Marie Hurabiell as a member of the Governance Committee
- Approved: Revised Fort Scott Request for Concept Proposals Review Process

Discussion items:

Executive Session with CEO

The Board met in executive session with Ms. Fraser and Ms. Koch.

Attorney/Client Privileged Briefing: Doyle Drive update

The Board received a privileged briefing from, and under the supervision of, Trust General Counsel Koch concerning implementation of the Doyle Drive settlement agreement.

Consent Items

Upon motion duly made and seconded, the Board unanimously approved the following items on the Consent agenda:

- Minutes from March 28 Board Meeting (see Exhibit A)
- Increase of \$5,919,600 in Guaranteed Maximum Price contract with Swinerton Builders for various elements of pre-construction work on Tunnel Tops Project

CEO Report

Ms. Fraser updated the Board on work directed toward advancing our three strategic goals as well as on other matters.

Appointment of Director Marie Hurabiell to Governance Committee

Chairperson Kecker nominated Director Hurabiell for membership on the Governance Committee. Following discussion, upon motion duly made and seconded, the Board unanimously appointed Director Hurabiell to the Governance Committee.

Revised selection process for Fort Scott Request for Concept Proposals (RFCP)

Ms. Fraser described the revised process for evaluating concept proposals. The Board will decide which proposers move forward to the second round in July if five or fewer proposals meet the minimum requirements in the selection criteria. If there are more than five proposals meet the minimum requirements, then the Board will make its decision in September. Responding to questions from Directors, Mr. Bagley reported on the outreach process used to encourage interest in and community awareness of the RFCP. After discussion, and upon motion duly made and seconded, the Board unanimously approved the revised Fort Scott RFCP selection process as reflected in Exhibit B.

Director Benioff excused herself from the discussion and vote on this matter but joined the meeting for the remaining agenda items.

Audit Committee Report

Vice Chair Grayson reported that the Audit Committee conducts monthly phone calls with Grant Thornton and Ms. Carvalho-DeGraff. The Committee continues its focus on compliance with the Federal Information Security Management Act (FISMA) and risk management. He noted that the internal audit is almost complete and no material findings are expected. A hospitality audit will begin this month.

Tunnel Tops Campaign Committee Report

Director Benioff updated the Board on the fundraising efforts supporting the Tunnel Tops project. She noted that the Committee is functioning well: pledges totaling 70% of the \$90 million fund raising goal have been received. The project's potential to serve youth and provide a place to for people to rejuvenate is resonating with potential donors.

Food services on the Presidio

Ms. Fraser presented information about the status of food services in the Presidio and a general concept for changing our approach. After reviewing the purpose and profitability of each current food service venue, Ms. Fraser suggested that the Trust engage third parties to operate the various restaurants but expand our direct involvement in catering. After a discussion, the Board directed staff to chart a course which avoided losses in the food business lines while providing food that includes food that is affordable. Directors offered a number of possible approaches and alternatives to the current food services including running a pilot program allowing additional food trucks in the park. Staff will evaluate this potential pilot and report to the Board in September before moving forward.

Strategy Discussion: Doubling visitation from underserved populations

This strategy discussion allowed Directors to consider and provide guidance concerning the Trust's work to double visitation from underserved populations. Preliminary data suggests that more people visit the Presidio than previously understood, which will influence the mechanisms we use to achieve the 2023 target of doubling visitation by people with low incomes and people of color. This data also indicates that people are drawn here by our host of outdoor spaces and activities, not as much by amenities such as food or programs. That will influence how we encourage people to visit. Staff will do more research and develop evaluation methodologies to better understand who visits the Presidio and why. The Directors discussed this target and provided guidance to staff.

Board questions/discussion

Chairperson Keker invited general discussion and questions from Directors.

Director Willens reported that he will meet with new NPS Regional Director Stan Austin and requested that Mr. Austin be invited to a future board meeting.

Preview of next Board meeting agenda

Ms. Fraser reviewed the rolling 12-month agenda with the Board.

The meeting was adjourned by Chairperson Keker at 12:33 p.m. Following the meeting, Directors toured the new Presidio Lodge.

Exhibit A

Presidio Trust Board of Directors Meeting

March 28, 2018

Minutes

Attending Board Members:

Lynne Benioff
Paula Collins
Bill Grayson
Marie Hurabiell
John Keker
Mark Pincus
Todd Willens

Participating Staff Members:

Michael Boland
Carla Carvalho-DeGraff
Jean S. Fraser
Fran Gonek
Nancy J. Koch
Mollie Matull

Chairperson Keker called the meeting to order at 2:10 p.m.

Actions taken:

- Approved: Establish Doyle Drive Phase 3 capital project and transfer of funds from the Operating Budget to the Capital Budget
- Approved Consent Agenda:
 - Minutes from January 25 Board Meeting
 - Amendment to Governance Committee Charter
 - Amendment to Audit Committee Charter
 - Amendment to Procurement policy
 - 2018 public Board meeting schedule
 - Gorgas Warehouses rehabilitation contract with Nibbi Brothers (\$12,900,000)
- Approved: Bill Grayson as Vice Chair
- Approved: Fort Scott Request for Concept Proposals Review Process
- Approved: Tunnel Tops project related contracts with Swinerton Builders and James Corner Field Operations (respectively, \$6,153,000 and \$5,172,000) for pre-construction and design activities

Discussion items:

Swearing in of Marie Hurabiell

Ms. Koch administered the oath of office to Director Hurabiell, who President Trump appointed to serve as a Trust Director.

Executive Session with CEO

The Board met in executive session with Ms. Fraser.

Attorney/Client Privileged Briefing: Doyle Drive dispute

The Board received a privileged briefing from, and under the supervision of, Trust General Counsel Koch concerning the Doyle Drive dispute.

Doyle Drive Phase 3 capital project

Mr. Boland presented staff's proposal to create and fund a Doyle Drive Phase 3 capital project using \$5M currently held in the FY18 Maintenance Contingency of the operating budget. This fund will be used to complete design, engineering and pre-construction services for Quartermaster Reach, develop designs for other areas impacted by the Doyle Drive project, and issue contracts to maintain the un-repaired sites turned over by Caltrans in a safe and stable interim condition until construction begins. After discussion, and upon motion duly made and seconded, the Board unanimously voted to create and fund the Doyle Drive Phase 3 capital project with \$5 million transferred from the operating budget to the capital budget.

Consent Items

Upon motion duly made and seconded, the Board unanimously approved the following items on the Consent agenda:

- Minutes from January 25 Board Meeting
- Amendment of the Governance Committee Charter
- Amendment of the Audit Committee Charter
- Amendment to the Procurement policy
- Holding public board meetings in July and September of 2018 while closing the remaining FY18 Trust Board meetings
- Gorgas Warehouses rehabilitation contract with Nibbi Brothers not to exceed \$12,900,000

CEO Report

Ms. Fraser updated the Board on work directed toward advancing our three strategic goals.

Election of the Vice Chairperson

The Governance Committee nominated Bill Grayson to serve as the Board's Vice Chairperson. The position was vacant because Director Reilly's term had expired and Reilly had been replaced by Director Hurabiell. After accepting the nomination, Director Grayson left the meeting. Following discussion, upon motion duly made and seconded, the Board unanimously designated Director Grayson to serve a two year term as Vice Chairperson. Director Grayson rejoined the meeting.

Governance Committee Report

Director Benioff described several changes being implemented that will allow increased Board focus on strategic issues. These changes include using a Consent Agenda, 12-month rolling calendar, Board Meeting agenda template, and Board decision log. The Board directed staff to include an open session on each meeting agenda providing Directors with an opportunity to ask questions and brainstorm about future topics of interest. Staff was directed to present a summary of progress against strategic initiatives over the preceding 12 months at the Board's next retreat. The summary should also include a 12 month look ahead for major initiatives.

Audit Committee Report

Director Grayson reported that the Audit Committee is focused on Trust compliance with the Federal Information Security Management Act (FISMA) and risk management. He expects to conduct monthly calls with Grant Thornton and Ms. Carvalho-DeGraff. He invited Director Willens to participate in the monthly calls.

Business Matters: Fort Scott Request for Concept Proposals (RFCP) Review Process

Ms. Gonek reported on the outreach process used to encourage interest in the RFCP. Ms. Fraser then presented the proposed process for evaluating concept proposals submitted. The process is designed to ensure clarity and transparency. After discussion, and upon motion duly made and seconded, the Board unanimously approved the Fort Scott RFCP process with one amendment: Directors will have an opportunity to submit questions to proposers before the first public meeting for them to respond to at the meeting. Director Benioff excused herself from the discussion and vote on this matter but returned to the meeting for the remaining agenda items.

Business Matters: Tunnel Tops design and early construction contracts

This item was removed from the Consent Agenda at the request of Director Collins. Director Collins asked about the Trust's practice for engaging women or minority-owned business enterprises in its large construction projects. Mr. Boland responded that the Trust considers the practice of general contractor bidders for Trust work. For example, the main Tunnel Tops project contractor has strong requirements for using women and minority-owned business enterprises. The Board directed staff to develop a Trust policy regarding requiring contractors' use of women and minority-owned business enterprises. Staff will also consider a Trust policy on supporting locally owned businesses.

Thereafter, upon motion duly made and seconded, the Board unanimously approved entering a contract with: 1) Swinerton Builders for \$6,153,000 covering pre-construction services, construction administration and long-lead construction activities; and 2) James Corner Field Operations for \$5,172,000 covering design services.

Environmental Stewardship “Deep Dive” Strategy Discussion

This “deep dive” discussion allowed Directors to consider and provide guidance concerning the Trust’s work to meet its environmental stewardship strategic goal. Mr. Boland framed the discussion by noting that the Trust must focus on both sustainable municipal services management and sustainable park management. This presents opportunities for both synergies and tensions. After reviewing the Trust’s long term goal, he led a discussion concerning the 2023 targets for increasing biodiversity scores, lowering greenhouse gas emissions, reducing use of drinking water for irrigation and reducing waste sent to landfill.

The Directors discussed each target, and provided guidance on a series of questions about the Trust’s environmental stewardship work.

The following guests attended the “deep dive” discussion: Sharon Farrell – Golden Gate National Parks Conservancy staff, Alison Forrestel – NPS/GGNRA staff, Lew Stringer and Aimee Vincent – Presidio Trust staff.

Annual Ethics Training

Andrea Andersen, our Designated Agency Ethics Official, conducted the Board’s annual ethics training.

The meeting was adjourned by Chairperson Kecker at 6:07 p.m.

Exhibit B

Fort Scott RFCP Selection Process

	RFCP Review Process
Objectives:	<ol style="list-style-type: none"> 1. Have a fair, transparent process. 2. Give the Board the best thinking of the staff and the public. 3. Invite no more than five organizations to submit detailed proposals in Round 2 to increase the quality of the proposals. We believe that having too large number of proposals will discourage organizations from investing the time and money needed to develop detailed proposals because the odds of being selected decrease as the number of proposals increases.
Proposals Due	June 29, 2018
Public Comment solicited via website prior to July 25 public Board meeting	<p>All proposals will be posted on the Trust's Fort Scott project website. The website will include the opportunity for the public to comment on the proposals in two ways:</p> <ol style="list-style-type: none"> 1) Does the concept proposal meet the minimum requirements of the RFCP? Answer: Yes, No. 2) If the proposer is invited to submit a proposal in Round 2, what do you like best about the proposal? Is there anything you would like to change in the proposal?
Staff will review all of the concept proposals and the public comment to determine which proposals meet the minimum requirements.	<p>All proposals will be provided to the Board; any additional questions or information requests propounded by the Board will be posted to the Fort Winfield Scott website. All proposers will be required to address the questions at the July 25th meeting.</p> <p>All proposals will be reviewed by staff to determine if they meet the following minimum requirements:</p> <ul style="list-style-type: none"> • Proposer is not a government entity (other than a public academic organization) or foreign corporation. • Land uses are consistent with the RFCP.

	<ul style="list-style-type: none"> • Proposer accepts the Required Elements in the RFCP. • Tenants will be mission-driven organization(s) working on improving environmental and/or social issues. • Proposer appears to have the capacity to finance the project and meet the business terms, and to develop the site and manage it thereafter.
<p>If staff/ Board determine there are five or fewer proposals that meet the minimum requirements, the decision on which proposers are invited to Round 2 will occur at the July 25 Board meeting.</p>	<p><u>July 25 public Board meeting:</u></p> <p>Staff will provide a written recommendation on which proposers should be excluded from Round 2 for failure to meet the minimum qualifications. Staff will also provide a written recommendation that the remaining proposers be invited to submit a detailed proposal in Round 2</p> <p>Board members will receive all of the proposals, the staff recommendations, and the written public comment received to date in advance of the meeting. A detailed schedule is attached.</p> <p>The July 25 meeting will proceed as follows:</p> <p>i) The Board will listen to presentations from all proposers who met the minimum requirements. Board and staff may ask questions of the proposers.</p> <p>ii) The Board will listen to any objections from proposers that staff determined do not meet the minimum requirements. Board and staff may ask questions of the proposers.</p> <p>iii) The Board will vote to approve or modify the staff's recommendation on which proposals <i>do not</i> meet the minimum requirements.</p> <p>iv) If the Board votes to modify one or more staff recommendations on proposals that do not meet the minimum requirements, then those proposers will be allowed to present their concepts. Board and staff may ask questions of the proposers.</p>

	<p>v) Finally, the public may comment on the presentations.</p> <p>vi) The Board will vote to approve or modify the staff's recommendation on which proposers should proceed to Round 2.</p>
<p>If staff/Board determine that there are more than five proposals that meet the minimum requirements, the Board will decide which proposers are invited to Round 2 at the September 27 public Board meeting.</p>	<p><u>July 25 public Board meeting</u></p> <p>Staff will provide a written recommendation on which proposers should be excluded from Round 2 for failure to meet the minimum qualifications.</p> <p>Board members will receive all of the proposals, the staff recommendations, and the written public comment received to date in advance of the meeting. A detailed schedule is attached.</p> <p>The July 25 meeting will proceed as follows:</p> <p>i) The Board will listen to presentations from all proposers who met the minimum requirements. Board and staff may ask questions of the proposers.</p> <p>ii) The Board will listen to any objections from proposers that staff determined do not meet the minimum requirements. Board and staff may ask questions of the proposers.</p> <p>iii) The Board will vote to approve or modify the staff's recommendation on which proposals <i>do not</i> meet the minimum requirements.</p> <p>iv) If the Board votes to modify one or more staff recommendations on proposals that do not meet the minimum requirements, then those proposers will be allowed to present their concepts. Board and staff may ask questions of the proposers.</p> <p>v) The public may comment on the presentations.</p> <p>There will be no decision on which proposers to invite to Round 2 at this meeting.</p>

September 27 public Board meeting

After the July 25 Board meeting, staff will perform work necessary to prepare its recommendation on which of the qualified proposers should be invited to participate in Round 2. That work will include: gathering any additional information desired by Board or staff; reviewing presentations and public comment offered at the July 25th meeting; and qualitatively assessing the perceived strengths and weaknesses of each proposer relative to the other qualified proposers.

For the September 27 public Board meeting, staff will provide a written recommendation on which of the qualified proposers should be invited to submit a detailed proposal in Round 2 on the basis of which proposals best meet our projective objectives.

The Board will vote on which proposers shall move forward to Round 2 at the September 27 public Board meeting after hearing public comment at the meeting.