



**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, August 10, 2023

1 Dr. Carlton B. Goodlett Place, Room 416  
San Francisco, CA

**REGULAR MEETING**

9:30 a.m.

**BOARD OF DIRECTORS**

Jeff Gee, Chair  
Rafael Mandelman, Vice Chair  
Elaine Forbes  
Alicia John-Baptiste  
Boris Lipkin  
Sarah Syed  
Jeffrey Tumlin  
Dina El-Tawansy (*ex-officio*)

Executive Director  
Adam Van de Water

Secretary  
Nila Gonzales

TJPA Office  
425 Mission Street, Suite 250  
San Francisco, California 94105  
415-597-4620

9:30 – REGULAR MEETING

## ORDER OF BUSINESS

### 1. Call to Order

Chair Gee called the meeting to order at 9:33 a.m.

### 2. Roll Call

Assistant Board Secretary Bonner announced that Vice Chair Mandelman and Director El-Tawansy were absent due to scheduling conflicts and Directors Chang and Ambuehl were sitting in as alternates, respectively.

Present: David Ambuehl

Tilly Chang (*arrived during Item 5*)

Elaine Forbes

Alicia John-Baptiste

Boris Lipkin

Sarah Syed

Jeffrey Tumlin

Jeff Gee

Absent: Dina El-Tawansy

Rafael Mandelman

### 3. Communications

Assistant Board Secretary Bonner provided instructions on the Public Call-in/Comment process.

### 4. Board of Director's New and Old Business

None.

### 5. Executive Director's Report

- Contract Security Quarterly Report
- Facility Operations Update

Executive Director (ED) Van de Water presented the ED report.

Rodney Harris, TJPA Chief Security Officer, presented the Contract Security Quarterly Report and specifically noted that the TJPA applied for the Transportation Security Grant program which it has done for the past 7 years. The grant funds positively impact the organization as the funds contribute to necessary security upgrades. Additionally, Mr. Harris noted that opportunities such as this grant exemplify the agency's persistence in seeking opportunities to reduce operating and capital expenditures.

R.E. Walsh, TJPA Facility Director, presented the Facility Operations Update.

Public Comment:

Jim Patrick, Patrick & Co., commended TJPA staff for the improved record of updated statistics on park attendance. Mr. Patrick shared his recent observation that Tycoon Kitchen had a long line which is good for business.

6. Citizens Advisory Committee (CAC) Update

Assistant Board Secretary Bonner announced that CAC Chair Larkin and Vice Chair Shaw were unable to be present therefore, Lily Madjus Wu, TJPA Legislative Affairs and Communications Director, presented the update.

7. Public Comment

Members of the public may address the Authority on matters that are within the Authority's jurisdiction and are not on today's calendar.

Roland Lebrun noted that San Francisco will host 21 countries, including President Biden, for the Asia-Pacific Economic Cooperation forum this Fall. He further noted that President Biden is a train enthusiast and suggested that President Biden visit the project. Additionally, Mr. Lebrun stated the Board should stay apprised of the developments in the Central Valley.

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 July 13, 2023 meeting.

(8.2) Authorizing the Executive Director to execute an extension of the alternate rent period contemplated under the first amendment to the lease agreement with Ugochukwu Ihenacho and Carlynn Ihenacho, dba Charleys Philly Steaks, a California corporation, for commercial/retail space on the first floor of the transit center (Suite 139).

RESOLUTION 23-033

(8.3) Authorizing the Executive Director to execute an extension of the alternate rent period contemplated under the fourth amendment to the lease agreement with Transbay Fitness, Inc. for commercial/retail space on the second floor of the transit center (Suites 208 and 212).

RESOLUTION 23-034

(8.4) Authorizing the Executive Director to execute an extension of the alternate rent period contemplated under the second amendment to the lease agreement with Poke House, Inc., a California corporation, for commercial/retail space on the first floor of the transit center (Suite 127).

#### RESOLUTION 23-035

(8.5) Authorizing the Executive Director to execute an extension of the alternate rent period contemplated under the second amendments to the lease agreements with Philz Coffee, Inc. for commercial/retail space on the first floor of the transit center (Suites 100 and 143).

#### RESOLUTION 23-036

(8.6) Authorizing the Executive Director to execute a second amendment to the lease agreement with MR EAST, INC (dba Tycoon Kitchen) for commercial/retail space on the first floor of the transit center (Suite 121), including exercising the extension of the alternate rent period.

#### RESOLUTION 23-037

(8.7) Authorizing the Executive Director to execute a third amendment to the lease agreement with Onsite Dental, LLC for commercial/retail space on the second floor of the transit center (Suites 216, 218, and 220).

#### RESOLUTION 23-038

##### Public Comment:

Jim Patrick, Patrick & Co., noted that the southside of the Transit Center has a lower population of leased space and noted this may be a strategic challenge. Additionally, Mr. Patrick suggested reducing lease terms and reducing buildout expenses by not requiring union labor. Further, Mr. Patrick noted that current lease policies may impact the capitalization of dwell time of transit riders.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Chang, Forbes, John-Baptiste, Lipkin, Syed, Tumlin and Gee  
ABSENT – Mandelman

#### REGULAR CALENDAR

9. Presentation of the updated Downtown Rail Extension Project Scope, Project Schedule, and 20-Year Financial Plan including Capital Cost Estimate and Capital Funding Plan and authorizing the Executive Director to submit updated documentation to the Federal Transit Administration for entry into the Engineering Phase of the Capital Investment Grants– New Starts process for Phase 2 of the Transbay Program.

ED Van de Water introduced the item and Alfonso Rodriguez, TJPA Project Director for The Portal, and Andrea Miller, TJPA Chief Financial Officer, jointly presented the item.

Director Chang congratulated the project team on the milestone achieved and noted she looks forward to continued partnership in the development of the project.

Director Lipkin echoed Director Chang's comments and commended the project team on the coordination with the Federal Transit Administration (FTA) regarding inclusion of the trainbox in the grant request which was a monumental shift as it assists with the local match requirement and overall Full Funding Grant Agreement.

Director Forbes congratulated the project team on the groundwork that was conducted with partners as the strong coordination is reflected in the going forward plan of the project.

Director John-Baptiste echoed sentiments congratulating the project team on the current milestone, including identifying a viable financing strategy for the capital and operating sides of the project. Additionally, she noted that since the project has initiated an accelerated timeframe those in a leadership position on the project will need strong coordination in order to secure the project until completion.

Director Tumlin expressed elation of how this project exemplifies regional collaboration through funding contributions, explaining that experience and collaboration is how the project was able to achieve this milestone and support the project's ongoing success.

Director Syed expressed gratitude to the project team for apprising her on the status of the project to date and supported motions from Directors on collaboration of achieving this milestone.

Chair Gee stated that accelerating the project schedule avoided additional costs. Chair Gee questioned the benchmark as it pertains to cost and contingency. Project Director Rodriguez elaborated on the FTA's guidelines of reaching contingency based on the level of development of the current project and explained that the project team will align the project based on FTA guidelines and TJPA policy. Further, Chair Gee requested that Caltrain Executive Director and Executive Steering Committee (ESC) Chair, Michelle Bouchard, speak to the presentation as a future operator. Ms. Bouchard noted that the partnership amongst the agencies is how the project achieved its current milestone and will continue to strengthen as the project proceeds. Chair Gee emphasized that additional work, partnership and collaboration will be needed and highlighted that the Governance Blueprint, which will be presented later in the meeting, will identify the future work that will need to be done in order to complete the project successfully. Lastly, he congratulated the project team on the milestone.

#### Public Comment:

Roland Lebrun stated that hard work and consensus is how the project team achieved the current milestone. Additionally, he noted suggestions to improve the project's FTA rating referencing presentation slide 34 by eliminating 2 diesel trains at Fourth and King station and increasing the number of Caltrain trains from 4 to 6. Further, Mr. Lebrun stated that seeking a private partner

would guarantee high-speed rail into the station. Lastly, Mr. Lebrun noted coordination with Link21 would increase Caltrain and High-Speed Rail traffic.

#### RESOLUTION 23-039

On motion to approve:

ADOPTED: AYES – Chang, Forbes, John-Baptiste, Lipkin, Syed, Tumlin and Gee  
ABSENT – Mandelman

10. Authorizing the Executive Director to enter into an Interim Agreement with Peninsula Corridor Joint Powers Board (Caltrain), for the period of September 1, 2023 through September 30, 2024, in an amount not to exceed \$5,018,239, while the parties negotiate a longer term Master Cooperative Agreement and adopt Amendment No. 1 to the FY 23-24 Capital Budget for Phase 2 to reallocate necessary funds, with no change in the total amount of the budget.

Anna Harvey, TJPA Deputy Project Director - Engineering for The Portal, presented the item.

Assistant Secretary Bonner noted there were proposed edits to the Interim Agreement and Resolution in response to a request from Director Lipkin.

Director Lipkin stated his proposed amendment is to ensure The Portal can meet Caltrain and California High-Speed Rail Authority needs from a safety and design perspective. While this Interim Agreement is only between the TJPA and Caltrain, the proposed edits reflect High-Speed Rail requirements which are codified in the SF Peninsula Rail Program Memorandum of Understanding as well as the 2010 agreement with the Federal Railroad Administration that specifically outlines that the TJPA will safely and efficiently design and construct the system to accommodate High-Speed Rail.

At the request of Chair Gee, Assistant Secretary Bonner read the proposed amendments to the Interim Agreement and Resolution into the record.

Chair Gee noted for the record that the Interim Agreement is focused on a very limited scope, specifically the early works package that needs to occur at the Fourth and King station but recognition of the current rail operation underway is missing and Chair Gee further noted that current operations at Fourth and King Station cannot be compromised in any way pertaining to any decision to be made to accommodate High-Speed Rail or any other operator, whether public or private. There is no intention to preclude High-Speed Rail, but decisions made now cannot compromise the safety and integrity of the current rail operator.

#### RESOLUTION 23-040

No public comment.

On motion to approve as amended:

ADOPTED: AYES – Chang, Forbes, John-Baptiste, Lipkin, Syed, Tumlin and Gee  
ABSENT – Mandelman

11. San Francisco Peninsula Rail Program Executive Steering Committee Update and status of the Downtown Rail Extension/The Portal Workplan schedule.

Michelle Bouchard, ESC Chair, provided the ESC update and Alfonso Rodriguez, TJPA Project Director for The Portal, presented the status of the schedule.

12. Approving the Governance Blueprint for the Downtown Rail Extension, now also known as The Portal, as recommended by the Executive Steering Committee under the terms of the San Francisco Peninsula Rail Program Memorandum of Understanding with the Metropolitan Transportation Commission, the San Francisco County Transportation Authority, the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority, and the City and County of San Francisco Mayor's Office.

Lisa Klein, Metropolitan Transportation Commission Director of Field Operations and Asset Management, and Jesse Koehler, San Francisco County Transportation Authority Rail Program Manager, jointly presented the item.

Director John-Baptiste noted how well thought-through the proposed Governance Blueprint is and especially appreciated the complexities that are attributed by how the agencies are organized in the region. She suggested that a regular practice of evaluating what is working or may need improvement be incorporated into the structure.

Director Lipkin acknowledged that the current finished product of the Blueprint is a good body of work and having been involved in the ESC process to develop the Governance Blueprint, the feedback received and incorporated is reflected in the current version of the Blueprint.

Chair Gee noted the importance of changes that will occur, especially in the construction phase of the project and that nimbleness needs to be available in the structure. Further, he questioned what the service level commitment is in the process and if there is an escalation path to address emergencies. Chair Gee stated that while he supports the delegation idea for transparency there should be a ratification process that the public and TJPA Board can view. Lastly, Chair Gee inquired with TJPA General Counsel what the steps are to form a new committee. TJPA General Counsel, Deborah Miller of Shute, Mihaly & Weinberger, explained that the Chair of the Board is entitled to form a committee and appoint members to report back to the Board, also that he would need to determine whether it would be a standing committee, or an Ad Hoc committee as each is different in scope and duration, and that the policy committee would be a standing committee of the TJPA Board. Further, Ms. Miller noted that, a discussion regarding procedural next steps has not taken place but generally, the procedure would be to bring a recommendation at the time an Memorandum Of Understanding (MOU) is brought before the Board in December.

Director John-Baptiste noted the relationship between the TJPA and individual parties would be elaborated through bilateral agreements but such bilateral agreements may come out of step with the agreement of how all the parties govern with one another. Additionally, she inquired about the mitigation process. Mr. Koehler noted that the successor MOU's design and procurement work program would be structured for frequent evaluation. He further explained that preparation of the design and procurement work program differs from the current project development work which clearly outlines each agency's responsibility for reviewing, recommending, and

developing key components of that work program. Also, Mr. Koehler noted the criticality of incorporating the specific and chief responsibilities of the partners that are being negotiated in bilateral agreements. Moreover, Mr. Koehler noted the key component of the work ahead is to memorialize the overall agency relationships, roles and responsibilities of the program.

**Public Comment:**

Roland Lebrun expressed gratitude to the Governance team for capturing issues raised at the ESC level and developing solutions, including achieving consensus among the partners. Additionally, Mr. Lebrun stated he looks forward to the Board approving the Blueprint.

**RESOLUTION 23-041**

On motion to approve:

ADOPTED: AYES – Chang, Forbes, John-Baptiste, Lipkin, Syed, Tumlin and Gee  
ABSENT – Mandelman

ADJOURN – Chair Gee adjourned the meeting at 11:25 a.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) 252-3112 and web site: [www.sfethics.org](http://www.sfethics.org).