

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, January 14, 2021

REGULAR MEETING

9:30 a.m.

WATCH LIVE ON SFGOVTV: [www.sfgovtv.org/tjpa](http://www.sfgovtv.org/tjpa)

PUBLIC COMMENT CALL-IN: 1-855-282-6330 -- Access Code: 126 436 1766

Due to the COVID-19 health emergency, the Board's Meeting Room in City Hall is closed.

Members of the public are encouraged to participate remotely.

Please see additional information on the next page for remote meeting access.

In compliance with the Governor's Executive Order N-25-20 (March 12, 2020) as superseded by Order N-29-20 (March 17, 2020), this meeting will be held *exclusively* via teleconference participation of a quorum of Board members in locations not open to the public. The purpose of the orders is to provide the safest environment for all persons consistent with San Francisco Department of Public Health Orders of the Health Officer and current public health recommendations, while allowing the public to observe and address the Board.

**BOARD OF DIRECTORS**

Jeff Gee, Vice Chair

Dina El-Tawansy (*ex-officio*)

Elaine Forbes

Matt Haney

Michael Hursh

Boris Lipkin

Jeffrey Tumlin

Interim Executive Director

Nila Gonzales

Interim Secretary

Donald Pollitt II

9:30 – REGULAR MEETING

## ORDER OF BUSINESS

### 1. Call to Order

Vice Chair Gee called the meeting to order at 9:38 a.m.

### 2. Roll Call

Interim Secretary Pollitt announced that Director Chang was joining as Director Haney's alternate and welcomed Director El-Tawansy as the newly appointed Caltrans representative.

Present: Tilly Chang  
Dina El-Tawansy  
Elaine Forbes  
Michael Hursh  
Boris Lipkin  
Jeffrey Tumlin  
Jeff Gee

Absent: Matt Haney

### 3. Communications

Interim Secretary Pollitt provided instructions on the Public Call-in/Comment process.

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

None.

### 5. Executive Director's Report

- Project Labor Agreement Quarterly Update
- Facility Operations Update

Interim Executive Director (ED) Gonzales congratulated Director El-Tawansy on her role as the Acting District 4 Director of Caltrans and welcomed her to the TJPA Board of Directors. She stated that TJPA looks forward to the new year and is working collectively to mitigate the dramatic and lasting impacts of COVID-19 and deliver on the world-class Transit Center and the impending integrated rail system through Phase 2 of the Transbay Program, the Downtown Rail Extension (DTX). Interim ED Gonzales expressed excitement for the possibilities and opportunities the new year presents the TJPA on the federal and state level as improvement to transportation infrastructure and transit funding are shared transportation goals.

Interim ED Gonzales shared her three main priorities for the year. First, she stated the TJPA will focus on the continued operation of the Transit Center in a world-class, cost effective manner in

partnership with its regional leaders, transit agencies, and neighborhood stakeholders. She stated the TJPA is actively seeking to lease the remaining vacant retail spaces and is working closely with its leasees to ensure they are successful. She further reported that TJPA continues to monitor and adhere to the Stay Safer at Home Order to ensure the Transit Center fully supports efforts to reduce the community spread of COVID-19. She reiterated that the TJPA continues to provide commuters and visitors of the Transit Center the most up-to-date information about mask wearing and social distancing, while ensuring enhanced cleaning protocols remain in place.

Secondly, Interim ED Gonzales reported the TJPA continues to move forward with the restart of Phase 2 of the Transbay Program/DTX which builds on the momentum created by the Work Plan recommended by the Executive Steering Committee (ESC) in November 2020 and approved by the Board in December 2020. As the technical planning and project development continues, the TJPA is developing plans to rebrand, conduct outreach and engagement to diverse communities in the regional Bay Area and the State.

Interim ED Gonzales also highlighted the TJPA's past success in securing \$400 million through the American Recovery and Reinvestment Act of 2010, which was made possible by President Obama, Speaker Pelosi, and Secretary of Transportation LaHood, to build the trainbox in Phase 1 of the Transbay Program and hopes that Phase 2/DTX can capitalize on the promises of President-elect Biden's administration to bring forward funding and support for transportation projects to bring communities closer, reduce the impact of climate change and lead in the economic recovery of the nation. She noted the nomination of Pete Buttigieg as the new Transportation Secretary and, upon confirmation, looks forward to working with his administration at the Department of Transportation as he remains a big supporter of an integrated railway system that creates jobs in local economies. Interim ED Gonzales stated the TJPA will continue to work with its federal and state advocates to build on the success of the Transit Center and sustain support and engagement for completing the Transbay Program in continued collaboration with its local, regional, state and federal partners.

Interim ED Gonzales extended congratulations to Supervisor Raphael Mandelman on being elected Chair of the San Francisco County Transportation Authority (SFCTA) and noted a shared enthusiasm on getting Phase 2/DTX fully funded and being a "shovel-ready" project. She also stated the TJPA is continuing its recruitment for the DTX Project Director position.

Thirdly, Interim ED Gonzales stated that TJPA will continue to build on existing partnerships and create new ones to bring forward an integrated transit and rail system, to the regional Bay Area and the State, and she emphasized TJPA's role in serving as a catalyst for neighborhood invigoration, bringing housing, open spaces and economic revitalization and vitality to the area.

She further reported that TJPA closed escrow for the transfer of blocks 2, 3 and 4, the former Temporary Terminal site, to the Office of Community Investment and Infrastructure (OCII) on January 12, 2021. As part of the Transbay Program, the transfer to OCII will bring additional housing and open space to the neighborhood. OCII has engaged the services of a property management firm to ensure the property remains safe and secure until interim activation occurs. Interim ED Gonzales stated, as previously announced, the interim activation Request for

Proposals has been posted and bids are due to OCII by February 3, 2021, with a target date for a contract by April 5, 2021.

In closing, Interim ED Gonzales announced the TJPA will conduct its annual recruitment process for new Citizens Advisory Committee members and noted there are eight seats open, with four terming out, three potential reapplications and one mid-term seat. The notice and applications will be posted on the TJPA website and applications will be accepted until February 26, 2021. She also reported the Project Labor Agreement (PLA) Joint Administrative Committee agreed to defer its December 2020 meeting to March 2021 and that the 2020 fourth quarter PLA report has been included in the Board packet.

John Updike, TJPA Facility Director, presented the Facility Operations update.

#### 6. Citizens Advisory Committee (CAC) Update

Derrick Holt, TJPA CAC Chair, reported the CAC had a productive meeting on January 12 and thanked Interim ED Gonzales for continuing to provide updates and appreciated her helpfulness and transparency, as she answered brief questions from CAC members on several topics. Furthermore, he expressed the CAC's excitement for the recent hire of Lily Madjus Wu, TJPA Communications and Legislative Affairs Manager, as she brings tremendous San Francisco City and County experience to the team.

He noted the CAC appreciated the presentation by Caltrain representatives regarding the Railyard Study and Electrification as well as impacts due to the COVID-19 pandemic.

CAC Chair Holt also stated that CAC members were excited to hear that Fitness SF expanded its services to include outdoor exercising options and that the playground atop the Transit Center reopened.

He concluded his report by noting that CAC members remain anxious for the DTX project and that they also appreciated the presentation on the Phasing Study, Funding Plan, and development of the flow chart and he mentioned that some CAC members with engineering and/or City planning experience brought up topics such as the high-speed rail project in Taiwan and rebranding suggestions that should be on the TJPA's radar.

#### 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.

Jim Patrick suggested the Board review the real estate deal at 7<sup>th</sup> and Mission streets between Recology and Google and consider moving the 4<sup>th</sup> and Townsend station. He also suggested the Board consider an easement underneath to store trains and noted it would be a once in a lifetime opportunity.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE INTERIM EXECUTIVE DIRECTOR OR THE VICE 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 December 10, 2020 meeting.

(8.2) Authorizing the Interim Executive Director to execute an amendment to extend the agreement for Federal Advocacy Services with Carpi & Clay, Inc. for one year at a rate of up to \$166,000.

Vice Chair Gee suggested having Capri & Clay provide an update to the Board and Interim ED Gonzales confirmed that the team plans to bring a Legislative Update to the Board in the next couple of months.

#### RESOLUTION 21-001

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Chang, Forbes, Hursh, Lipkin, Tumlin and Gee

#### REGULAR CALENDAR

9. Approving the Fiscal Year 2021-22 Preliminary Operating Projection in the amount of \$26,195,923.

Erin Roseman, TJPA Chief Financial Officer, presented the item.

Director Lipkin thanked Ms. Roseman for the presentation and her ability to keep the contingency fund on track throughout the year but expressed concern regarding the contingency budget potentially being cancelled out in the event that Regional Measure 3 (RM3) funds are unavailable this fiscal year or next. Ms. Roseman stated that TJPA has made adjustments to help offset the contingency fund budget as well as identifying additional funding sources instead of solely relying on RM3 funding.

Director Hursh thanked Ms. Roseman for the presentation and the TJPA's continuous efforts on keeping contributions down, however, he stated that he was under the impression that the Metropolitan Transportation Commission (MTC) would help fund the Wayfinding project. Ms. Roseman stated that MTC has not yet identified funding, but she plans to work with them to secure additional contributions. Director Hursh suggested adding Wayfinding back into the budget and consider scraping the capital budget to ensure that the importance of Wayfinding does not get overlooked.

Director Tumlin concurred with Director Hursh on the importance of implementing the Wayfinding improvements as soon as possible. He acknowledged that many are suffering from budget constraints but felt this was important and offered SFMTA staff to assist the TJPA with the Wayfinding improvement effort to make it easier on transit riders and visitors navigating the Transit Center.

Director Forbes thanked Ms. Roseman for the report and concurred on the importance of the Wayfinding project.

Vice Chair Gee thanked Ms. Roseman for the report and asked how the cash flow budget would be affected if RM3 funding is unavailable. Ms. Roseman stated that RM3 funding is not reflected in this projection and noted there is \$1.6 million in Operations & Maintenance reserves in addition to capital dollars to help get from month to month in the short term, however, it cannot be a permanent source of funding. Vice Chair Gee noted that the lack of available RM3 funds poses a risk to pay bills in a timely matter especially if the current litigation prevails and suggested the budget reserve be monitored carefully.

The Board unanimously agreed to redirect \$300,000 from the Contingency line item to the Wayfinding line item and motioned to approve the item with this amendment.

Public Comment:

Jim Patrick stated that he notices a large presence of security when he visits the park and suggested reducing for budget savings. He also stated that TJPA spent much time and resources on Wayfinding during the design of the transit center and the failure could be due to the vendor or the direction of the Board, but it should be fixed right away.

RESOLUTION 21-002

On motion to approve as amended to move \$300,000 from Contingency to Wayfinding:

ADOPTED: AYES – Chang, Forbes, Hursh, Lipkin, Tumlin and Gee

10. Authorizing the Interim Executive Director to execute a professional services agreement with Sperry Capital, Inc. for financial advisory services for a five-year term, with an option to extend the term for two additional two-year periods, and an amount not to exceed \$1,075,000. Erin Roseman, TJPA Chief Financial Officer, presented the item.

Director Lipkin inquired about the point scale used for the interview portion of the evaluation and suggested that future procurements ensure the points for the interview process be relative to the written evaluation.

Public Comment:

Roland Lebrun echoed Vice Chair Gee's comments from the previous item regarding RM3 funding and he also stated that there is currently a vacancy at the Santa Clara Valley Transportation Authority in the South Bay.

RESOLUTION 21-003

On motion to approve:

ADOPTED: AYES – Chang, Forbes, Hursh, Lipkin, Tumlin and Gee

11. Authorizing the Interim Executive Director to execute a second amendment to the Block 4 Option Agreement by and among the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (Office of Community Investment and Infrastructure) and F4 Transbay Partners to further extend the time for exercising the option to allow for the completion of negotiations on a final disposition and development agreement (DDA), and eliminate the deadline for closing on the sale in lieu of milestones for closing described in the DDA.

Deborah Miller, TJPA Legal Counsel, presented the item.

No public comment.

RESOLUTION 21-004

On motion to approve:

ADOPTED: AYES – Chang, Forbes, Hursh, Lipkin, Tumlin and Gee

12. San Francisco Peninsula Rail Program Executive Steering Committee Update.

Tilly Chang, ESC Chair, presented the item.

Vice Chair Gee thanked ESC Chair Chang and Interim DTX Project Director Stephen Polechronis for the report and asked if there were any anticipated actions that the Board would have to take in the next few months, this quarter, or next quarter. ESC Chair Chang replied that Board action would not be needed in the near term for ESC items as most will be informational updates. Vice Chair Gee inquired if the Work Plan was on schedule and ESC Chair Chang replied affirmatively. Vice Chair Gee acknowledged the team for their responsiveness in updating the Work Plan per the questions he provided at the last Board meeting.

Public Comment:

Roland Lebrun expressed concern regarding the throat tunnel design. He stated that there is no way to expand the train box since there is no room for it and how there is no need for three tracks to get BART across the Bay; especially since once the two-track system is implemented, the barrier between the 7<sup>th</sup> Street alignment will be eliminated resulting in trains in the Transit Center. Mr. Lebrun suggested that Caltrain initiate a high-speed rail service between San Francisco and Gilroy as Los Angeles will be initiating high-speed rail service between Burbank and Anaheim.

Jim Patrick stated the placement of the throat coming out of the Bay to the Transit Center needs to be looked at, especially with the placement of buildings where the throat could possibly go and urged TJPA to keep it on its radar.

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

There was no member of the public who indicated that they would like to comment on the items scheduled for discussion in closed session.

CLOSED SESSION

13. Call to Order

Vice Chair Gee called the closed session to order at 11:04 a.m.

14. Roll Call

Present: Tilly Chang

Dina El-Tawansy

Elaine Forbes

Michael Hursh

Boris Lipkin

Jeffrey Tumlin

Jeff Gee

Absent: Matt Haney

15. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code Section 54956.8)

Property: Parcel F development site (APN 3721-016, 3721-135, 3721-136, 3721-138) and Salesforce Transit Center site (APN 3719-003, 3720-010, 3720-011, 3721-006, 3721-124, 3721-134, 3721-137)

TJPA negotiators: Nila Gonzales, Interim Executive Director, and Andrew Schwartz, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: F4 Transbay Partners LLC  
Under negotiation: Price and terms of payment for easement

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING - The Closed Session was adjourned at 11:13 a.m.

16. Announcement of Closed Session.

Deborah Miller, TJPA Counsel, announced that there was no action to report.

ADJOURN – Vice Chair Gee adjourned the meeting at 11:14 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.

Donald Pollitt II  
Interim 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](http://www.sfethics.org).