



**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, June 10, 2021

REGULAR MEETING

9:30 a.m.

WATCH LIVE ON SFGOVTV: www.sfgovtv.org/tjpa

PUBLIC COMMENT CALL-IN: 1-855-282-6330 -- Access Code: 182 497 7372

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In compliance with the Governor's Executive Order N-25-20 (March 12, 2020) as superseded by Order N-29-20 (March 17, 2020), this meeting will be held *exclusively* via teleconference participation of a quorum of Board members in locations not open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, Chair

Rafael Mandelman, Vice Chair

Elaine Forbes

Alicia John-Baptiste

Boris Lipkin

Diane Shaw

Jeffrey Tumlin

Dina El-Tawansy (*ex-officio*)

Interim Executive Director

Nila Gonzales

Interim Secretary

Donald Pollitt II

9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Gee called the meeting to order at 9:34 a.m.

Before asking Interim Secretary Pollitt to call the Roll, Chair Gee asked attendees to take a moment of silence to remember the nine essential transit workers tragically killed at the Santa Clara Valley Transportation Authority light rail facility incident on Wednesday, May 26.

2. Roll Call

Present: Dina El-Tawansy
Elaine Forbes
Alicia John-Baptiste
Boris Lipkin
Diane Shaw
Rafael Mandelman (*arrived during Item 5*)
Jeff Gee

Absent: Jeffrey Tumlin

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

- Facility Operations Update
- Quarterly Financial Reports

Interim Executive Director (ED) Gonzales reported that the State is expected to fully reopen on June 15 and noted the TJPA continues to align with the City on its reopening plans, while remaining optimistic about the return of increased economic activities and services to the City and Transit Center. The TJPA is also optimistic about the reopening of City Hall on June 7 to the public and noted that conventions like Dreamforce slated for September will come back to the City.

Regarding Salesforce Transit Center, Interim ED Gonzales highlighted the addition of three new Park programming activities in May, which included Toddler Tuesdays, writing and do-it-yourself craft classes. Park attendance continues to increase and with nearby businesses, such as

Salesforce Tower and 181 Fremont, welcoming back a limited number of employees, the TJPA expects to see more people and activities at the Transit Center in the coming weeks. Per the Transportation Security Administration's (TSA) Security Directive, which is in effect until September and consistent with the Center for Disease Control and Prevention and the State's guidance on mask wearing at transit facilities, the TJPA will still require visitors of the Transit Center to wear masks while at the Center. Additionally, Interim ED Gonzales reported that the Mayor and Office of Community Investment and Infrastructure (OCII) announced last week the interim activation of the former Temporary Transbay Terminal site, which will be managed by the East Cut Community Benefit District (CBD) in collaboration with other community partners to deliver activities in July. On May 18, the TJPA also provided tours to AC Transit Directors Jean Walsh and Diane Shaw, and noted the TJPA will work with AC Transit staff to improve availability of payment services and enhance Wayfinding signage in the Transit Center.

Regarding TJPA's draft Fiscal Year (FY) 2021-22 budget presented in May, Interim ED Gonzales reported that the final FY 2021-22 budget will be presented under Item 10 for the Board's consideration and approval. She highlighted that since May, the operating budget decreased by \$680,000 dollars, and adjustments have been made to the Downtown Rail Extension (DTX) project and tenant improvements annual budgets, which resulted in an increase of approximately \$86,000 dollars for capital activities. Interim ED Gonzales further reported that Fitch Ratings, a leader in providing credit ratings, commentary and research for global capital markets completed its annual rating surveillance and highlighted TJPA's Series 2020 tax allocation bonds. TJPA bonds remain unchanged with a stable outlook that reflects the desirable location of properties in the Transbay Neighborhood despite the changes to office use and occupancy in the last year.

Interim ED Gonzales reported that after a procurement reset earlier this year, staff is seeking Board approval for a professional services agreement with Allied Universal Services, which will be presented later in the meeting under Item 9. The reset provided the TJPA an opportunity to encourage competitive pricing and small business enterprise participation, while decreasing overall yearly costs.

Regarding TJPA's legislative efforts, Interim ED Gonzales reported that the TJPA continues to identify potential funding opportunities as it relates to the Transbay Program by working with its federal and states advocates to take advantage of funding opportunities. With ongoing negotiations between Congress and the Biden Administration over the infrastructure package, which would provide grant opportunities to support the DTX project, the TJPA sent a letter to the Bay Area congressional delegation expressing support for the President's American Jobs Package and asked Congress to advance this important effort. The TJPA also sent a letter to House Chair DeFazio encouraging him to support the Invest in America Act as it will provide a federal commitment to building infrastructure that increases mobility and access, make a real and lasting contribution to improving the environment, and connect communities in a more efficient and equitable manner. Additionally, the United States Department of Transportation released its proposed budget recommendation of \$88.2 billion for transit, which provides \$2.5 billion to the Federal Transit Administration's (FTA) Capital Investment Grant (CIG) program, which is also important for the DTX project as it plans to enter the FTA New Starts program this Fall. Interim ED Gonzales reported that TJPA recently made two submissions, which include: 1)

programmatic requests to the Bay Area congressional delegation to fully fund the CIG program in its FY22 transportation appropriations bill and, 2) a community funding project request to Senator Padilla's office to support TJPA's Wayfinding program and anticipate hearing back by the end of July. The TJPA also continues to track the progress of California Governor Newsom's budget process, noting the TJPA submitted a letter to the Governor and legislature's budget committees requesting the DTX project be included in the \$1 billion dollar funding allocation for transit and rail. Interim ED Gonzales further reported that TJPA requested direct funding for the DTX project, and if not achievable, the TJPA requested direct funding be provided to the Transit and Intercity Rail Capital Program, where the TJPA could be eligible to access these funds. Additionally, the TJPA continues to work with its State advocacy team to prepare unsolicited budget proposals into this year's budget process to the Assembly and Senate budget committees to secure potential funding for DTX and Transit Center enhancements.

Regarding DTX, the TJPA continues to advance important details of the project, which include working together with Executive Steering Committee (ESC) partners on the funding plan to advance the bond issuance process, which is expected to go through the respective City process in late July and commence in September. Interim ED Gonzales reported that the TJPA's rail operations partners, Caltrain and California High-Speed Rail Authority (CHSRA), provided a briefing to the ESC on the Operations Analysis that was conducted in support of the Phasing Study and noted it will be presented later in the meeting under Item 11. Also, in May, the TJPA began important pre-construction work, which included utility potholing along Townsend Street between 3rd and 6th streets and geotechnical borings located at various points along the DTX tunnel alignment on 2nd Street, to prepare and provide its engineering team crucial utility and geotechnical conditions of the DTX. Interim ED Gonzales further reported the recent release of the Metropolitan Transportation Commission's (MTC) Draft Plan Bay Area 2050 for public comment and urged Board members and members of the public to provide comment on this Draft Plan as it is beneficial to moving the DTX project forward, as an important Bay Area priority project by the MTC.

Interim ED Gonzales concluded her reported by announcing that the TJPA successfully recruited Alfonso Rodriguez, a seasoned professional with 35 years of experience leading, planning, directing and delivering large rail, transit, and highway capital projects, as the Project Director for the DTX project and she thanked ESC Chair Tilly Chang, ESC Vice Chair Andy Fremier and former TJPA ED and Senior Program Manager Mark Zabaneh for serving on the interview panel. She highlighted that Mr. Rodriguez has led and completed a \$1.74 billion subway extension for Los Angeles Metro's Red Line, with a team of 200 professionals while navigating a challenging political landscape, building collaborative team relationships, and demonstrating honest communication and commitment to the public, Elected Officials and Board of Directors. She reported that Mr. Rodriguez's extensive work experience in delivering multidisciplinary engineering, architectural and environmental services to Federal, State and local agencies, and private clients will allow him to effectively work with the ESC and Integrated Program Management Team (IPMT) to deliver DTX. She stated Mr. Rodriguez will officially start with the TJPA on July 1, 2021, however, he was in attendance and she provided him an opportunity to introduce himself.

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

Director Shaw asked for clarification regarding TJPA's involvement in the interim activation of the former Temporary Transbay Terminal site and asked if the property is still owned by the TJPA. Interim ED Gonzales stated the TJPA has no role in the interim activation and the property has been transferred to OCII, who will develop the property with affordable housing and a public park. She also stated that the activation is to provide various community activities in the interim until construction starts.

Interim ED Gonzales also stated the Quarterly Financial Reports were provided.

Public Comment:

Roland Lebrun suggested that the ED report be included as part of the Board's packet and posted online. He also referenced a letter that California State Treasurer Fiona Ma sent to Congress expressing concern regarding the CHSRA's rail project and suggested the Board review.

Jim Patrick expressed concern regarding TJPA's allocation of funds towards the San Francisco Police Department and suggested replacing the officers with contract security guards.

6. Citizens Advisory Committee (CAC) Update

Derrick Holt, TJPA CAC Chair, reported the CAC had an engaging and productive meeting on June 8 and noted CAC members appreciated Director Shaw's attendance and participation in the meeting. He also reported that the CAC appreciated the updates on several topics and TJPA initiatives by Lily Madjus Wu, TJPA Communications and Legislative Affairs Manager.

He applauded the efforts made by TJPA's Executive team in maintaining Salesforce Park and increasing regional and national political support of the Transbay Program. He stated that CAC members appreciated the presentation by Caltrain and CHSRA representatives regarding the Operations Analysis for the DTX project and the impact the project will have on both agencies. He also stated CAC members expressed interest in ridership trends, separate versus shared platforms for future trains and the layout designs for the Transit Center.

Chair Holt noted the CAC appreciated the Facility Operations update by TJPA Facility Director John Updike and stated there is continuous interest by CAC members relating to new and current retailers at the Transit Center.

He concluded his report by noting the interest of CAC members and the residents surrounding the Transit Center for the interim activation of the former Temporary Transbay Terminal site.

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 expressed concern regarding the Board Agenda when printed due to small font and suggested the TJPA increase the font size.

Jim Patrick referenced resolutions 21-015, 21-016 and 21-017, which were approved in Closed Session at the May 13 Board meeting and noted in the May Meeting Minutes and asked that the resolutions be included with the Meeting Minutes.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE INTERIM 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 May 13, 2021 meeting.

(8.2) Approving the Operating Assistance Proposal dated April 30, 2021, and an Implementing Agency Resolution for the allocation of Regional Measure 2 Funds in an amount not to exceed \$8,122,468 for the Transbay Program.

RESOLUTION 21-018

(8.3) Authorizing the Interim Executive Director to execute an amendment to the Professional Services Agreement with Wireless Voice & Data, Inc. for two-way radio system services for the transit center to exercise the option to extend the agreement for two-years (to July 15, 2023), adjust the contract scope, and increase the contract budget by \$43,044.28.

RESOLUTION 21-019

On the motion to approve the Consent Calendar:

ADOPTED: AYES – Forbes, John-Baptiste, Lipkin, Shaw, Mandelman and Gee

REGULAR CALENDAR

9. Authorizing the Interim Executive Director to execute a Professional Services Agreement with Universal Protection Service, LP, dba Allied Universal Security Services for unarmed contract security services for a three-year term, with the option to extend the term for up to two additional one-year terms, and an amount not to exceed \$15,425,000.

Rodney Harris, TJPA Chief Security Officer, presented the item.

Director Shaw asked for clarification regarding TJPA's termination policy, if both parties can terminate, and the timeline for procuring additional options if needed. She also asked if there

were any metrics associated with the security services and if the TJPA would track the metrics based on performance and payments. Ms. Miller, TJPA Legal Counsel, stated that the TJPA retains the right to terminate any professional services agreement at its discretion and the contractor does not. Regarding metrics, Mr. Harris stated the TJPA would work with Allied Universal Security Services to develop Key Performance Indicator's and milestones over the duration of the contract.

Public Comment:

Jim Patrick expressed concern regarding TJPA's allocation of funds for security services and asked how it can be improved.

RESOLUTION 21-020

On motion to approve:

ADOPTED: AYES – Forbes, John-Baptiste, Lipkin, Shaw, Mandelman and Gee

10. Approving the Fiscal Year 2021-2022 (FY 21-22) Operating Budget in the amount of \$28,534,490 and FY 21-22 Capital Budget for Phase 1, Phase 2, and Tenant Improvements in an amount of \$72,426,164 and FY 21-22 Debt Service Budget in the amount of \$30,219,279.

Mary Pryor of NWC Partners, TJPA Financial Consultant, presented the item.

Public Comment:

Roland Lebrun stated Item 11 should have been heard before Item 10 and suggested that the Phase 2 budget be revised.

RESOLUTION 21-021

On motion to approve:

ADOPTED: AYES – Forbes, John-Baptiste, Lipkin, Shaw, Mandelman and Gee

11. Presentation by Caltrain and California High Speed Rail Authority on Operations Analysis for the DTX project.

Tilly Chang, ESC Chair, introduced the item and Anthony Simmons, Caltrain Director of Systemwide Planning and Policy, along with Paul Hebditch, CHSRA Lead for Operations, presented the item.

Director John-Baptiste referenced a comment received from a member of the public regarding the number of approved High-Speed Rail stations and how the 4th and Townsend Street station fits into the overall strategy of the DTX project and asked for clarification. Director Lipkin referenced the Prop 1A Bond Measure which approved CHSRA's project back in 2008 and noted it had certain requirements such as a maximum of 24 stations statewide. As for the location of the stations, he stated that the only requirements are that Salesforce Transit Center has to be the

Northern Terminus and that there cannot be a station between Gilroy and Merced. He also stated that based on the 2020 Business Plan there are about 15 stations currently, which includes the 4th and Townsend Street station, noting that there will be additional stations that extend to Sacramento and San Diego, with further decisions to be made in the future regarding the remaining stations. Director John-Baptiste also referenced the two track options presented in the Operations Analysis and asked if a frontrunner has been identified and how those options might relate to the station area development in a particular area. Mr. Polechronis stated that a working group was established immediately after the release of the Operations Analysis, which identified the two options for 4th and Townsend and noted the IPMT is currently discussing the options from an operations perspective, passenger experience, as well as a future connection to the Pennsylvania Avenue Extension and the development of the railyards. He also stated that both options almost have identical design footprints and will not influence the connection to an underground railyard versus an existing surface railyard, with a preferred recommendation being developed that will be presented in the coming months.

Chair Gee referenced the potential disruptions and operational impacts from the presentation and asked for clarification. Mr. Hebditch noted that minor delays are to be expected during normal day-to-day operations. As for major delays, Mr. Hebditch stated that the Operations Analysis first looked at how many trains would continue to service the Transit Center, and for the ones unable to, he noted that CHSRA and Caltrain have contingency plans in place to resolve all potential major delays.

Public Comment:

Roland Lebrun expressed concern regarding the design of the 4th and Townsend Street station and its inability to accommodate a double length train.

Jim Patrick expressed concern regarding the two versus three track options, noting the design of the tunnel at the Transit Center will be a through-station and suggested the TJPA consider having two tracks.

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

Public Comment:

Jim Patrick reiterated his previous comment regarding the resolutions approved in Closed Session at the May 13 Board meeting and suggested that all resolutions be included with the Meeting Minutes moving forward.

CLOSED SESSION

12. Call to Order

Chair Gee called the Closed Session to order at 11:12 a.m.

13. Roll Call

Present: Dina El-Tawansy
Elaine Forbes
Alicia John-Baptiste
Boris Lipkin
Diane Shaw
Rafael Mandelman
Jeff Gee

Absent: Jeffrey Tumlin

14. 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

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

Property: 425 Mission Street, space #P1, 133, 137

Agency negotiators: Nila Gonzales, Interim Executive Director, and John Updike, Facility Director

Negotiating parties: JSSK One, LLC

Under negotiation: Price and terms of payment for retail lease in the transit center

16. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8)

Property: 425 Mission Street, Salesforce Park

Agency negotiators: Nila Gonzales, Interim Executive Director and John Updike, Facility Director

Negotiating parties: salesforce.com

Under negotiation: Price and terms of payment for license agreement for use of Park

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 12:10 p.m.

17. Announcement of Closed Session.

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

ADJOURN – Chair Gee adjourned the meeting at 12:12 p.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.