

**TRANSBAY JOINT POWERS AUTHORITY
CITIZENS ADVISORY COMMITTEE**

MEETING MINUTES
Tuesday, May 9, 2017

TJPA Offices
201 Mission Street, Suite 2100
San Francisco, CA

5:30 p.m. to 7:30 p.m.

CITIZENS ADVISORY COMMITTEE

Bruce Agid, Chair
Keysha Bailey, Vice-Chair

Paul Bendix
Anthony Birdsey
Paolo Cosulich-Schwartz
Jackson Fahnestock

Robert Feinbaum
Helen Han
Derrick Holt
John Kutay
Charley Lavery

Sean McGarry
Nathan Morales
Patty-Jo Rutland
Jason Smith

Executive Director
Mark Zabaneh

Staff Liaison
Scott Boule

CAC Secretary
Vacant

1. Call to Order

Chair Agid called the meeting to order at 5:33 pm.

Members Present: Chair Agid, Paul Bendix, Jackson Fahnestock, Robert Feinbaum, Helen Han, Derrick Holt, Sean McGarry, Nathan Morales, and Jason Smith.

Members Absent: Keysha Bailey, Anthony Birdsey, Paolo Cosulich-Schwartz, John Kutay, Charley Lavery, and Patty-Jo Rutland.

A quorum was achieved.

2. Staff Report

Scott Boule, TJPA Legislative Affairs and Community Outreach Manager, reported that Eddie Phillips accepted another job opportunity and his last day with the TJPA was April 28, 2017; therefore, Ryan McCarty, with the Program Management team, would record this meeting's minutes. Mr. Boule further reported that TJPA was awarded \$5.4M in Prop K funds at the April 25, 2017 meeting of the San Francisco County Transportation Authority (SFCTA). The Prop K funds will be used to complete preliminary engineering for common elements of the Downtown Rail Extension (DTX) and Railyard Alternatives and I-280 Boulevard (RAB) feasibility study. He also reported that communications have been sent to the transit operators regarding operational costs. He acknowledged that Skanska, a subcontractor on the project, was recently honored at a conference in San Diego for no lost time incidents while working on the Transit Center's structural steel. He noted that in response to a request for clarification on the Phase 2 Turnback Track, there were conflicting reports of the efforts at the 16th Street crossing; the correct definition may be found in the TJPA Supplemental Environmental document. Mr. Boule introduced new team members: Skip Sowko as TJPA Senior Design & Engineering Manager, Sidonie Sansom as TJPA Chief Security Officer and Martha Velez as TJPA Facility Manager. He also announced that May 15, 2017 would be his last day with the TJPA as he was leaving to accept another opportunity and Skip Sowko has been appointed by Executive Director Zabaneh as the CAC Staff Liaison.

Public Comment:

Roland Lebrun expressed concern over the increased downtime of the gates at the 16th Street crossing when Phase 2 is complete.

Jim Patrick inquired on the status of the Supplemental document.

3. Approval of Meeting Minutes: April 11, 2017

A unanimous voice vote approved the minutes.

4. Presentation of Draft Retail Plan for the Transbay Transit Center

Martha Velez, TJPA Facility Manager, introduced Asset Manager team members Ginger Dunbar and Tony Smith, of Lincoln Property Company. Colliers International representatives Julie Taylor, Ann Natunewicz Grégoire, and Erika Elliott introduced themselves and presented the Draft Retail Plan.

Robert Feinbaum expressed concern for the tenant timeline of one year from contract to operations. Julie Taylor explained one year is the norm in San Francisco, and the longer piece of the timeline occurs after the lease is signed as planning, approval, construction, and move-in take place. Mr. Feinbaum followed-up by asking how they would go about turning

away a Grade-A tenant, such as McDonald's. Ms. Elliott responded by citing Colliers experience at the intersection of Polk, Market and 10th Streets; citizens of the area did not want a big brand in that location. Jason Smith suggested TJPA engage transit riders about their "grab-and-go" needs when they get off a bus or train. Nathan Morales suggested the Transit Center have retail options for those with an extended waiting period, especially in the evening hours. Ms. Grégoire and Ms. Elliott cautioned balance between bars and family-friendly businesses/activities, such as movies on the Park. Chair Agid inquired about the earliest timing for tenancy. Ms. Taylor stated one year was realistic. Chair Agid asked how long would it take for a restaurant. Ms. Taylor specified twelve-to-eighteen months for a full-service restaurant. Ms. Grégoire stated most retailers would prefer to be up-and-running prior to the holidays in 2018. Chair Agid asked what percent or volume of retail would be pop-up businesses. Ms. Taylor suggested it was too soon to know and they would have a better idea when the Transit Center opens to the public. Mr. Smith asked if pop-ups could be on shorter leases, and if pop-up participation could be scaled down as Transit Center retail spaces are filled. Ms. Taylor described the process as being similar to a street fair with stands. As spaces are finished in the Transit Center, operators can be put in little spaces if it works with a leasing plan, or it could be a continuum on Natoma, a farmers' market three days a week. There will be clusters of vendors. Chair Agid asked for timing on clusters. Ms. Taylor suggested they may know more about tenant clusters in thirty days. Chair Agid asked for the percentage of retail available for restaurants and Ms. Grégoire stated it was two-thirds. Mr. Feinbaum suggested providing lockable spaces for pop-ups, such that tenants could leave their materials overnight and create opportunities for boutiques.

Jackson Fahnestock asked how turnover, as seen at the Embarcadero Center, can be avoided. Ms. Taylor stated that the Rooftop Park helps, but second-floors are tricky. Fitness and dim sum restaurants have historically performed well in second-floor spaces. Chair Agid commented on homelessness in the neighborhood and the need for integration of efforts between Security, the Asset Manager, and the CAC. Skip Sowko, TJPA Design & Engineering Manager, confirmed this would be addressed. Mr. Boule stated the Security Request for Proposals (RFP) would be issued in the near future. Sidonie Sansom, TJPA Chief Security Officer, cited her experience working with homeless persons at the Port of San Francisco, and her intent to coordinate efforts with Martha Velez, TJPA Facility Manager. Mr. Feinbaum suggested TJPA attempt to link the Security RFP to a \$100 million contribution from others to the City and County of San Francisco to address homelessness.

Public Comment:

Roland Lebrun asked why the Draft Retail Plan only accounts for 100,000 square feet, rather than the Transit Center total of 150,000 square feet. Mark O'Dell, Program Management team, explained the remaining 50,000 square feet are part of Phase 2. Mr. Lebrun also inquired about rent revenues and how it may ramp up over six years. Mr. O'Dell suggested current projections are \$5 million per year.

Jim Patrick suggested a standard lease be generated to save time; encourage cross-promotion between retail and transit operators (buy a bus ticket, get a cup of coffee); avoid hosting a bike repair shop; avoid hosting food trucks; aim for beer and wine licenses over liquor; and incentivize the Asset Manager for faster leasing by increasing their commission.

5. Construction Update

Dennis Turchon, TJPA Senior Construction Manager, and Ron Alameida, Director of Design and Construction for the TTC, presented the update. Mr. Feinbaum asked which transit operators participated in the Bus Ramp test. Mr. Turchon explained all operators were involved, but only three or four buses from AC Transit and SFMTA ultimately drove down the Ramp. Chair Agid asked why Substantial Completion was not on the granular schedule slide. Mr. Turchon explained that the slide illustrates some but not all work leading to Temporary Certificate of Occupancy (TCO), follow-up efforts are made to achieve Substantial Completion. Chair Agid asked for future slides to include a marker, such as an asterisk, to indicate which activity is affecting the Substantial Completion date. Chair Agid asked who would be financially responsible for the schedule slippage. Mr. Alameida stated the majority cost is the responsibility of the contractors. Mr. Morales asked if the schedule issues are fixable. Mr. Alameida suggested it is not impossible to recover at this point. Chair Agid asked what would happen if the Substantial Completion date did not pull back, and whether there would be an impact to bus service. Mr. Alameida explained TJPA's contractual rights to complete tenant improvements, especially for bus operators, while construction is ongoing. Chair Agid stated he understood there was some room in the schedule as the transit operators may not activate until March 2018. Mr. Fahnestock asked for an update on AC Transit's articulated bus issue. Mr. Alameida stated modifications are possible in the future but, at this time, what was bought is being built. Mr. Boule reminded attendees the Bus Deck is capable of accommodating double-decker buses. Mr. Fahnestock wanted to know if AC Transit had signed-off on articulated buses and Mr. Alameida confirmed they had. Mr. Fahnestock asked if AC Transit is buying double-decker buses and Mr. Alameida stated that AC Transit plans continue to change regarding the purchasing of buses; however, the bus deck can accommodate the double -decker buses.

Public Comment:

Roland Lebrun wanted to know when dewatering efforts would stop and whether there is uplift or balancing and Mr. Alameida replied that it is balancing.

6. Public Comment

Jim Patrick expressed concern over recent TJPA legal matters and has a favorable attitude towards liquidated damages. He suggested greater participation in CAC meetings from TJPA's lawyers.

7. CAC Member Comments & Future Agenda Requests

Robert Feinbaum made reference to a handout (handout was not provided to TJPA) provided by Roland Lebrun about high and low doors for High Speed Rail Trains. Mr. Feinbaum proposed a new agenda item to address this issue (see item 6 below) and Chair Agid concurred.

Mr. Boule advised that the June and November 2017 CAC meetings fall on a date after TJPA Board meetings; therefore, with the intent being for the CAC to receive information prior to the TJPA Board, he suggested the June meeting be rescheduled for Tuesday, June 6.

Chair Agid asked if TJPA would provide the CAC with a tour of the Transit Center in the near future. He also expressed appreciation for Mr. Boule's slide, and asked the TJPA to continue that practice.

Future agenda requests include: 1) transition into operations at the TTC and AC Transit's readiness; 2) presentation from the Director of the City's Department of Homelessness and Supportive Housing regarding a proactive strategy to prevent homeless encampments once the TTC opens; 3) review of the plans for Mission Square; 4) review of bus and traffic circulation in the area surrounding the Transit Center; 5) coordination between the Greater Rincon Hill Community Benefit District and the Asset Management team; and 6) train doors and platforms heights for DTX.

Public Comment:

Roland Lebrun provided clarification to earlier comments made about the handout given to Mr. Feinbaum, stating he had not suggested two sets of doors, but suggested a double-decker High Speed Rail Train.

8. Adjourn

Chair Agid adjourned the meeting at 7:49 pm.