



**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, September 13, 2018
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Mohammed Nuru, Chair
Jeff Gee, Vice Chair
Greg Harper
Jane Kim
Boris Lipkin
Edward Reiskin
Nadia Sesay
Tony Tavares

Executive Director
Mark Zabaneh

Secretary
Nila Gonzales

201 Mission St. #2100
San Francisco, California 94105
415-597-4620
415-597-4615 fax

9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Nuru called the meeting to order at 9:35 a.m.

2. Roll Call

Secretary Gonzales announced that Tony Tavares was joining as the Caltrans representative, Vice Chair Gee was unable to attend due to a scheduling conflict and Director Chang was attending as Director Kim's alternate.

Present: Tilly Chang
Greg Harper
Boris Lipkin
Ed Reiskin
Nadia Sesay
Tony Tavares
Mohammed Nuru

Absent: Jeff Gee
Jane Kim

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Grand Opening Report
- Quarterly Financial Reports

Executive Director Zabaneh welcomed Director Tavares and thanked the Board for their support which enabled the successful opening of the Salesforce Transit Center. He also acknowledged the management and staff of AC Transit and the San Francisco Municipal Transportation Agency for their collaboration in making the transition from the Temporary Transbay Terminal to the Salesforce Transit Center smooth and efficient.

He reported that Martha Velez, TJPA Facility Manager, would provide an operations and retail leasing update later on the agenda.

Christine Falvey, Director of Communications, presented the Grand Opening Report. She also stated that TJPA is participating in the Governor's Global Climate Action Summit by providing tours highlighting the environmental sustainability features of the transit center.

Executive Director Zabaneh further reported that since the transit center is now open, work with Caltrans has begun on the right-of-way closeout process per the Cooperative Agreement for the transfer of State-owned parcels for the financing and construction of the transit center. Additionally, he provided an update on Phase 2/Downtown Rail Extension (DTX) 30% design funding and reported that the San Francisco County Transportation Authority (SFCTA) Board approved \$9.7 million for the DTX project on July 24, 2018, but that would only cover a portion of the funding needed to complete the 30% design and all associated studies and the remaining funding needed would be requested from the Metropolitan Transportation Commission (MTC) in 2019 when Regional Measure 3 (RM3) becomes available. He noted that later on the agenda there is a Parsons contract amendment to complete the 30% design work. He also provided an update on the Supplemental Environmental Impact Statement/Impact Report (SEIS/EIR) and stated that the Federal Transit Administration (FTA) advised that instead of following a streamlined process for approval of the environmental document by issuing a combined Final SEIS/EIR and Record of Decision (ROD), FTA has elected to follow the standard National Environmental Policy Act (NEPA) which involves filing notice of the Final SEIS/EIR in the Federal Register for a 30-day comment period prior to issuing the ROD. Both FTA and TJPA would sign the combined Final SEIS/EIR, and then FTA would publish it in the Federal Register for a 30-day review period. TJPA has provided FTA with a revised copy of the Final SEIS/EIR with references to the ROD removed and responses to all of FTA's comments received. TJPA hopes to receive FTA's final input by end of September.

He also provided the Quarterly Financial Reports.

Public Comment:

Jim Patrick congratulated the Transbay team on the successful opening events and acknowledged Executive Director Zabaneh's leadership.

6. Construction Closeout Update

Dennis Turchon, Senior Construction Manager, and Ron Alameida, Director of Design and Construction for the Transit Center, presented the item.

7. Facility Operations Update

Martha Velez, Facility Manager, provided the facility update; Ashley Langworthy of Biederman Redevelopment Ventures provided the park update; Deborah Kravitz of PRI provided the Pop-Up Retail update; Daniel Odham of Pearl Media, provided the Digital Media update; and Sidonie Sansom, Chief Security Officer, presented the security update.

Director Harper stated Clipper machines were needed on the bus deck and questioned if AC Transit should take the lead. Ms. Velez confirmed that AC Transit would need to initiate adding Clipper machines on the bus deck if they have changed their mind as she understood AC Transit deliberately decided not to have Clipper machines on the bus deck to ensure riders had already purchased their tickets prior to arriving on the bus deck.

Director Lipkin inquired about wayfinding and suggested that the digital signage include the ability for a transit rider to learn about route choices based on their destination.

Director Reiskin requested regular reporting on revenue actuals vs. projections and Executive Director Zabaneh replied that he anticipates reporting quarterly starting in December 2018. Director Reiskin also asked about signage around the bus plaza informing private vehicles that they are not permitted to enter the bus plaza and Ms. Velez confirmed staff would be addressing additional signage needs. Director Reiskin also expressed concern about leasing the Temporary Terminal space to a parking operator after bus operations.

Director Chang concurred with Director Reiskin's concern regarding leasing the Temporary Terminal space to a parking operator and requested an update on the schedule and plans for the Temporary Terminal. Ms. Velez confirmed to present at a future meeting.

8. Citizens Advisory Committee (CAC) Update

Bruce Agid, CAC Chair, expressed congratulations to the Board and the Transbay project team on the successful opening festivities for the Salesforce Transit Center. He provided an update on the discussions regarding potential quality of life issues in the vicinity of the transit center. Regarding DTX, the CAC was pleased with SFCTA's award of \$9.7 million to continue work on the DTX project and the CAC understands and supports the additional funding requests that will be made to MTC. The CAC was additionally pleased about SFCTA's approval on the first reading to adopt the Pennsylvania Alignment Extension. The CAC was impressed with the video shown by staff, at the CAC meeting, which highlighted Phase 2/DTX and they suggested it be displayed in various locations throughout the transit center. The CAC was content with the Construction Update and Retail update; however, they will provide feedback on the retail slide presentation which they feel will provide additional clarity on current status vs. forecast. Regarding Facility Operations, the overall feedback is positive, but the CAC requested a report on critical feedback that has been reported to date. The CAC is aware of feedback on bathrooms, seating, wayfinding, posting of transit center rules including information on dogs, lack of food and beverage availability on the rooftop park, efficient bus egress from the Bus Plaza onto Fremont Street, and pedestrian crossing ease and safety. The CAC is satisfied with the issues captured by the project team and the team's plan to wait a few months to assess operations and determine next steps. Regarding plans for the interim utilization of the Temporary Terminal, the CAC is satisfied that the TJPA will be working with the East Cut CBD (CBD) on the recommendation and that the CBD will work with the Office of Community Investment and Infrastructure (OCII) Citizens Advisory Committee (OCII CAC) and the neighborhood association to ensure feedback is received from the surrounding community.

9. 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.

None.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE EXECUTIVE DIRECTOR OR THE CHAIR.

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

10. Call to Order

Chair Nuru called the Closed Session to order at 10:50 a.m.

11. Roll Call

Present: Tilly Chang
Greg Harper
Boris Lipkin
Ed Reiskin
Nadia Sesay
Tony Tavares
Mohammed Nuru

Absent: Jeff Gee
Jane Kim

12. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Paragraph (1) of subdivision (d) of Gov. Code Section 54956.9)

Name of case: Lehman, et al. v. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC-16-553758

and

Name of case: Buttery, et al. v. Jeffries, et al., San Francisco County Superior Court, Case No. CGC-17-556292

and

Name of case: Chang, et al. v. Mission Street Development LLC, et al., San Francisco County Superior Court, Case No. CGC-17-556617

and

Name of case: Millennium Tower Association v. Mission Street Development LLC, et al., San Francisco County Superior Court, Case No. CGC-17-557830

and

Name of case: Montana, et al. v. Mission Street Development, LLC, et al., San Francisco County Superior Court, Case No. CGC-17-558649

and

Name of case: Ying, et al. v. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC-17-559210

and

Name of case: Maui Peaks Corp. v. Mission Street Development LLC, et al., San Francisco County Superior Court, Case No. CGC-17-560322

and

Name of case: Turgeon, et al. v. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC-18-564417

and

Name of case: Shadduck, et al. v. Snyder, et al., San Francisco County Superior Court, Case No. CGC-17-562423

13. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9: (2 potential cases)

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 11:25 a.m.

14. Announcement of Closed Session.

Secretary Gonzales announced that there was nothing to report.

REGULAR CALENDAR

15. Authorizing the Executive Director to execute an amendment to the Professional Services Agreement for Legal Services with the Jones Day law firm to provide litigation support services in actions against the TJPA arising from the movement of 301 Mission Street, increasing the Agreement maximum compensation from \$10.7 million to \$15.7 million, and authorizing the transfer of \$5 million from Program Reserve to cover additional legal costs related to 301 Mission litigation.

Executive Director Zabaneh presented the item.

No public comment.

RESOLUTION 18-036

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Reiskin, Sesay, and Nuru

16. Authorizing the Executive Director to increase the legal services budget by \$2,000,000 to a total of \$17,000,000 for the current bench of law firms providing services in their respective practice areas on an as-needed basis, and to transfer \$900,000 from Program Reserve to the legal services budget.

Executive Director Zabaneh presented the item.

No public comment.

RESOLUTION 18-037

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Reiskin, Sesay, and Nuru

17. Presentation on the execution of a lease agreement with Venga, Inc, a California corporation (d/b/a Venga Empandas) for about 691 square feet of commercial/retail space on the ground level of the new transit center (space number 123) for a 10 year term, consistent with the Board's Retail Leasing Policy.

Erika Elliott of Colliers, Asset Management team, presented the informational item.

18. Authorizing the Executive Director to complete negotiations and execute a lease agreement with PD Transbay LLC, a California limited liability company (d/b/a Per Diem) for about 3,050 square feet of commercial/retail space on the ground level of the new transit center (space number 131) for a 15 year term.

Erika Elliott of Colliers, Asset Management team, presented the item.

No public comment.

RESOLUTION 18-038

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Reiskin, Sesay, and Nuru

19. Authorizing the Executive Director to transfer \$15 million from Program Reserve to replenish the construction contingency and cover additional administrative overhead, interest payments, and extended construction administration services with no change to the Phase 1 construction estimate-at-completion, which would remain \$2.159 billion.

Dennis Turchon, Senior Construction Manager, presented the item.

No public comment.

RESOLUTION 18-039

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Reiskin, Sesay, and Nuru

20. Authorizing the Executive Director to execute an amendment to Agreement No. 03-02-DTX ENGR-002, Engineering Design Services for Caltrain Downtown Extension Project Term 3 (2017–2019) with Parsons Transportation Group to extend the Term 3 Agreement to December 31, 2019; increase the contract amount by \$14,820,000 for a total not-to-exceed contract amount of \$22,300,000 to allow Parsons to continue engineering services to complete the 30% design; and amend the Key Personnel.

Skip Sowko, Senior Design & Engineering Manager, presented the item.

Director Reiskin inquired if developing the recommendations on project delivery, post 30% design, was within the scope of this contract and Mr. Sowko replied that TJPA staff would lead that work. He also requested confirmation that this would be the last extension for this contract. Executive Director Zabaneh confirmed a new Request for Proposals (RFP) would be released for work beyond the 30% design.

Director Chang stated the TJPA could work with SFCTA on the project delivery.

No public comment.

RESOLUTION 18-040

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Reiskin, Sesay, and Nuru

21. Approving the Minutes of the July 12, 2018 meeting.

No public comment.

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, and Nuru
ABSTAIN – Reiskin

ADJOURN – Chair Nuru adjourned the meeting at 11:55 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) 252-3124 and web site: www.sfethics.org.