



**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, November 9, 2017
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
Edward Reiskin
Bijan Sartipi

Executive Director
Mark Zabaneh

Secretary
Nila Gonzales

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San Francisco, California 94105
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9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

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

2. Roll Call

Secretary Gonzales announced that Directors Kim and Sartipi would not be present due to scheduling conflicts.

Present: Greg Harper
Ed Reiskin
Jeff Gee
Mohammed Nuru

Absent: Jane Kim
Bijan Sartipi

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

Executive Director Zabaneh reported on the status of adding members to the TJPA Board. He noted that the California High Speed Rail Authority (CHSRA) appointed Ben Tripousis, CHSRA Northern California Regional Director, as the CHSRA representative on the TJPA Board and that all other member agencies have obtained concurrence, from their respective Boards, to add CHSRA to the TJPA Board. The next step is for the TJPA Board to approve the calendared amended Bylaws and Rules of Order adding CHSRA and acknowledging an additional City & County of San Francisco (CCSF) member to the TJPA Board. After these steps are completed and the TJPA receives the fully executed First Amendment to the Joint Powers Agreement creating the TJPA, the CHSRA member and additional CCSF member will join the TJPA Board which is expected at the December TJPA Board meeting. He also reported that the TJPA hosted a presentation and tour for an Australian senior delegation led by Andrew Constance, New South Wales Minister of Transport and Infrastructure, and Dan Richard, CHSRA Chair, on November

3, 2017. Mr. Zabaneh also provided an update on Phase 2 and reported that the Train Operations Analysis report presented previously, which concludes that a 3 track vs. 2 track approach is preferred, has been posted to the TJPA website. He further stated that he requested the San Francisco County Transportation Authority (SFCTA) conduct a peer review of the report, which they agreed to do, and once the peer review is complete, a more detailed briefing on the report will be presented to the TJPA Board along with the results of the peer review. He also reported that the TJPA continues to seek funding opportunities for Phase 2 and recapped what he previously reported regarding the Governor signing into law SB595, the Regional Measure 3 authorizing legislation, which will provide \$4.4 billion dollars for transportation funding for the Bay Area and specifically \$325 million for the Downtown Rail Extension. He further reported that other funding opportunities continue to be sought, including the Transit and Intercity Rail Capital Program (TIRCP). He stated he met with CalSTA and Caltrans staff regarding the TIRCP application process and TJPA will be coordinating efforts with SFCTA, Caltrain and CHSRA to submit by the due date of January 12, 2018. He noted the TJPA will be competitive for the TIRCP funding but stressed the importance of the Railyard Alternatives and I-280 Boulevard (RAB) Study being complete and the TJPA's ability to obtain a Record of Decision. He introduced Mary Pryor of NWC Partners, TJPA's funding consultant, to present a brief overview of TIRCP and the Phase 2 funding opportunities it presents. Mr. Zabaneh also mentioned the other funding opportunities that would be pursued are the local partnership program under SB1 as well as the Solution for Congested Corridors. Lastly, he announced that in honor of Veterans Day, the TJPA, Webcor, and Turner would be hosting a lunch for the 35+ veterans working on the Transbay project.

6. Citizens Advisory Committee (CAC) Update

Bruce Agid, TJPA CAC Chair, reported that the CAC was expecting the RAB conclusion with an alignment recommendation from the San Francisco Planning Department by mid-October and a final decision by policy makers by year-end but it does not appear that will happen. He stressed the CAC's concern about losing momentum for Phase 2. PRI's Pop-Up Retail presentation was well received by the CAC and they look forward to further updates on the implementation and progress to ensure the transit center is fully activated upon start-up of bus operations. The CAC applauded the project team and Webcor for holding the line on substantial completion, although there is still a 12-week delay. The CAC was pleased to see the schedule slide expanded to include all elements required to ensure successful opening of the transit center. The CAC recommended that it clearly identify the key interdependencies critical and critical path elements to bus operations start-up and retail readiness. The CAC stressed the importance of working through the issues that are causing the schedule to show AC Transit bus operations in June 2018. The CAC was pleased that there will be a presentation at their next meeting to address the potential homeless population that could be attracted to the transit center.

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 indicated that it appears AC Transit is not going to meet the scheduled opening and he wants to get all the agencies together to ensure the major tenant is ready for the opening.

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.

Secretary Gonzales announced that the Resolution for Item 8.3 was slightly modified from what was posted to clarify that the action is conditioned on each Member's execution of the First Amendment to the Joint Powers Agreement.

(8.1) Approving the Minutes of the October 12, 2017 meeting.

(8.2) Approving an Agreement with 235 Property Company for an Air Rights Easement to pay TJPA \$58,684.50 and a Temporary License for Construction to pay TJPA \$9,703.12 per month for four months to grant certain temporary and permanent easement rights over portions of the TJPA's property generally referred to as 'Parcel H' (Block 3736, Lots 7).

RESOLUTION 17-042

(8.3) Approving an Amendment to the TJPA Bylaws and Rules of Order to add the California High Speed Rail Authority as a new member and acknowledge an additional City & County of San Francisco member to the TJPA Board of Directors.

RESOLUTION 17-043

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Harper, Reiskin, Gee and Nuru

REGULAR CALENDAR

9. Construction Update.

Dennis Turchon, TJPA Senior Construction Manager, Ron Alameida, Director of Design and Construction for the Transit Center, Martha Velez TJPA Facility Manager, and Sidonie Sansom, TJPA Chief Security Officer, presented the update along with Steve Humphreys of Webcor/Obayashi, Construction Manager/General Contractor, who reported on the schedule mitigation plan.

Director Harper stated that the issue AC Transit bus operators have conveyed about an existing merge is due to the approach to the new facility being a block longer and that there is a Caltrans Substation building that blocks the view.

Director Reiskin said that the mitigation efforts presented sounded good but questioned if they were incorporated into schedule because the schedule has not changed so he wondered if the efforts would maintain the project to the current schedule or pull it back. Mr. Alameida replied that the intent is to pull the schedule back. Director Reiskin suggested getting on the State Inspector's calendar to prevent a future potential delay because he understands their office is quite busy. Director Reiskin clarified that San Francisco Municipal Transportation Agency (SFMTA) will be ready to operate in the new facility when TJPA is ready. Director Reiskin also stated that the Bus Plaza should not feel like a construction site for SFMTA #5 Fulton riders when service begins in the Bus Plaza in late December.

Vice Chair Gee indicated the importance of having agreements of when TJPA takes control of certain areas and when warranty periods begin.

10. Facility Readiness Update.

Martha Velez, TJPA Facility Manager, and Sidonie Sansom, TJPA Chief Security Officer, presented the item.

11. Presentation by PRI of the proposed Pop-Up Retail Program for the Salesforce Transit Center.

Deborah Kravitz, PRI, presented the item.

Director Reiskin encouraged the team to assess the perimeter of the building for pop-up retail opportunities, particularly where the Bus Plaza is since those commuters may not be going into the building.

12. Authorizing the Executive Director to request approval to use Interim Financing to fund the cost of Base Building Improvements plus the TJPA's market share of the cost of Tenant Improvements necessary for retail/commercial leasing.

Sara DeBord, TJPA Chief Financial Officer, presented the item.

No public comment.

RESOLUTION 17-044

On motion to approve:

ADOPTED: AYES – Harper, Reiskin, Gee and Nuru

13. Approving updated versions of the following financial policies: Board Policy No. 003, Budget Policy; Board Policy No. 009, Investment Policy; Board Policy No. 012, Reserve Policy; and Board Policy No. 014, Capitalization Policy and annual review of Board Policy No. 017, Debt Management Policy.

Sara DeBord, TJPA Chief Financial Officer, presented the item.

Vice Chair Gee suggested considering a future separate line item for tenant turnover improvements.

No public comment.

RESOLUTION 17-045

On motion to approve:

ADOPTED: AYES – Harper, Reiskin, Gee and Nuru

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

Prior to recessing, Vice Chair Gee announced that he would recuse himself from the Closed Session as there are a number of conversations underway in this very complex project so until there is greater clarity, in an abundance of caution, he will step away from the Closed Session agenda at this time.

Public Comment:

Jim Patrick said there was \$250 million dollars spent on caissons to support the tower which he believes has withstood the test of time and done as predicted. He stated the last TJPA press statement regarding the tower was done over a year ago and thinks it is a mistake to not have more press statements released to argue the point in the public realm.

CLOSED SESSION

14. Call to Order

Chair Nuru called the Closed Session to order at 11:30 a.m.

15. Roll Call

Present: Greg Harper
Ed Reiskin
Mohammed Nuru

Absent: Jeff Gee
Jane Kim
Bijan Sartipi

16. 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

17. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9: (5 potential cases)

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 12:03 p.m.

18. Announcement of Closed Session.

Secretary Gonzales announced that there was nothing to report.

ADJOURN – Chair Nuru adjourned the meeting at 12:05 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.

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.