



**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Tuesday, August 18, 2020

SPECIAL MEETING

9:00 a.m.

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

PUBLIC COMMENT CALL-IN: 1-855-282-6330 -- Access Code: 126 058 4637

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In compliance with the Governor's Executive Order N-25-20 (March 12, 2020) as superseded by Order N-29-20 (March 17, 2020), this meeting will be held *exclusively* via teleconference participation of a quorum of Board members in locations not open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

Nadia Sesay, Chair

Jeff Gee, Vice Chair

Elaine Forbes

Matt Haney

Michael Hursh

Boris Lipkin

Jeffrey Tumlin

Tony Tavares (*ex-officio*)

Executive Director

Mark Zabaneh

Secretary

Nila Gonzales

REMOTE MEETING ACCESS

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PUBLIC COMMENT CALL-IN: 1-855-282-6330 -- Access Code: 126 058 4637

Providing Public Comment

Ensure you are in a quiet location – Speak Clearly – Turn off any TVs or radios around you

1. When prompted, “raise hand” to speak by pressing *3 (star, 3) to be added to the queue.
2. Callers will hear silence when waiting for their turn to speak.
3. When prompted, callers will have the standard three minutes to provide comment.

ACCESSIBLE MEETING POLICY

In accordance with the Americans with Disabilities Act, California Law, and the Governor’s Executive Orders, any individual with a disability may request reasonable modifications or accommodations so that they may observe and address the Board at this teleconference meeting. If you are disabled and require special accommodations to participate, please contact the Board Secretary Nila Gonzales at 415.597.4620 or ngonzales@tjpa.org, at least 72 hours prior to the meeting. Late requests will be honored if possible. Calendars and minutes of the meeting may be available in alternative formats; please contact Nila Gonzales at 415.597.4620 or ngonzales@tjpa.org at least 72 hours in advance of need. Written reports or background materials for calendar items are available online at www.TJPA.org.

If you need to use the services of a language interpreter, contact TJPA by calling 415.597.4620 or at info@TJPA.org. We require an advance notice of three business days to accommodate your request.

Si necesita usar los servicios de un intérprete de idioma, comuníquese con TJPA llamando al 415.597.4620 o en info@TJPA.org. Solicitamos un aviso previo de tres días hábiles para atender su solicitud.

如果您需要使用语言口译员，请联系TJPA，电话：415.597.4620，或电子邮件：info@TJPA.org。我们需要您在三个工作日之前告知，以满足您的要求

9:00 – SPECIAL MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Sesay called the meeting to order at 9:02 a.m.

2. Roll Call

Secretary Gonzales stated that Director Forbes was having technical difficulties with audio, however, she was visible and present.

Present: Elaine Forbes
Matt Haney
Michael Hursh
Boris Lipkin
Jeffrey Tumlin
Jeff Gee
Nadia Sesay

Absent: Tony Tavares

3. Communications

Secretary Gonzales provided instructions on the Public Comment process.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Facility Operations Update

Executive Director Zabaneh reported that the TJPA continues to support the Bay Area's phased reopening during the COVID-19 health crisis, to help reduce the spread of COVID-19, while supporting transit agencies and tenants. As previously reported, San Francisco paused reopening in July due to a surge of coronavirus cases in the City. Executive Director Zabaneh noted that the TJPA continues to monitor and follow the City's guidelines and guidance from its Health Officer, to keep transit riders and visitors informed. Additionally, he noted that the TJPA has ample signage, makes regular safety announcements and has trained its security staff on communicating the importance of wearing a mask and keeping social distance. Executive Director Zabaneh continued by providing a brief status on tenants and noted that Onsite Dental reopened last month, the TJPA continues to work with Philz Coffee to support their reopening plans and, as gyms are not allowed to reopen under local and state guidelines, TJPA has allowed Fitness SF, its anchor tenant, to hold one-on-one exercise classes on the rooftop park in the amphitheater area with proper health and safety measures in place. Furthermore, he stated the park remains open consistent with the City's public health orders and noted that programming on

the park remains suspended until public health orders allow. Executive Director Zabaneh also reported that the Urban Land Institute interviewed and selected the TJPA's Salesforce Park as a finalist for the prestigious Urban Open Space Award for 2020. He stated that the Urban Land Institute will also feature the transit center and the park via a virtual tour at their fall conference. Executive Director Zabaneh furthered his report by providing an update on the Downtown Rail Extension (DTX), which included three key items. First, the Metropolitan Transportation Commission (MTC) voted to include the DTX project in Phase 1 of Plan Bay Area 2050. Second, the San Francisco Peninsula Rail Program Executive Steering Committee (ESC) held its inaugural meeting on Friday, July 17, 2020, and appointed San Francisco County Transportation Authority (SFCTA) Executive Director Tilly Chang as Chair and MTC Deputy Executive Director, Operations, Andy Fremier as Vice Chair. Executive Director Zabaneh stated that ESC Chair Chang would provide an update on the first ESC meeting later in the agenda. Thirdly, he provided an update on the recruitment process for the DTX Project Director position. He stated the process was well underway and that a recruitment firm had been retained to help identify qualified candidates with the hope of interviews taking place in early September in anticipation of presenting to the Board in October or November. He also mentioned that he was asked by the Chair Sesay and Vice Chair Gee to continue to be involved in the recruitment process which he is glad to do.

Executive Director Zabaneh concluded his report by stating this would be his last Board meeting and thanked the Board for their support throughout the years and how appreciative he was for the opportunity to serve as the TJPA's Executive Director for the past four years.

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

Director Forbes thanked Executive Director Zabaneh for his service and wished him continued success in all his future endeavors.

Director Tumlin thanked Executive Director Zabaneh for his service during these unprecedented times and applauded his leadership skills for his ability to navigate through multiple crisis to ensure everything remains in place and on track after departure. Mr. Tumlin further reported that during a weekend visit to Salesforce Park, he noticed that the wayfinding signage, located in the main concourse hall, did not seem to be working properly. He expressed that the issue be investigated and addressed promptly. Mr. Updike thanked Director Tumlin for bringing the signage issue to his attention and noted that there was a video board issue over the weekend that was corrected, with ongoing work happening behind the scenes to ensure all technical issues are addressed.

Chair Sesay asked how much vacant space was left to be leased and how much of the amount leased coincides with ongoing Tenant Improvement (TI) work that needs to be completed. Mr. Updike responded that the transit center is 81 percent leased, with 19 percent vacant space left. He also stated that the TI work has been mainly focused on tenants with executed leases and anticipated occupancies, with some infrastructure being included in the packages to make them more marketable.

6. Citizens Advisory Committee (CAC) Update

Derrick Holt, CAC Chair, reported that the CAC was pleased with the current progress of DTX and thanked the Board for their continuous efforts in gaining support for this project throughout the region. He expressed that the CAC appreciates the TJPA's transparency during these unprecedented times and ensuring the public remains informed. He continued his report by expressing his appreciation for the Facility Operations update and provided several comments, which include the ground level of the transit center, vending machines and weekend use by City residents, and he noted how imperative it is that clear and visible signage is posted at all times. He stated that there were discussions surrounding fairness and equality regrading tenant rent adjustments given that retail vendors had to close due to COVID-19. He also stated that there were discussions on the future use of the Temporary Terminal and that residents would like to be informed on future developments. The CAC appreciated the Phase 2/DTX update and had questions regarding the ESC and program management team. Furthermore, the CAC wanted to ensure the project was successfully set up for proper political support and construction success and managed by those who have experience with similar projects. The CAC had many expressions of appreciation and gratitude for Executive Director Zabaneh and thanked him for his unwavering dedication to the CAC throughout the years, especially his transparency and availability to answer questions from the CAC.

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 thanked the TJPA staff for the way public participation was facilitated at the CAC Meeting and expressed that he would like to have the same experience at TJPA Board meetings. Mr. Lebrun wished Executive Director Zabaneh the best of luck in his future endeavors. Mr. Lebrun concluded his remarks by providing commentary regarding John Funghi and the DTX Project Director position.

David Gold, a resident near the Embarcadero, thanked Director Haney for organizing a meeting to discuss the interim use of the temporary terminal and how he would like to see some sort of activation such as food or retail for residents while permanent development is being pursued.

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.

(8.1) Approving the Minutes of the June 25, 2020 Special meeting.

(8.2) Approving the Minutes of the August 5, 2020 Special meeting.

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Forbes, Haney, Hursh, Lipkin, Tumlin, Gee and Sesay

SPECIAL CALENDAR

9. Authorizing the Executive Director to execute an Agreement for Purchase and Sale of Real Estate (PSA) between the TJPA and Successor Agency to the San Francisco Redevelopment Agency for the sale to Successor Agency of those portions of Transbay Blocks 2 and 3 previously acquired by the TJPA from private parties (Block 3739, Lots 002, 004, 006, and 007) (“Private Parcels”), and directing staff to proceed with execution of the PSA and with closing on the sale of the Private Parcels pursuant to the PSA.

Chair Sesay recused herself from Item 9. Vice Chair Gee presided over the item.

Executive Director Zabaneh introduced the item and TJPA Legal Counsel, Deborah Miller, presented the item.

Public Comment:

Roland Lebrun stated that the next Executive Director for TJPA ensure that future presentations be posted online within 24 hours.

Katina Johnson, District 6 resident and East Cut Community Benefit District (CBD) Board President, suggested the Board end the License Agreement between the TJPA and the City for the use of the temporary terminal.

RESOLUTION 20-026

On motion to approve:

ADOPTED: AYES – Forbes, Haney, Hursh, Lipkin, Tumlin, Gee
RECUSE – Sesay

10. Update on Community Outreach regarding interim usage of former Temporary Terminal and potential direction relating to same.

Executive Director Zabaneh introduced the item by stating it was placed on the agenda in follow up to Supervisor Haney’s request at the June TJPA Board meeting, for discussion and possible action should the Board choose. He stated that the TJPA has reached out to the COVID Command Center and staff informed the TJPA that, consistent with information already provided to the community, the City has no intention of setting up a safe sleeping site at the temporary terminal. TJPA also understands that there is currently no request to conduct COVID-19

emergency response activities there at this time. John Updike, TJPA Facility Director, provided a further update on the temporary terminal and TJPA's work with the community on possible short term uses there.

At the conclusion of the presentation by Mr. Update, Executive Director Zabaneh asked the Board for direction on how to proceed with the License Agreement with the City.

Vice Chair Gee inquired about the timeframe on the interim usage of the Temporary Terminal. Executive Director Zabaneh stated that it is anticipated for development to begin in approximately 6-18 months.

Chair Sesay noted that the Office of Community Investment and Infrastructure (OCII) is responsible for the parcels located in the Temporary Terminal to be developed, which would be sequenced during the interim phase.

Director Haney stated that he hopes this site can be activated and utilized by the neighborhood for social distanced recreation with involvement from the neighborhood and the East Cut CBD.

Public Comment:

Katina Johnson, District 6 resident and East Cut CBD Board President, encouraged the Board to end the License Agreement and expressed her concern for potential distrust between the residents and the TJPA and the City for the unacceptable use of the Temporary Terminal site.

Roland Lebrun thanked Director Haney for addressing the issue and hopes that people realize that strong community engagement would produce a superior outcome.

An unidentified resident from District 6 thanked the East Cut CBD, the TJPA Board and Director Haney for all the work conducted the past few weeks and engaging the residents on the virtual meeting held regarding this issue which proved fruitful. She urged the Board to end the license agreement and move forward with the neighborhood suggested use of the site. She thanked the Board for their help and work on this issue.

Andrew Robinson, East Cut CBD Executive Director, thanked the TJPA Board and staff for the presentation. He continued his remarks by suggesting that as the City recovers from COVID-19, the Board should consider using the site for local vendors such as retail shops and farmers markets. Mr. Robinson concluded his remarks by encouraging the Board to engage with the public to determine how the space should be used.

Phillip Archer, Member of the Infinity Homeowners Association Board of Directors, expressed concern about the negative impact on redevelopment plans in the neighborhood and commented on the TJPA's responsibility to ensure the area remains attractive for potential investors.

Chris Chang, a resident, expressed gratitude towards Director Haney and the East Cut CBD for their recent efforts to engage the community on the interim use of the Temporary Terminal. Mr. Chang voiced his support in canceling the License Agreement and moving forward with recreational uses of the site.

A motion was made by Director Tumlin and seconded by Director Haney to terminate the License Agreement with the City of San Francisco for use of the Temporary Terminal as a safe sleeping site during the COVID-19 health emergency. The Board unanimously approved to terminate the License Agreement.

11. Authorizing the Executive Director to execute Professional Services Agreements for Legal Services with a bench of law firms, consisting of Shute, Mihaly & Weinberger; Renne Public Law Group; Nixon Peabody; Seyfarth Shaw; Meyers Nave; and Thompson Coburn to provide services in their respective practice areas on an as-needed basis for five year terms as long as the total compensation under all bench agreements does not exceed \$11,000,000.

Director Haney recused himself from Item 11.

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

Director Lipkin asked what firm was used to review the contracts. Ms. Roseman stated the model services agreement, which was included in the Request for Proposals, had been previously reviewed by Shute Mihaly & Weinberger. Director Lipkin inquired about who reviewed the Shute Mihaly & Weinberger contract since that firm is the current General Counsel providing oversight on contracts. Secretary Gonzales added that the Professional Services Agreement model was based on the previous version reviewed by the San Francisco City Attorney's Office for the legal contracts awarded in 2012, which remains substantially the same. Director Lipkin suggested having the Shute, Mihaly & Weinberger agreement for General Counsel services reviewed by the San Francisco City Attorney's Office. Executive Director Zabaneh stated that the TJPA will ask the City Attorney's office to review the Shute, Mihaly & Weinberger agreement.

Vice Chair Gee motioned to move Item 11 on the condition that the San Francisco City Attorney's Office has no comments on the Shute, Mihaly & Weinberger agreement for General Counsel services.

RESOLUTION 20-027

No public comment.

On motion to approve:

ADOPTED: AYES – Forbes, Hursh, Lipkin, Tumlin, Gee and Sesay
RECUSE – Haney

12. San Francisco Peninsula Rail Program Executive Steering Committee (ESC) Update.

Items 12 and 13 were called together due to being interrelated.

Executive Director Zabaneh introduced the item. ESC Chair Chang, ESC Vice Chair Fremier and Stephen Polechronis of URS/AECOM, presented the item.

Vice Chair Gee welcomed Ms. Chang and Mr. Fremier to the team. He asked about the Right of Way acquisition timeframe. Ms. Chang explained that potential utility relocation and Right of Way acquisition is scheduled to be initiated in 2024, pending Regional Measure 3 funding.

Vice Chair Gee also asked about the procurement activities that have been identified and expressed concern regarding proactivity and the project potentially falling behind. Ms. Chang stated the lack of a General Engineering Contractor on board is a current issue, however, the ESC was able to backfill some items needed by tapping into different resources. She stated that, in the future, she would look to the TJPA Board for approval to tap additional resources.

Mr. Polechronis emphasized that the Operational Analysis is the critical path to evaluating the impact on operations on some of the deferral ideas. Ms. Chang noted that the ongoing risk register was in place and used for tracking as a general approach to oversight and development.

Vice Chair Gee welcomed Mr. Polechronis to the team and asked if he was interested in pursuing the permanent position of Project Director. Mr. Polechronis expressed his excitement to be in a position to assist the TJPA with advancing the DTX project, however, he explained that he is better suited in his position at URS/AECOM to support a permanent Project Director.

Director Lipkin stated that the ESC was tapping into an existing contract that Caltrain holds and is looking to activate procurement services as soon as possible.

Public Comment:

Roland Lebrun expressed his satisfaction on the recent developments of the DTX project. He continued his remarks by congratulating Ms. Chang and Mr. Fremier on their appointments as ESC Chair and Vice Chair. He furthered his remarks by noting the importance of appointing Mr. Fremier as Vice Chair, as he feels he brings a great deal of expertise and experience. Mr. Lebrun also suggested that the Board consider reviewing the Operations Plan that was presented to Mr. Zurinaga in 2015, which provides a blueprint on London's Operations Plan from 2012. Mr. Lebrun expressed his frustration on missing the inaugural ESC meeting and asked that he be added to the distribution list.

Francisco DeCosta, who has followed TJPA and its projects for the past 25 years, expressed his disappointment with TJPA leadership and its inability to diversify the contractors they use for projects.

13. Approving the ESC's recommendation of Stephen Polechronis of URS/AECOM as the Interim Project Director for the Downtown Rail Extension.

RESOLUTION 20-028

On motion to approve:

ADOPTED: AYES – Forbes, Haney, Hursh, Lipkin, Tumlin, Gee, and Sesay

14. Approving a Resolution of Appreciation for Executive Director Mark Zabaneh.

Executive Director Zabaneh thanked the Board, the TJPA staff and particularly Ms. Gonzales, for their unwavering support during his tenure with the TJPA. He concluded his comments by noting that his journey with the TJPA and its projects have been extremely rewarding.

Director Hursh thanked Executive Director Zabaneh for his leadership and transparency, along with his ability to understand any problem from any point of view. Director Hursh stated that Executive Director Zabaneh would be missed and wished him success in his next chapter. Director Hursh concluded by challenging the Board to fill the position of Executive Director with someone that holds the same qualities of transparency, integrity, and leadership that Executive Director Zabaneh had.

Director Lipkin stated that as Executive Director, Mark Zabaneh has shown tremendous leadership, especially during the sudden closure of the transit center due to the cracked beams. He further stated that Executive Director Zabaneh helped bridge the gap between the TJPA and the City with the public by ensuring the transit center was repaired properly and safe to reopen. He wished Executive Director Zabaneh the best of luck in his future endeavors.

Director Forbes noted that though she did not spend much time collaborating with Executive Director Zabaneh, she enjoyed their initial meeting and getting to know him during her tour of the facility. She concluded by applauding Executive Director Zabaneh on being honest and transparent with the public and that his contribution to the agency will not be forgotten.

Vice Chair Gee thanked Executive Director Zabaneh for dedicating himself to transportation and a part of him will always remain in the Transbay Project. He wished him the best of luck on his next series of adventures and that he would be greatly missed.

Director Tumlin expressed gratitude to Executive Director Zabaneh for leading the agency through extremely difficult times and taking on a thankless job. He wished him the best of luck.

Director Haney thanked Executive Director Zabaneh for his service, informed briefings and for his leadership and patience.

Chair Sesay thanked Executive Director Zabaneh for his amazing leadership and ability to be transparent at all times. Chair Sesay wished him well on his future endeavors and was pleased to know that he would be pursuing another position that aligns with his interests and passions.

Public Comment:

Jim Patrick stated that the Board has two jobs, recruitment and retention. He stated that the Board did a great job recruiting for the Executive Director position but missed the mark on retention.

RESOLUTION 20-029

On motion to approve:

ADOPTED: AYES – Forbes, Haney, Hursh, Lipkin, Tumlin, Gee, and Sesay

RECESS SPECIAL MEETING AND CONVENE CLOSED SESSION

CLOSED SESSION

15. Call to Order

Chair Sesay called the closed session to order at 11:25 a.m.

16. Roll Call

Present: Elaine Forbes
Matt Haney
Michael Hursh
Boris Lipkin
Jeffrey Tumlin
Jeff Gee
Nadia Sesay

Absent: Tony Tavares

17. PUBLIC EMPLOYEE APPOINTMENT (Government Code 54957)

Title: Interim Executive Director and other interim officer positions as needed

RESOLUTION 20-030

On motion to approve:

ADOPTED: AYES – Forbes, Haney, Hursh, Lipkin, Tumlin, Gee, and Sesay

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

Property: 425 Mission Street, space # 216, 218, 220

Agency negotiators: Mark Zabaneh, Executive Director; John Updike, Facility Director

Negotiating parties: Onsite Dental, LLC

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

Property: 425 Mission Street, space # 103, 143

Agency negotiators: Mark Zabaneh, Executive Director and John Updike, Facility Director

Negotiating parties: Philz Coffee, Inc.

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

Property: 425 Mission Street, space # 123

Agency negotiators: Mark Zabaneh, Executive Director; John Updike, Facility Director

Negotiating parties: Venga, Inc.

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

Property: 425 Mission Street, space # 207, 208, 212
Agency negotiators: Mark Zabaneh, Executive Director; John Updike, Facility Director
Negotiating parties: Transbay Fitness, Inc.
Under negotiation: Price and terms of payment for retail lease in the transit center

Property: 425 Mission Street, space # 141
Agency negotiators: Mark Zabaneh, Executive Director; John Updike, Facility Director
Negotiating parties: Foundation Food Services, Inc.
Under negotiation: Price and terms of payment for retail lease in the transit center

Property: 425 Mission Street, space # P-01
Agency negotiators: Mark Zabaneh, Executive Director; John Updike, Facility Director
Negotiating parties: JSSK One, LLC
Under negotiation: Price and terms of payment for retail lease in the transit center

ADJOURN CLOSED SESSION AND RECONVENE SPECIAL MEETING – The Closed Session was adjourned at 12:08 p.m.

19. Announcement of Closed Session.

Deborah Miller, TJPA Legal Counsel, announced that the Board unanimously agreed to appoint Nila Gonzales as Interim Executive Director and Donald Pollitt II as Interim Board Secretary effective September 1, 2020. She further announced that in regard to Item 18, there was no action to report.

ADJOURN – Chair Sesay adjourned the meeting at 12:11 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.