

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, April 14, 2016
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Greg Harper, Chair
Mohammed Nuru, Vice Chair
Jeff Gee
Jane Kim
Edward Reiskin
Bijan Sartipi

Executive Director
Maria Ayerdi-Kaplan

Secretary
Nila Gonzales

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9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Harper called the meeting to order at 9:45 a.m.

2. Roll Call

Secretary Gonzales announced that Director Kim would not be present due to a scheduling conflict and Director Gee was delayed but would arrive shortly.

Present: Jeff Gee (arrived during ED Report)

Ed Reiskin

Bijan Sartipi

Mohammed Nuru

Greg Harper

Absent: Jane Kim

3. Communications

Secretary Gonzales announced that the Board continued Item 10, the Intergovernmental Agreement with the City and County of San Francisco Department of Public Works, to a future meeting and would hear Item 4, Board of Director's New and Old Business, as the last item on the agenda.

4. Board of Director's New and Old Business

This item was moved to be heard as the last item on the agenda.

5. Executive Director's Report

- Rooftop Park Presentation
- Quarterly Project Labor Agreement (PLA) Report
- Monthly Investment Transaction Report

Adam Greenspan, Peter Walker Peter Landscape Architecture, presented the Rooftop Park Presentation.

Dennis Turchon, TJPA Senior Construction Manager, presented the PLA report and introduced Martin Ranalli of Webcor/Obayashi, a Navy veteran and the new liaison for the veterans outreach effort.

Sara DeBord, TJPA Chief Financial Officer (CFO), provided the Monthly Investment Transaction Report.

Executive Director Ayerdi-Kaplan reported that after 18 years of working on the Transbay Project, she has decided to retire from her work at Transbay to pursue other challenging and exciting opportunities. Her last day with the TJPA will be April 30, 2016. She expressed her gratitude to members of the public, unions, grassroots organizations, consultants, contractors, local, state and federal legislators and elected officials, TJPA Citizens Advisory Committee members and her current and former staff. She concluded her retirement speech by urging that the Caltrain Downtown Extension be promptly brought into the Transbay Transit Center so that the will of the voters of Proposition H that passed in 1999 by almost 70% is fulfilled.

6. Construction Update

Ron Alameida, San Francisco Department of Public Works, and Dennis Turchon, TJPA Senior Construction Manager, presented the update.

Director Gee appreciated the additional slides added per his request made at a prior meeting.

7. Citizens Advisory Committee (CAC) Update

Ted Olsson, TJPA CAC Chair, stated this was his last meeting as he is termed out but he would continue to be involved in the project as a member of the public. He has been honored to serve on the CAC. He reported that the last CAC meeting heard presentations on the Railyard Alternatives and I-280 Boulevard Feasibility Study from the San Francisco Planning Department and on City financing from Sara DeBord, TJPA CFO. He also stated that he attended a meeting with the Port Authority's sea level rise workgroup and suggested to them to coordinate with TJPA. On behalf of the CAC, he expressed sincere appreciation to Executive Director Ayerdi-Kaplan for all of her hard work.

8. Public Comment

Eddie Ramirez stated he is a native San Franciscan, Mission High School graduate, retired Airforce Master Sergeant that is a disabled veteran small business owner and founder of One Vet One Voice, a non-profit that focuses on healthcare education, housing and employment for veterans. He urged a set-aside for veterans' small businesses in the Transit Center. He thanked Executive Director Ayerdi-Kaplan for her service and all that she has done on behalf of veterans.

Bob Feinbaum stated his comments are not a reflection of his role on the CAC. He referenced a report released by SPUR titled Seamless Transit and stated that it refers to the Transbay Transit Center as a prime example of seamless transit but he states it will not be seamless until Caltrain comes into the Transit Center and, therefore, he urged the Board to move expeditiously to see that the Downtown Extension of Caltrain is constructed.

Mike Theriault, San Francisco Building and Construction Trades Council and Joint Administrative Committee member of the PLA, expressed his gratitude to Executive Director Ayerdi-Kaplan and stated her strength and persistence has continued to push the project forward.

Roland Lebrun stated his concerns for the current design and cost of the Downtown Extension. He also provided comments regarding the Master Lessee procurement and specifically expressed concerns regarding the incorporation of small businesses.

Jim Patrick, Patrick & Company, provided comments regarding the Master Lessee procurement schedule. He also stated that he is unhappy that the Executive Director is leaving.

Gerald Cauthen provided comments regarding the Railyard Alternatives and I-280 Boulevard Feasibility Study and stated there are major impacts that have not been considered.

Manny Flores, retired Carpenters Union Local 22, expressed his appreciation to Executive Director Ayerdi-Kaplan.

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

REGULAR CALENDAR

9. Approving the terms and conditions for short term financing of Phase 1 of the Transbay Program by the City and County of San Francisco and its partner the Metropolitan Transportation Commission (MTC), including a lease and leaseback of the Train Box and a Cost Oversight Agreement, and a resolution of inducement for reimbursement of costs paid and incurred prior to the City's issuance of debt.

Sara DeBord, TJPA CFO, presented the item and noted the Board of Supervisors change of meeting dates.

Director Reiskin thanked Nadia Sesay and Ben Rosenfield of the City and Brian Mayhew and Steve Heminger of MTC as well as Sara DeBord for getting the item done.

Director Gee complimented everyone involved. He cautioned regarding exhibit G, the cost review committee, and stated it will likely need to meet much more often than quarterly.

Director Reiskin requested staff confirm the specifics regarding termination of the loan. Bryant Jenkins of Sperry Capital, TJPA financial consultant, confirmed there is no pre-payment penalty.

Public comment:

Bob Feinbaum stated his opinion on the financial aspects of the financing and suggested the Board insist on an early termination clause for the MTC loan so that if it becomes obvious by the end of construction there are no additional costs, there is not a need to pay a commitment fee.

RESOLUTION 16-008

On motion to approve:

ADOPTED: AYES – Gee, Reiskin, Nuru, and Harper

10. Approving an Intergovernmental Agreement with the City and County of San Francisco Department of Public Works to provide construction oversight and management for Phase 1 of the Transbay Transit Center Project.

This item was continued to a future meeting.

Public Comment:

David Schonbrunn of TRANSDEF stated they have been advocating on behalf of the Transbay project since 1994. He expressed concerns regarding prior and current Mayoral administrations' intentions for the Transbay site and urged the Board to reject the Executive Director's resignation and the Intergovernmental Agreement when it is presented for approval.

Bob Feinbaum stated his opposition to the Intergovernmental Agreement is not about Ron Alameida's capability but it is about subverting the organization. He stated concerns regarding the resolution approved at the last meeting which did not have the Intergovernmental Agreement available. He also expressed his gratitude and support for Executive Director Ayerdi-Kaplan.

11. Presentation of the budget outlook for TJPA's Fiscal Year 2016-17 annual capital and operating budgets and the Phase 1 Program budget.

Sara DeBord, TJPA CFO, presented the item.

Chair Harper stated that he received concurrence from the Board that there was no need for a finance committee.

12. Approving the recommended applicants to the Transbay Joint Powers Authority Citizens Advisory Committee.

Scott Boule, TJPA Legislative Affairs/Community Outreach Manager, presented the item.

No public comment.

RESOLUTION 16-009

On motion to approve:

ADOPTED: AYES – Gee, Reiskin, Nuru, and Harper

13. Approving an agreement with the California Public Employees' Retirement System (CalPERS) to join the California Employers' Retiree Benefit Trust Program (CERBT) to Prefund Other Post-Employment Benefits, delegate authority to request disbursements from the trust and authorize the execution of necessary documents with CalPERS to fund and maintain participation in the trust.

Sara DeBord, TJPA CFO, presented the item.

No public comment.

RESOLUTION 16-010

On motion to approve:

ADOPTED: AYES – Gee, Reiskin, Nuru, and Harper

14. Approving the Minutes of the March 10, 2016 meeting.

No public comment.

On motion to approve:

ADOPTED: AYES – Gee, Reiskin, Nuru, and Harper

15. Acceptance of Executive Director Maria Ayerdi-Kaplan's retirement from the TJPA, and commendation for the Executive Director's tireless commitment and years of dedicated service to the Transbay Project.

Director Reiskin acknowledged Executive Director Ayerdi-Kaplan's dedication and commitment to the program and stated her earlier retirement speech epitomizes that it was far more than a job for 18 years; it was really a career passion. He thanked and commended Executive Director Ayerdi-Kaplan for her years of service.

Chair Harper stated without Executive Director Ayerdi-Kaplan the project would not be where it is today. It was her tenacity that kept the project on track.

Vice Chair Nuru extended his appreciation to Executive Director Ayerdi-Kaplan for all she has done for San Francisco and for her years of service.

Director Gee expressed his gratitude to Executive Director Ayerdi-Kaplan and thanked her family for sharing her with the region and the community.

Director Sartipi congratulated Executive Director Ayerdi-Kaplan on her retirement and thanked her for all of the work she has done.

Public comment:

Peter Garza read a letter from Bobby Alvarado, Executive Director of Northern California Carpenters Regional Council, which recognized the hard work of Executive Director Ayerdi-Kaplan. Mr. Garza also offered his own appreciation to Executive Director Ayerdi-Kaplan.

David Schonbrunn, TRANSDEF, thanked Executive Director Ayerdi-Kaplan for all her work over the many years.

Gerald Cauthen provided a history on the effort to bring Caltrain downtown and stated that lots of people talked about making it happen but Executive Director Ayerdi-Kaplan did something about it.

Scott Boule, TJPA Legislative Affairs/Community Outreach Manager, read a letter from California State Transportation Secretary, Brian Kelly, which acknowledged and recognized the work of Executive Director Ayerdi-Kaplan.

Francisco Da Costa expressed his appreciation for the project and Executive Director Ayerdi-Kaplan's tenacity and fortitude.

RESOLUTION 16-011

On motion to approve:

ADOPTED: AYES – Gee, Reiskin, Nuru, and Harper

4. Board of Director's New and Old Business

This item was moved to be heard as the last item on the agenda.

Chair Harper announced that the Board would schedule a special meeting prior to May 1, 2016 to appoint an Interim Executive Director. He also stated the Railyard Alternatives and I-280 Boulevard Feasibility Study would be presented by the San Francisco Planning Department at the May Board meeting.

ADJOURN – Chair Harper adjourned the meeting at 12:20 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.