



**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, February 10, 2022

REGULAR MEETING

9:30 a.m.

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

PUBLIC COMMENT CALL-IN: 1-855-282-6330 -- Access Code: 2551 536 5623

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 Assembly Bill ("AB") 361 (Rivas, Chapter 165, Statutes of 2021) and its amendments to California Public Resources Code Section 54953(e), this meeting will be held *exclusively* via teleconference participation of a quorum of Board members in locations not open to the public. This meeting is being held during a proclaimed state of emergency, and state and local officials have imposed or recommended measures to promote social distancing, while allowing the public to observe and address the Board.

BOARD OF DIRECTORS

Jeff Gee, Chair

Rafael Mandelman, Vice Chair

Elaine Forbes

Alicia John-Baptiste

Boris Lipkin

Diane Shaw

Jeffrey Tumlin

Dina El-Tawansy (*ex-officio*)

Executive Director

Adam Van de Water

Interim Secretary

Donald Pollitt II

9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Gee called the meeting to order at 9:32 a.m.

2. Roll Call

Interim Secretary Pollitt announced that Morgan Galli was joining as Director Lipkin's alternate, and that Director El-Tawansy would not be in attendance.

Present: Elaine Forbes

Morgan Galli

Alicia John-Baptiste

Diane Shaw

Jeffrey Tumlin

Rafael Mandelman (*joined during Item 5*)

Jeff Gee

Absent: Dina El-Tawansy

Boris Lipkin

3. Communications

Interim Secretary Pollitt provided instructions on the Public Call-in/Comment process.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Facility Operations Update
- Security Operations Quarterly Report

Executive Director (ED) Van de Water reported about the recent passing of Citizens Advisory Committee (CAC) member, Bob Planthold, who served as the disability advocate. He praised CAC member Planthold for his impact and described him as a steadfast and vocal advocate, who could be counted on to advocate on TJPA's behalf for the Downtown Rail Extension (DTX) project. On behalf of the TJPA, he extended condolences to CAC member Planthold's family and friends.

Regarding the vision for the TJPA, ED Van de Water noted how he shared his goals for the next 18 months, which includes delivering the DTX to its funding milestones and begins with advancing the project to the Engineering phase for the forthcoming Federal Transit

Administration (FTA) New Starts Capital Investment Grant (CIG) application in 2023. He explained that a demonstrated commitment of 30 percent (\$900 million) of the non-federal funds is required by early next year and that 50 percent (\$1.5 billion) of the non-federal funds is required to apply for the Full Funding Grant Agreement in August 2023. He highlighted recent briefings with key partners in the Bay Area, Sacramento and Washington, D.C. to strengthen the relationships as well as make them aware of upcoming activities and funding needs, noting that the DTX funding strategy will be presented at the February Executive Steering Committee (ESC) meeting and shared with the Board at their March meeting.

ED Van de Water reported that the TJPA continues to track the City's response to COVID-19, noting masks are still required on public transit and throughout the Center except when on the rooftop park. He also reported that TJPA recently released another Request for Qualifications (RFQ) for Park Programming based on a bench of park programmers created last year and will use this new RFQ to expand the list of qualified providers at the Park. He explained that programming falls into one or more of the following categories: Arts and Culture, Children and Families, Hobbies and Interests, Fitness and Wellness and Live Entertainment, and suggested that interested parties visit the TJPA website for more information. Regarding additional Transit Center activities, the TJPA is launching a new public tour program through San Francisco City Guides that will commence at the end of February, noting tours will be about 60 minutes long and available 1-2 times a month.

Regarding funding, ED Van de Water reported that TJPA expects to receive a Wayfinding allocation of \$200,000 from the Metropolitan Transportation Commission (MTC), which was approved in late January and stated that TJPA is working with the MTC to bring a contractor onboard to develop a phased plan for its Wayfinding Improvement Plan per the Gap Analysis. He stated the TJPA plans to present a budget item for the Board's consideration to accept and approve the contract to expend the funds, which must be expended by June 30. Additionally, ED Van de Water stated that TJPA's Wayfinding Working Group, which is comprised of the San Francisco Municipal Transportation Agency (SFMTA), MTC and AC Transit, are working to enhance other improvements to the Wayfinding system at the Center, which TJPA Facility Director Jen Norris will discuss further under her Facility Update. As it relates to other funding opportunities, TJPA has been tracking two funding sources for DTX which would help the TJPA meet its 2023 milestone funding goals for the FTA CIG program, noting these are in addition to the \$325 million in Regional Measure 3 funds for DTX currently tied up in the California Supreme Court. On a Local level, ED Van de Water reported that TJPA continues to work with the San Francisco County Transportation Authority (SFCTA) as their Expenditure Plan Advisory Committee prepares a draft plan for the Prop K Sales Tax reauthorization measure expected to go before the SFCTA, MTC and San Francisco Board of Supervisors before it is added to the November ballot. On a State level, the TJPA is also working on the Transit and Intercity Rail Capital Program (TIRCP) application, which is due to the State by early March. ED Van de Water explained that TJPA is requesting \$600 million over multiple fiscal years through this grant process and highlighted that MTC has endorsed \$25 million for TJPA's TIRCP application. He further explained that by applying to TIRCP in this cycle, TJPA hopes to ensure that DTX remains in the pipeline for funding under the augmented surplus budget, which the Governor announced is \$2 billion for transportation in his January budget. The TJPA recently conducted a Greenhouse Gas Emissions analysis for the TIRCP application and found that the DTX

cost/metric ton of carbon dioxide reduced (\$81) is better than every 2020 TIRCP funded project except BART Core Capacity (\$42). On a Federal level, the TJPA is awaiting the release of the notice for funding opportunities for projects of national significance, known as mega, which are expected later in February.

Regarding the DTX project, ED Van de Water stated that with the DTX having been accepted into the FTA's CIG Project Development phase, TJPA's efforts in terms of technical and funding advocacy are critical, noting that Accelerated Work Program has a number of tasks scheduled for the Boards consideration and includes the Funding Strategy, Project Delivery, Governance and Cost, Risk and Operation and Maintenance planning. He also stated that TJPA is working with their partners and ESC members to ensure that TJPA meets the funding milestone goals in the FTA's CIG program, and that this is a critical time for TJPA to leverage and capitalize on the different funding opportunities on the State and Federal level. He emphasized that the next 18 months is key for TJPA to push through and get the project into construction, noting it would unlock \$2.5 billion in Federal funding.

ED Van de Water concluded his report by emphasizing the need to convey the regional benefits and positive impacts that the DTX project will have beyond San Francisco which includes the connection of 11 Bay Area transit providers serving eight counties in one Grand Central Station of the West while facilitating everything from a new high-density, transit-oriented neighborhood with 35 percent affordable housing to meeting our long-range greenhouse gas emissions targets, and improving our core transit capacities for future job mobility and economic development. He noted that as DTX Rebranding continues to move forward, the TJPA plans to bring an updated look and feel for the project to the CAC, ESC and Board later this Summer. And as mentioned at the January meeting, ED Van de Water reported that TJPA has commenced the annual CAC recruitment process and will accept applications until the end of February.

Jen Norris, TJPA Facility Director, presented the Facility Operations Update.

Rodney Harris, TJPA Chief Security Officer, presented the Security Operations Quarterly Report.

Director Shaw referenced the arrests mentioned on slide five of the presentation and asked for clarification. Mr. Harris stated that the two females were arrested for trespassing during the BlackRock demonstration.

Chair Gee asked Mr. Harris if he would provide tours of the Security Operations Center to interested Directors and suggested that Directors reach out if interested. Mr. Harris concurred affirmatively.

Public Comment:

Jim Patrick expressed concern regarding his inability to hear ED Van de Water and suggested TJPA invest in microphones. Mr. Patrick also expressed his appreciation towards Mr. Harris and his efforts in keeping the Transit Center safe and secure.

6. Citizens Advisory Committee Update

Derrick Holt, TJPA CAC Chair, reported the CAC had a productive meeting on February 8, noting the CAC took a moment of silence to honor the recent passing of Bob Planthold, who served as the Disability Advocate. He also reported that the CAC continues to accept applications for new CAC Members, noting efforts are being coordinated with the TJPA to fill the open seats.

He stated CAC Members appreciate the efforts by the TJPA staff and its partners to secure the funding for the DTX project. CAC Members also appreciated the presentation on the DTX Ridership Forecasting and Benefits Analysis by TJPA DTX Project Director Alfonso Rodriguez and San Francisco County Transportation Authority Rail Program Manager Jesse Koehler, noting that CAC Members and members of the public were interested in tools and metrics used to elevate and forecast the ridership and where riders are coming from.

Chair Holt further reported the CAC appreciated the Facility Operations Update provided by TJPA Facility Director Jen Norris, which included an overview of the Wayfinding Program, COVID-19 safety precautions and the tenants that will be opening their doors at the Transit Center in the coming months.

Chair Holt concluded his report by noting CAC Members appreciated the Security Operation Quarterly Report provided by TJPA Chief Security Officer Rodney Harris, noting Members applauded his continuous efforts in keeping the Transit Center and Park safe.

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.

No public comment.

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 January 13, 2022 meeting.

(8.2) Approving the continued use of teleconferencing technologies for meetings of the legislative bodies of the TJPA pursuant to the provisions of Assembly Bill 361.

RESOLUTION 22-006

No public comment.

On the motion to approve the Consent Calendar:

ADOPTED: AYES – Forbes, Galli, John-Baptiste, Shaw, Tumlin, Mandelman and Gee

REGULAR CALENDAR

9. San Francisco Peninsula Rail Program Executive Steering Committee Update on the Downtown Rail Extension Project Benefits.

Michelle Bouchard, Acting Executive Director of Caltrain and ESC Chair reported that ESC members received a presentation in January on the DTX Project Ridership Forecast and Benefits Analysis work in progress and a year end review that highlighted the momentum gained from 2021 as well as a preview of project activities planned for 2022, which included advancing the DTX through the FTA's New Starts Project Development Phase. ESC Chair Bouchard emphasized that the ridership forecasting work is critical to the development of the FTA project grant rating scheduled for next year, noting it will confirm the amount of forecasted new riders, expected travel time savings and the projected reduction in Vehicle Miles Traveled (VMT). The SFCTA will continue working with TJPA and Caltrain on ridership, including conversion from local modelling software to FTA's required modelling software this Spring.

ESC Chair Bouchard also reported that the Board's guidance regarding the DTX Project Delivery Alternatives Study reflecting TJPA's policy for inclusiveness, job creation, and equity in delivery options has been conveyed to the ESC and Integrated Program Management Team (IPMT), noting the ESC will be briefed again in March, with a review of the IPMT's recommendation to include or exclude a Project Development Agreement component for DTX delivery in April. Additionally, the IPMT's recommendation will be presented to the Board for consideration and approval in May, with the final Project Delivery Strategy including delivery recommendations will be brought to the Board in July.

ESC Chair Bouchard concluded her report by noting conversations regarding Governance will begin at the ESC's February meeting, with the goal of briefing the Board on Context and Approach in March, options and an initial assessment in May before a final Governance recommendation to the Board later this Fall.

Chair Gee thanked ESC Chair Bouchard for the report and asked that a presentation highlighting upcoming briefings be presented at the March Board meeting. ESC Chair Bouchard concurred affirmatively.

Public Comment:

Roland Lebrun emphasized that it is imperative that SFCTA accelerate the modelling to include the new Transbay crossing, noting it will be a transformational change and help build a stronger case with the FTA. Mr. Lebrun also referenced the potential impact of DTX due to Caltrain's infrastructure and stated that considering the Pennsylvania Avenue Extension (PAX) would result in zero impacts. He also stated that integrating the PAX into the overall DTX project would be beneficial and potentially provide cost savings.

10. Authorize the Executive Director to execute a non-binding Term Sheet for Operations Agreement between the Transbay Joint Powers Authority and the East Cut Community Benefit District (CBD), with Office of Community Investment and Infrastructure (OCII) as an acknowledging entity, regarding the design, development, operations and funding of the proposed Under Ramp Park project.

ED Van de Water provided introductory remarks, Deborah Miller, TJPA Legal Counsel along with Ben Brandin, OCII Transbay Project Manager and Andrew Robinson, East Cut CBD Executive Director, jointly presented the item.

Director Forbes expressed concerned regarding the fundraising operating expenses and asked if there was a backup option if the fundraising expenses did not come through as well as who would be responsible to meet said expenses. Mr. Robinson referenced the term sheet and stated that if the funds are not raised, the park does not move forward. He stated that the intent is to meet the mark, noting that there is currently \$700,000 in hand towards milestone one. Additionally, Mr. Robinson stated that the East Cut CBD Board will meet on February 11 to discuss and negotiate a contract with a fundraising consultant, noting his agency is optimistic based on discussions between the TJPA and East Cut Board and preliminary conversations with supporters, corporations and others in the neighborhood. Ms. Miller added that the fundraising operating expenses would come from three sources: assessment funds, operational funds from the Park, and private fundraising.

Director Shaw referenced the current Operations and Maintenance – Services and Funding agreement between TJPA and East Cut CBD, which goes through to 2030 and may be subject to a possible extension and asked what would happen if that did not extend in 2030 and who would be responsible for ongoing operations. She also referenced past security issues with Caltrans property and asked if the property was to be leased, who would be responsible for security in that area. Regarding Director Shaw's first question, Ms. Miller stated that in the event that the agreement is not renewed and given that a majority of the land belongs to TJPA, TJPA would own the infrastructure and have to decide if an alternate party managed and operated the Park or consider additional options on how to program the area. Regarding the second question, Ms. Miller stated that there have been preliminary conversations between TJPA and Caltrans regarding using a portion of their land for Under Ramp Park, noting conversations need to continue and that nothing can be promised at this time. If an agreement cannot be reached, Ms. Miller further stated that TJPA would need to alter the design of the Park. If an agreement is reached, Ms. Miller noted that the agreement would include security for the parcel as well as improvements for Caltrans property that is adjacent to and above where the Park would be located, which would be assigned to the East Cut CBD by TJPA. Mr. Brandin added that current

design of the Park incorporates direction from Caltrans on what can be done with their parcels, noting that there is constant communication with Caltrans to ensure they remain in the loop on the design and use of their property.

Director John-Baptiste also referenced the potential agreement renewal with East Cut CBD and asked if there was any potential to reset the assessment to cover the ongoing expenses of the Park to prevent TJPA from relying on unstable sources of funding and/or philanthropic investments. She also referenced the process for approving the East Cut CBD extension, noting that various authorizations are needed to proceed with developing the Park and asked if there was an interim step that could be taken to provide more assurance to seek that reauthorization to connect and ensure TJPA could move forward with the Park. Regarding the first question, Mr. Robinson concurred, noting it is the East Cut CBD's intent to recalibrate the assessments to successfully capture the costs of this Park and other Parks and spaces in the neighborhood. Regarding the second question, Ms. Miller referenced the current contemplated construction schedule, noting construction would begin in May 2024. Ms. Miller stated the TJPA along with OCII and East Cut CBD could back out the timing needed for the renewal of the assessment district and see where that ties into with the start of construction. Mr. Robinson added that the East Cut CBD has contemplated going for renewal at an earlier date in order to resolve this challenge and not move forward with the fundraising campaign. However, Mr. Robinson stated that East Cut CBD is optimistic that the fundraising campaign will be successful to ensure the district operated as it was envisioned.

No public comment.

RESOLUTION 22-007

On the motion to approve:

ADOPTED: AYES – Forbes, Galli, John-Baptiste, Shaw, Tumlin, Mandelman and Gee

11. Authorize the Executive Director to execute an amendment to the Professional Services Agreement 13-02-PMPC-000 between the Transbay Joint Powers Authority and URS Corporation (now AECOM) for Program Management/Program Controls (PMPC) services, to modify the scope of services to include Right of Way Management and Program Coordination Support Services and adjust the contract amount by \$417,474 for a not-to-exceed total contract amount of \$51,014,474.

Alfonso Rodriguez, TJPA DTX Project Director, presented the item.

Director Shaw stated that Right-of-Way is nothing new or unexpected and referenced the original contract, noting that it included language regarding limited Right-of-Way services and asked how this effort was missed and who was responsible for managing this effort. Mr. Rodriguez stated that it was envisioned that TJPA would lead the effort; however, due to the timeframe in which the work needs to be completed and the tenure of the role, he explained it made more sense to place the effort under the PMPC contract. Director Shaw expressed concern regarding the \$400,000 for services in a 15-month period, stating it appears high compared to

other contracts. Mr. Rodriguez reiterated that it was envisioned TJPA would lead the effort, noting that the effort would involve developing and completing the real estate acquisition management plan, and involve coordinated efforts between consultants, legal counsel and agencies with jurisdictions, primarily the City, Caltrans and property owners. Chair Gee asked if there is a point in time that TJPA will recompile this contract, emphasizing it is imperative that recompile is part of the Boards best practices. Mr. Rodriguez stated TJPA would recompile a support services contract that is focused on construction management support before this contract expires in June 2024.

Public comment:

Roland Lebrun echoed Chair Gee's comments and concerns regarding recompile the PMPC contract.

RESOLUTION 22-008

On the motion to approve:

ADOPTED: AYES – Forbes, Galli, John-Baptiste, Tumlin, Mandelman and Gee
ABSTAIN – Shaw

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

There was no member of the public who indicated that they would like to comment on the item scheduled for discussion in closed session.

CLOSED SESSION

12. Call to Order

Chair Gee called the Closed Session to order at 11:09 a.m.

13. Roll Call

Present: Elaine Forbes
Morgan Galli
Alicia John-Baptiste
Diane Shaw
Jeffrey Tumlin
Rafael Mandelman
Jeff Gee

Absent: Dina El-Tawansy
Boris Lipkin

14. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code Section 54956.8)

Property: Parcel F development site (APN 3721-016, 3721-135, 3721-136, 3721-138) and Salesforce Transit Center site (APN 3719-003, 3720-010, 3720-011, 3721-006, 3721-124, 3721-134, 3721-137)

TJPA negotiators: Adam Van de Water, Executive Director, and Bill White, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: F4 Transbay Partners LLC

Under negotiation: Price and terms of payment for easement

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 11:47 a.m.

15. Announcement of Closed Session.

Deborah Miller, TJPA Legal Counsel, announced that there was no action to report.

ADJOURN – Chair Gee adjourned the meeting at 11:48 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.

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.