



**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, July 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

Interim Executive Director  
Mark Zabaneh

Secretary  
Nila Gonzales

201 Mission St. #2100  
San Francisco, California 94105  
415-597-4620  
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9:30 – REGULAR MEETING

## ORDER OF BUSINESS

### 1. Call to Order

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

### 2. Roll Call

Present: Jeff Gee  
Ed Reiskin  
Mohammed Nuru  
Greg Harper

Absent: Jane Kim  
Bijan Sartipi

### 3. Communications

None.

### 4. Board of Director's New and Old Business

Chair Harper mentioned that the AC Transit Board received a presentation on the Metropolitan Transportation Commission's Core Capacity Transit Study and suggested the TJPA Board receive the presentation at a future meeting. The TJPA Board was amenable to receiving the presentation when appropriate.

Chair Harper suggested a standing Closed Session from 8:45am-9:30am be held prior to regular TJPA Board meeting times, as is the practice on the AC Transit Board. Board members did not object. Secretary Gonzales stated that a change in start time would be a revision to the Rules of Order which would be calendared for consideration.

### 5. Executive Director's Report

- Project Labor Agreement (PLA) Quarterly Update
- Monthly Investment Transaction Report

Interim Executive Director Zabaneh reported that Parcel F successfully closed escrow on June 22, 2016 for \$160 million to a joint venture of Urban Pacific Development, an affiliate of Hines, and Broad Street Principal Investments, an affiliate of Goldman Sachs. He stated the sale of Parcel F completes the funding for Phase 1 and the Goldman Sachs/Wells Fargo bridge loan was paid off concurrently with the close of Parcel F. He expressed gratitude for the support received from the TJPA Board, the Office of Community Investment and Infrastructure, the San Francisco Board of Supervisors, and other City officials that helped close the deal.

Interim Executive Director Zabaneh also provided an update on the Master Lessee procurement and continued outreach with Caltrain and the California High Speed Rail Authority regarding the proposed Passenger Facility Charges for Phase 2 funding. He also welcomed the 2016 Summer interns and invited them to introduce themselves.

Dennis Turchon, TJPA Senior Construction Manager, presented the PLA update.

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

## 6. Construction Update

Dennis Turchon, TJPA Senior Construction Manager, and Ron Alameida, Director of Design and Construction, presented the update.

Director Reiskin stated the need to get clarity as soon as possible from AC Transit on their requested bus deck reconfiguration to avoid unnecessary construction work. Mr. Alameida replied that the request came too late to avoid that issue but the team is working towards the best possible solution.

Director Gee suggested the September or October report show on the master schedule the status of the Master Lessee and when turnover to the Master Lessee will be ready.

## 7. Citizens Advisory Committee (CAC) Update

Secretary Gonzales announced that CAC Chair Agid was not present due to a scheduling conflict, however, CAC Vice Chair Post was present and stated there was nothing to report.

## 8. 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 stated he supported Chair Harper's suggestion to hold Closed Session first and urged Director Gee to have the Peninsula Corridor Joint Powers Board do the same.

Jim Patrick provided comments in support of Chair Harper's suggestion for the Metropolitan Transportation Commission to present the Core Capacity Transit Study to the TJPA Board.

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

## CONSENT CALENDAR

9. 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.

(9.1) Approving the Minutes of the June 9, 2016 meeting.

(9.2) Approving the Anticipated Disadvantaged Business Enterprise Participation Level for federal fiscal years 2016-17 through 2018-19 and an agency Small Business Enterprise goal.

### RESOLUTION 16-023

No public comment.

On motion to approve the Consent Calendar:

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

## REGULAR CALENDAR

10. Phase 2 Alternative Delivery Presentation.

George Tapas of URS/AECOM, Program Management team, presented the item.

Director Reiskin stated the importance of figuring out the delivery method for Phase 2 and commended staff for continuing to advance the work; however, he felt the presentation was too high level, too early, and too monolithic to be of a whole lot of value at this time. He suggested connecting with the local expertise in regards to the various delivery methods and receiving input from the Federal Transit Administration's Program Management Oversight Consultant.

Director Gee thanked staff for the report and stated future analysis should include organizational culture and a peer review. He believes the design-build method gives the opportunity for the greatest construction industry innovation. He indicated the importance of getting to 30% preliminary engineering, looking at phasing, and having a better understanding of funding to determine the best or best mix of delivery methods.

Vice Chair Nuru concurred with Directors Reiskin and Gee. He stated the presentation was informative and that design-build seems to be the likely option but it is a little early to make a delivery method decision. He also suggested a peer review be conducted for the Phase 2 delivery method and encouraged considering a Guaranteed Maximum Price.

Chair Harper agreed that P3 was not a good fit for Phase 2 and the focus must be on funding.

Interim Executive Director Zabaneh explained that the presentation was an information item to begin the discussion on how to eventually choose a delivery method for Phase 2.

11. Authorizing the Interim Executive Director to execute an agreement with the International Brotherhood of Teamsters, Local 853 governing off-haul trucking in Phase 2 of the Transbay Transit Center Project, an issue that was arbitrated pursuant to a side letter agreement to the Project Labor Agreement.

Dennis Turchon, TJPA Senior Construction Manager, Jon Holtzman, TJPA counsel with Renne Sloan Holtzman Sakai, and Stu Helfer of the Teamsters presented the item.

No public comment.

RESOLUTION 16-024

On motion to approve:

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

12. Presentation by the Peninsula Corridor Joint Powers Board on the Caltrain Modernization Program.

Casey Fromson, Peninsula Corridor Joint Powers Board, presented the item.

Public Comment:

Roland Lebrun commented that he did not think electrifying Caltrain was worthwhile until the Downtown Extension was done. He expressed concerns regarding costs, complying with the bond act, capacity issues, and the signaling system schedule and budget.

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

13. Call to Order

Chair Harper called the closed session to order at 11:45 a.m.

14. Roll Call

Present: Jeff Gee  
Ed Reiskin  
Mohammed Nuru  
Greg Harper

Absent: Jane Kim  
Bijan Sartipi

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

Property: Transbay Transit Center (generally located between Mission, Beale, Howard, and Second Street in San Francisco; Assessor's Block 3721, Lots 006 and 124; Assessor's Block 3720, Lots 010 and 011; Assessor's Block 3719, Lot 003)

Agency negotiator: Mark Zabaneh, Interim Executive Director; Shuprotim Bhaumik, HR&A Advisors, Inc.; Joan Story, Sheppard Mullin

Negotiating parties:

- Lincoln Property Company
- Millennium Partners
- Youngwoo & Associates

Under negotiation: Price and terms of payment for long-term master lease of Transbay Transit Center

16. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9: (1 potential case)

17. PUBLIC EMPLOYEE PERFORMANCE EVALUATION (Gov. Code section 54957)

Title: Interim Executive Director, Chief Financial Officer, and Board Secretary

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 1:00 p.m.

18. Announcement of Closed Session.

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

ADJOURN – Chair Harper adjourned the meeting at 1:05 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](http://www.sfethics.org).