



**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, January 12, 2017
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
Mark Zabaneh

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 9:35 a.m.

2. Roll Call

Present: Jeff Gee (*arrived during ED Report*)

Ed Reiskin

Bijan Sartipi

Mohammed Nuru

Greg Harper

Absent: Jane Kim

3. Communications

Per concurrence of the Board, Item 12 Election of Chair and Vice Chair was postponed to the next meeting.

Chair Harper provided comments of his participation on the Transportation Research Board.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Project Labor Agreement Quarterly Update

Executive Director Zabaneh reported that all remaining issues have been resolved in regards to the Transportation Infrastructure Finance and Innovation Act (TIFIA) loan and the City and County of San Francisco (City) Financing for the Phase 1 financing agreement with the City and the Metropolitan Transportation Commission (MTC) and, therefore, the Phase 1 City Financing is set to close in the afternoon on this date. Additionally, he reported that the first TIFIA disbursement was received on December 27, 2016 and future payments are expected on a monthly basis. He also provided an update on the work with the San Francisco County Transportation Authority (SFCTA) staff for the \$6.8 million allocation to advance Phase 2 and stated it would be considered at the January 24, 2017 SFCTA Board meeting. He also reported that he would be meeting with John Rahaim, Director of San Francisco Planning Department, at the end of January to discuss the development of an integrated schedule for Phase 2 and the

City's Railyard Alternatives and I-280 Boulevard (RAB) feasibility study in addition to providing an update on the progress of the TJPA Supplemental Environmental Impact Study/Environmental Impact Report (SEIS/EIR). Additionally, he stated that the SEIS/EIR review process has been underway and hopes it will be finished in 5-6 weeks. He announced that a project update presentation and tour would be provided to the California Transportation Commission (CTC) on January 17, 2017 and extended an invite to the TJPA Board members. He also stated that at the request of the Mayor's office and Office of Community Investment and Infrastructure (OCII), a brief overview of Caltrans lease agreements that are necessary to successfully operate Under Ramp Park as well as other planned City parks on Caltrans-owned parcels throughout the City would be included in the presentation. He also mentioned that he has a meeting scheduled in late January with Jeff Morales, California High Speed Rail Authority, to provide an update on the outcome of Item 11 on today's agenda and discuss next steps. Finally, he reported that trees for the Rooftop Park are scheduled to be delivered and installed next week.

6. Citizens Advisory Committee (CAC) Update

Bruce Agid, TJPA CAC Chair, reported that the CAC congratulated the team on their accomplishments in 2016. The CAC was pleased that the schedule is still at December 22, 2017 and the Estimate At Completion (EAC) has stayed consistent at \$13 million below the target max. They are also satisfied that the team is working to have bus operations begin as soon as possible after December 22, 2017 and that the retail plan will be addressed with the same urgency by the Master Lessee, once that contract is awarded. They were glad that the team would be meeting with Director Jeff Kositsky and Sam Dodge of the Department of Homelessness & Supportive Housing to prepare for the Transbay Transit Center opening with a proactive approach to address homelessness issues. Chair Agid expressed concerns that the meeting with the Planning Department had not yet occurred because of the time lost in putting together an integrated plan.

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 stated that the first trees being planted is good news which should be used as a public relations opportunity and the Mayor should be there putting the first roots in. He queried the Board members on whether any of their respective agencies were providing any marketing dollars to promote the Transit Center as a better asset for their riders. He questioned whether a new Muni bus link would be set up from the Caltrain station to the Transit Center. He suggested a budget be developed for the operational aspects of the terminal to be evaluated against what the Master Lessee is proposing.

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 December 8, 2016 meeting.

(8.2) Authorizing the Executive Director to execute Amendment No. 7 to Professional Services Agreement No. 12-04-SEIS-000 for Supplemental Environmental Impact Statement/ Environmental Impact Report Services with AECOM Technical Services to extend the term of the Agreement to November 26, 2017, to complete the final tasks in the scope with no additional compensation.

RESOLUTION 17-001

No public comment.

On motion to approve the Consent Calendar:

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

REGULAR CALENDAR

9. Authorizing the Executive Director to execute Amendment No. 5 to the Professional Services Agreement for retail counsel services with Sheppard, Mullin, Richter & Hampton to extend the term of the agreement through December 31, 2017, and increase the amount of compensation by \$60,000 to a total of \$280,000.

Executive Director Zabaneh and Chief Financial Officer (CFO) Sara DeBord presented the item.

No public comment.

RESOLUTION 17-002

On motion to approve:

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

10. Presentation of the Annual Program Status Report.

Executive Director Zabaneh introduced the item presented by Mark O'Dell of the Program Management team, CFO Sara DeBord, Legislative Affairs/Community Outreach Manager Scott

Boule, Senior Construction Manager Dennis Turchon and Director of Design & Construction Ron Alameida.

Director Reiskin expressed his appreciation of the report and acknowledged the work completed in 2016 and planned for 2017. He stated the importance of communicating now to stakeholders any cost impacts that would be incurred at the start of operations because most stakeholders are currently developing their 2017-2018 fiscal year budgets which would be impacted.

Director Gee complimented the report and acknowledged the thousands of workers involved in implementing this major multifaceted project.

Public Comment:

Roland Lebrun provided comments regarding the private sector being involved with the Downtown Extension (DTX) and provided suggestions on how to make it work.

11. Discussion and potential action regarding potential invitation to a public agency to join the Transbay Joint Powers Authority as a New Member.

Executive Director Zabaneh presented the item.

Public Comment:

Roland Lebrun stated he does not support Ben Tripousis of the California High Speed Rail Authority and requested the proposal be rejected.

RESOLUTION 17-003

On motion to approve:

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

12. Election of Chair and Vice Chair pursuant to the TJPA Joint Powers Agreement.

As noted earlier under item 3, Communications – this item was postponed to the next meeting.

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 11:10 a.m.

14. Roll Call

Present: Jeff Gee
Ed Reiskin
Bijan Sartipi
Mohammed Nuru
Greg Harper

Absent: Jane Kim

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, Executive Director; Shuprotim Bhaumik, HR&A Advisors, Inc.; Joan Story, Sheppard Mullin

Negotiating parties:

- Cushman & Wakefield
- Lincoln Property Company

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

16. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Paragraph (1) of subdivision (d) of Gov. Code Section 54956.9)

Name of case: John Eng, et al. vs. Millennium Partners I, Inc., et al., San Francisco County Superior Court, Case No. CGC-16-553574

and

Name of case: Laura S. Lehman, et al. vs. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC 16-553758

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 12:25 p.m.

18. Announcement of Closed Session.

Heather Minner, TJPA Counsel, announced that there was no action to report.

ADJOURN – Chair Harper adjourned the meeting at 12:30 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.