



**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, December 8, 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  
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 9:40 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

None.

### 5. Executive Director's Report

- Legislative Update
- Quarterly Financial Reports

Executive Director (ED) Zabaneh reported that he and Ron Alameida attended the AC Transit Board meeting on November 16, 2016 where Mr. Alameida presented an update on the construction of the Transbay Transit Center (TTC) and the Bus Storage Facility (BSF). During the presentation, AC Transit Board President Peoples suggested AC Transit may not be willing to begin bus operations at the TTC until the BSF is completed; however, with the TTC substantial completion scheduled for December 2017 and the BSF completion scheduled for mid-2018, due to the delays of coming to an agreement on the lease between AC Transit, Caltrans and TJPA which have now been resolved, TJPA does not want bus operations at the TTC to be delayed so the team will continue working with AC Transit management to resolve the issue.

ED Zabaneh also provided an update on the Phase 2 allocation which is anticipated for consideration in January by the San Francisco County Transportation Authority. He further reported that the Supplemental Environmental Impact Statement/ Environmental Impact Report is currently being reviewed by the Federal Transit Administration and, following their review, it will be shared with other stakeholders then presented to the Board. He also stated that on

November 17, 2016, the final preferred scenario for Plan Bay Area 2040 was adopted by the Metropolitan Transportation Commission and Association of Bay Area Governments Executive Board where Phase 2 has been identified as a high performing project and increases the region's commitment for Phase 2 from \$650 million to \$1 billion. He also announced the TJPA would be hosting the California Transportation Commission on January 17, 2017 for a project update and construction site tour and invited Board members to attend.

ED Zabaneh introduced Keith Hartwell and Chuck Baker, Chambers, Conlon & Hartwell, who presented the federal legislative update and Niccolo DeLuca, Townsend Public Affairs, who presented the state legislative update.

Sara DeBord, TJPA Chief Financial Officer (CFO), provided the Quarterly Financial Reports.

## 6. Construction Update

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

Director Reiskin stated that reaching substantial completion on the bus deck is a significant milestone that should be recognized.

## 7. Citizens Advisory Committee (CAC) Update

Bruce Agid, TJPA CAC Chair, stated it would be helpful to see a presentation of TJPA's Phase 2 and the San Francisco Planning Department's Railyard Alternatives and I-280 Boulevard (RAB) Feasibility study showing how the roadmaps may integrate. He also expressed support for the \$6.8 million allocation request with the San Francisco County Transportation Authority to finalize the 30% design of the current alignment for Phase 2 to firm up the estimate. He also provided comments regarding the importance of minimal delays for the rail connection to the TTC because California High Speed Rail is planning to have service to 4<sup>th</sup> and Townsend by 2026 and the associated impacts that would come from operating out of 4<sup>th</sup> and Townsend.

Director Reiskin concurred regarding the 4<sup>th</sup> and King/Townsend station not being able to meet the demand and stated the purpose of Phase 2 is to get the people to where they want to be which is the TTC. He stated that the study of alternatives needs to be advanced and accelerated so that it can be compared to the current alignment and he agreed for the need of an integrated roadmap.

Chair Harper indicated it was important to be more actively involved in the RAB study.

Chair Harper, Vice Chair Nuru and Director Reiskin discussed the role to have in regards to the RAB study.

ED Zabaneh stated he would meet with John Rahaim, Director of San Francisco Planning Department, regarding integrating the studies and report back to the Board.

## 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.

Jim Patrick expressed his support for the integration of the planning effort between TJPA and SF Planning. He also provided comments regarding SamTrans running direct buses in competition with private buses and inquired if the TJPA was planning for it. Additionally, he proposed the Master Lessee candidates be challenged to activate the rail level of the Transbay Transit Center and suggested an ice rink or soccer fields as options.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE 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 November 10, 2016 meeting.

(9.2) Approving minor changes to Board Policy No. 009, Investment Policy, and Board Policy No. 017, Debt Management Policy.

RESOLUTION 16-034

No public comment.

On motion to approve the Consent Calendar:

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

### REGULAR CALENDAR

10. Presentation of the audited Financial Report for the fiscal year ended June 30, 2016 and the Report to the Board of Directors.

Sara DeBord, TJPA CFO, introduced Nathan Edelman of Vavrinek, Trine, Day & Company who presented the item. Mr. Edelman reported that the results of the audit indicate an unmodified opinion which means it was a clean audit.

11. Presentation of Under Ramp Park by the Office of Community Investment and Infrastructure.

Shane Hart, Office of Community Investment and Infrastructure, presented the item.

Vice Chair Nuru stated the design needs to be revisited due to changes in the neighborhood since Under Ramp Park was originally designed several years ago. Mr. Hart agreed and stated he would report back to Board.

Director Gee stated the importance of making sure there is clarity on who is responsible for what in regards to operations and maintenance of the park as well as security since TJPA is responsible for different pieces of the project. ED Zabaneh replied that the Community Benefit District would be responsible for management of Under Ramp Park including its security and operations and maintenance.

12. Approving the TJPA's Title VI program for the triennial period of April 1, 2017 to March 31, 2020 for the Transbay Transit Center Program.

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

No public comment.

RESOLUTION 16-035

On motion to approve:

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

13. Authorizing the Executive Director to execute a Professional Services Agreement for Legal Services with Jones Day for a five year term with an option to extend for up to three years and initial compensation of \$500,000 to provide litigation support services in *Lehman, et al. v. Transbay Joint Powers Authority, et al.*, San Francisco County Superior Court case No. CGC-16-553574, *Eng et al. v. Millennium Partners I, Inc. et al.* (case No. CGC-16-553574), and other actions that may be filed against the TJPA arising from the movement of 301 Mission Street.

Andrew Schwartz, TJPA counsel, presented the item.

Public comment:

Jim Patrick indicated he felt the costs should be covered by the insurance policy and stated clarity was needed on the compensation of \$500,000.

RESOLUTION 16-036

On motion to approve:

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

## 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

#### 14. Call to Order

Chair Harper called the closed session to order at 11:15 a.m.

#### 15. Roll Call

Present: Jeff Gee

Ed Reiskin

Mohammed Nuru

Greg Harper

Absent: Jane Kim

Bijan Sartipi

#### 16. 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
- Youngwoo & Associates

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

#### 17. 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

18. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

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

19. PUBLIC EMPLOYEE APPOINTMENT (Gov. Code section 54957)

Titles: Phase 2 Executive Director; Legal Counsel

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 12:35 p.m.

20. Announcement of Closed Session.

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

ADJOURN – Chair Harper adjourned the meeting at 12:40 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).