



**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, July 12, 2018  
1 Dr. Carlton B. Goodlett Place, Room 416  
San Francisco, CA

**REGULAR MEETING**  
9:30 a.m.

**BOARD OF DIRECTORS**

Mohammed Nuru, Chair  
Jeff Gee, Vice Chair  
James Davis  
Greg Harper  
Jane Kim  
Boris Lipkin  
Edward Reiskin  
Nadia Sesay

Executive Director  
Mark Zabaneh

Secretary  
Nila Gonzales

201 Mission St. #2100  
San Francisco, California 94105  
415-597-4620  
415-597-4615 fax

9:30 – REGULAR MEETING

## ORDER OF BUSINESS

### 1. Call to Order

Chair Nuru called the meeting to order at 9:33 a.m.

### 2. Roll Call

Secretary Gonzales announced that Boris Lipkin, joined the Board as the California High Speed Rail Authority representative; Director Reiskin had a scheduling conflict and was unable to attend; and, Director Kim was absent but her alternate, Tilly Chang was present.

Present: Tilly Chang  
James Davis  
Greg Harper  
Boris Lipkin  
Nadia Sesay  
Jeff Gee  
Mohammed Nuru

Absent: Jane Kim  
Ed Reiskin

### 3. Communications

Secretary Gonzales announced that Item 17, the Parsons Transportation Group extension, was being postponed to a future meeting.

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

None.

### 5. Executive Director's Report

- Quarterly Project Labor Agreement (PLA) Report
- Retail Leasing Update
- Grand Opening Update

Executive Director Zabaneh reported that he visited the State Capital on June 19, 2018 to thank the San Francisco delegation for their continued support of the Transbay Program and their efforts towards the passage of Regional Measure 3 (RM3). Additionally, he took the opportunity to brief them on the status of the Program including the need for Senate Bill 1 (SB1) and Transit and Intercity Rail Capital Program (TIRCP) funding for Phase 2/Downtown Rail Extension (DTX). He further reported on the status of the Supplemental Environmental Document for

Phase 2, and stated the Federal Transit Administration (FTA) provided their comments on the Draft Final Supplemental Environmental Impact Report/Environmental Impact Statement (SEIR/EIS) which included a request to incorporate the results of the recently completed tunnel options study in the environmental document, as the final SEIR/EIS was submitted to FTA for their approval before the study was contemplated. TJPA plans to resubmit the environmental document back to FTA with their comments addressed in the next few weeks and hopes to bring it to the TJPA Board in September. He also reported that the TJPA is in the process of securing funding from the San Francisco County Transportation Authority (SFCTA) and Metropolitan Transportation Commission (MTC) to fund the 30% design completion of Phase 2. On July 10, 2018, the SFCTA Board approved an allocation in the amount of \$9.7M, which covers a portion of the cost needed to complete the 30% design and associated studies, for the DTX and the allocation is expected to be ratified by the SFCTA Board at their July 24, 2018 meeting. The remaining funding to complete the 30% design will be requested from MTC early next year when RM3 funds become available.

Dennis Turchon, Senior Construction Manager, presented the PLA Report.

Christine Falvey, Director of Communications, presented the Grand Opening Update.

Executive Director Zabaneh expressed the TJPA's excitement to be in its tenth year of providing Summer internships and he invited the interns to introduce themselves to the Board.

## 6. Construction Update

Dennis Turchon, Senior Construction Manager, and Ron Alameida, Director of Design and Construction for the Transit Center, presented the item.

## 7. Facility Readiness Update

Martha Velez, Facility Manager, and Sidonie Sansom, Chief Security Officer, presented the item.

## 8. Citizens Advisory Committee (CAC) Update

Bruce Agid, CAC Chair, stated good progress has been made regarding the neighborhood quality of life issues meetings and it appears they have the information needed to establish a baseline. The CAC was pleased to hear the SFCTA approved the request for the \$9.7M for DTX and supports its ratification. The CAC expressed excitement about the Grand Opening plans and provided feedback to incorporate some visual component to highlight trains coming in the future. He mentioned the informal ribbon cutting he participated in for the opening of the Bus Plaza on June 16, 2018. The CAC complimented the Office of Community Investment and Infrastructure for their presentation on Under Ramp Park. The CAC appreciated the comprehensive update on Phase 2 and provided feedback stating, although they agree to move forward with the approval of the SEIS/EIR, they think the Pennsylvania Alignment Extension should move forward once approved by Mayor Breed and the Board of Supervisors as quickly as possible and be merged

together into a single project plan. Regarding the Construction update, the CAC was pleased with the budget holding, milestones met, and the overall all-hands-on-deck approach to accomplish the final milestones. The CAC was satisfied with the overall progress of the Retail Leasing and Facility Readiness updates.

## 9. 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 provided comments regarding correspondence he sent to the Board which was prompted by what happened at the SFCTA CAC. He stated the 7<sup>th</sup> street alignment was not looked at because a single bore was proposed which would not work but if twin bores were considered then it would work and the last thing that needs to be resolved is whether three tracks are needed into the Transbay center which he does not believe are necessary.

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

### CONSENT CALENDAR

10. 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.

(10.1) Approving the Minutes of the June 14, 2018 meeting.

(10.2) Authorizing the Executive Director to execute a Professional Services Agreement with Wireless Voice & Data, Inc. for two-way radio system services for the Transbay Program for an amount not to exceed of \$165,078.86 and a three-year term, with an option to extend the term for one additional two-year term.

#### RESOLUTION 18-027

(10.3) Authorizing the Executive Director to amend the professional services agreement for financial consulting services with Sperry Capital, to increase the Agreement by \$520,000 and extend the term through November 2019.

#### RESOLUTION 18-028

No public comment.

On motion to approve the Consent Calendar:

**ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru**

## REGULAR CALENDAR

*Secretary Gonzales called Items 11-14 together, per concurrence of the Chair.*

11. Authorizing the Executive Director to complete negotiations and execute a lease agreement with ER Partners, LP (d/b/a Eddie Rickenbacker's) for about 2,500 square feet of commercial/retail space on the ground level of the new transit center (space number 103 and a portion of space number 100) for a 15 year term.

Erika Elliott of Colliers, Asset Management team, presented the item.

RESOLUTION 18-029

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru

12. Authorizing the Executive Director to complete negotiations and execute a lease agreement with OnSite Dental for about 3,475 square feet of commercial/retail space on the second level of the new transit center (space numbers 216, 218, and 220) for a 10 year term.

Erika Elliott of Colliers, Asset Management team, presented the item.

RESOLUTION 18-030

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru

13. Authorizing the Executive Director to complete negotiations and execute a lease agreement with Philz Coffee for about 2,157 square feet of commercial/retail space on the ground level of the new transit center (space number 100) for a 10 year term.

Erika Elliott of Colliers, Asset Management team, presented the item.

RESOLUTION 18-031

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru

14. Authorizing the Executive Director to complete negotiations and execute a lease agreement with Transbay Fitness, Inc. (d/b/a Fitness SF Transbay) for about 34,508 square feet of commercial/retail space on the second level of the new transit center (space numbers 208 and 212) for a 15 year term.

Erika Elliott of Colliers, Asset Management team, presented the item.

RESOLUTION 18-032

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru

Public Comment (Items 11-14):

Jim Patrick provided comments regarding the structure of the standard retail lease and how he thought it differed. He also stated that he believes the gross sales section of the lease is a problem and suggested deleting it.

15. Presentation of the status, schedule, cost estimate, and funding plan for Phase 2 of the Transbay Program.

Executive Director Zabaneh presented the item.

Vice Chair Gee appreciated the presentation and stated he is looking forward to it being presented to the Peninsula Corridor Joint Powers Board. He further stated having clarity on the Pennsylvania Avenue Extension to DTX is helpful and funding will be a collaborative effort.

Director Sesay stated the presentation was helpful and well timed with the completion of Phase 1 and start of Phase 2. She wants to be engaged as much as possible in the financing strategy and solutions for Phase 2 but clarified that, for purposes of the next phase of work and the approvals that will come later, the TJPA should have sufficient funds in hand, at least committed and not subject to additional approvals elsewhere. She further stated that she expects the team to take lessons learned from Phase 1 and collaborate with funding partners throughout the process.

Chair Nuru thanked Executive Director Zabaneh for the presentation and advised to share it with regional partners and ensure collaboration is occurring on funding needs.

Public Comment:

Roland Lebrun provided comments regarding vent structures and concerns with \$550M that he thinks will be decided in a lawsuit.

16. Authorizing the Executive Director to execute an amendment to Agreement 13-02-PMPC-000 with URS Corporation to extend the term of the Agreement to December 31, 2019, to provide Program Management/Program Controls support to close out Phase 1 and to complete preliminary engineering and related work for Phase 2 for an amount not to exceed \$5.77 million.

Skip Sowko, TJPA Senior Design & Engineering Manager, presented the item.

Director Harper expressed concerns with the BART pedestrian connector and does not think it is needed. Mr. Sowko replied that communications with BART have been underway and MTC has conditioned funding identified in RM3 specifically for the BART pedestrian connector. Director Lipkin stated the BART pedestrian connector would benefit Caltrain and High-Speed Rail passengers.

Public Comment:

Roland Lebrun said to rethink the location of the Townsend station to relocate it to 7<sup>th</sup> Street to connect both sides of mission creek and start engineering a future BART station to be under high-speed rail which would be a better use of money instead of the BART pedestrian connector.

## RESOLUTION 18-033

On motion to approve:

ADOPTED: AYES – Chang, Lipkin, Sesay, Gee and Nuru  
NOES – Harper

17. Authorizing the Executive Director to execute Amendment No. 04 to Agreement 03-02-DTX ENGR-002, Engineering Design Services for Caltrain Downtown Extension Project Term 3 (2011-2019), with Parsons Transportation Group to extend the term of the Term 3 Agreement by two years (2019–2021) and increase the contract amount by \$15.5 million, for a total contract amount of \$22.3 million.

Secretary Gonzales stated that, as announced earlier under Item 3 - Communications, Item 17 has been postponed to a future meeting.

18. Approving a Resolution of Appreciation for Michael Theriault, San Francisco Building and Construction Trades Council and TJPA Project Labor Agreement Joint Administrative Committee member.

Executive Director Zabaneh and Chair Nuru thanked Mr. Theriault for his contributions to the Transbay Program.

No public comment.

## RESOLUTION 18-034

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru

19. Approving a Resolution of Appreciation for TJPA Chief Financial Officer Sara DeBord.

Executive Director Zabaneh commended CFO DeBord for her many accomplishments in advancing the Transbay Program.

Director Sesay articulated that she has worked with CFO DeBord for years but, recently, much more closely on the City financing and the departure of CFO DeBord is a big loss for the TJPA as well as the City.

Director Chang echoed the TJPA Board members' appreciation for CFO DeBord and expressed gratitude on behalf of the SFCTA.

Chair Nuru thanked CFO DeBord for all she has done for the Transbay Program and wished her all the best as she embarks on her next chapter.

Vice Chair Gee acknowledged CFO DeBord for her many years of dedication and her leadership in addressing finance issues throughout the project.

No public comment.

RESOLUTION 18-035

On motion to approve:

ADOPTED: AYES – Chang, Harper, Lipkin, Sesay, Gee and Nuru

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

20. Call to Order

Chair Nuru called the Closed Session to order at 11:45 a.m.

21. Roll Call

Present: Tilly Chang  
James Davis  
Greg Harper  
Boris Lipkin  
Nadia Sesay  
Jeff Gee  
Mohammed Nuru

Absent: Jane Kim  
Ed Reiskin

22. CONFERENCE WITH LEGAL COUNSEL -- EXISTING LITIGATION (Paragraph (1) of subdivision (d) of Gov. Code section 54956.9(a))

Name of case: *Skanska USA Civil West California District, Inc. v. Webcor Builders/Obayashi Corp., A Joint Venture, et al.*, San Francisco County Superior Court case no. CGC-18-566431

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 12:05 p.m.

23. Announcement of Closed Session.

Secretary Gonzales announced that there was nothing to report.

ADJOURN – Chair Nuru adjourned the meeting at 12:10 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).