

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, December 11, 2025

1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Jeff Gee, Chair
Rafael Mandelman, Vice Chair
Chris Andrichak
Julie Kirschbaum
Charley Lavery
Eileen Mariano
Mark Tollefson
David Ambuehl (*ex-officio*)

Executive Director
Adam Van de Water

Secretary
Nila Gonzales

TJPA Office
425 Mission Street, Suite 250
San Francisco, California 94105
415-597-4620

9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

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

2. Roll Call

Secretary Gonzales welcomed Mark Tollefson, representing the California High-Speed Rail Authority, and noted that Alternate Director Chang was sitting in for Vice Chair Mandelman.

Present: Chris Andrichak

Tilly Chang

Julie Kirschbaum (*arrived during Item 5*)

Charles Lavery

Eileen Mariano

Mark Tollefson

Jeff Gee

Absent: David Ambuehl

Rafael Mandelman

3. Communications

Secretary Gonzales provided instructions on the Public Call-in/Comment process and noted the January 8 and February 12, 2026 meetings would be cancelled and a special meeting would be held on January 22, 2026.

4. Board of Director's New and Old Business

None.

5. Executive Director's Report

- Quarterly Financial Reports
- Security Quarterly Update
- Facility Operations Update

Executive Director (ED) Van de Water presented the ED Report.

Chief Financial Officer (CFO) Shima Mirzaei provided the Quarterly Financial Reports.

Rodney Harris, Chief Security Officer, presented the Security Quarterly Update.

R.E. Walsh, Facility Director, presented the Facility Operations Update.

Public Comment:

Irania De La Mora inquired on the timing for the next Request For Qualifications for Park programming. She shared that she has been developing a proposal and was previously informed that proposal submissions would open in the Fall. She inquired whether TJPA is currently accepting new programming proposals or utilizing returning partners from the previous year, noted her interest in applying for musician programming and indicated that her proposal is nearly complete, pending confirmation of the submission process.

6. Citizens Advisory Committee (CAC) Update

Brian Larkin, CAC Chair, presented the update.

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.

None.

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 October 17, 2025 meeting.

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

RESOLUTION 25-042

(8.3) Authorizing the Executive Director to execute Amendment No. 1 to the Professional Services Agreement with Sperry Capital, Inc. for financial advisory services exercising an option to extend the term for two additional years to January 18, 2028; increase the total compensation by the pre-negotiated amount of \$362,500 for a revised not to exceed amount of \$1,437,500; update Appendix B – Fee with the current classifications and remove Swap Financial Group as a subcontractor; and replace Appendix D – USDOT Requirements for Agreements with the TJPA with the most up-to-date federal requirements.

RESOLUTION 25-043

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Andrichak, Chang, Kirschbaum, Lavery, Mariano and Gee
ABSTAIN – Tollefson

REGULAR CALENDAR

9. Presentation of the audited Annual Financial Report of the Transbay Joint Powers Authority for the fiscal year ended June 30, 2025.

Michelle Walter of Baker Tilly US, LLP presented the item.

10. Approving the basis of contracting authority for the Civil and Tunnel Progressive Design-Build (40-CT) contract package prior to release of the Request for Proposals.

ED Van de Water presented the item.

No public comment.

RESOLUTION 25-044

On motion to approve:

ADOPTED: AYES – Andrichak, Chang, Kirschbaum, Lavery, Mariano, Tollefson and Gee

11. The Portal Update.

Alfonso Rodriguez, The Portal Project Director, presented the item.

Director Kirchbaum expressed support for appropriate pricing risks that cannot be fully mitigated and thanked staff for clearly presenting those considerations. Director Chang asked for further context on the capital funding task, noting that this next period, from Winter through Spring will be an important strategic planning window, including potential advocacy at the state and local levels. ED Van de Water replied that capital funding remains the top priority, both to secure the full match necessary to begin Full Funding Grant Agreement negotiations with the Federal Transit Administration and to support cash flow for pre-construction work that reduces schedule risk. He also noted that the agency continues to coordinate with partners and anticipates deeper engagement at the State level through 2026 to identify remaining funding. He added that the goal is to onboard the 40-CT contractor within a year, advance design in 2027 or 2028 and fully prepare for the heavy civil tunneling phase once funding is secured.

Director Tollefson inquired on the right-of-way acquisition and early utility coordination. Mr. Rodriguez explained that utility relocation remains a high-risk item and is being coordinated through a technical advisory committee with agencies having jurisdiction. Utility design is paused at 90% until award of the new General Engineering Consultant contract, expected in the

Spring. Mr. Rodriguez further explained that the right-of-way is divided into four tranches. The first tranche includes five full-take parcels of which one appraisal has been completed, and all properties have been notified in accordance with federal requirements.

Chair Gee asked if formal notices to proceed would be issued for each of the two project phases. Mr. Rodriguez confirmed that there will be separate notices, clarifying that Board authority will be sought for the first phase award, while the cost of the second phase will be determined during negotiations in phase one, though estimates currently exist. Chair Gee emphasized the importance of the “red light, yellow light, green light” process to ensure clear decision points for both the Board and the public, allowing the project to continue, pause, or adjust as needed.

No public comment.

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 listed for discussion in Closed Session.

CLOSED SESSION

12. Call to Order

Chair Gee called the Closed Session to order at 10:30 a.m.

13. Roll Call

Present: Chris Andrichak
Tilly Chang
Julie Kirschbaum
Charles Lavery
Eileen Mariano
Mark Tollefson
Jeff Gee

Absent: David Ambuehl
Rafael Mandelman

14. PUBLIC EMPLOYEE PERFORMANCE EVALUATION

Pursuant to Government Code Section 54957(b), the TJPA Board of Directors will meet in closed session to discuss the process for routine evaluation of public employee:

Title: Executive Director

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 11:30 a.m.

15. Announcement of Closed Session.

Secretary Gonzales announced that there was nothing to report.

ADJOURN – Chair Gee adjourned the meeting at 11:32 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.

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) 252-3112 and web site: www.sfethics.org.