



SCOTT HAGGERTY, CHAIR
Alameda County

BAY AREA TOLL AUTHORITY (BATA)
OVERSIGHT COMMITTEE

July 8, 2009

MINUTES

ADRIENNE J. TISSIER, VICE CHAIR
San Mateo County

TOM AZUMBRADO
*U.S. Department of Housing
and Urban Development*

Attendance

BATA Oversight Committee Chair Bill Dodd, convened the meeting at 9:40 a.m. In addition to Chair Dodd, the following Committee members were in attendance:

TOM BATES
Cities of Alameda County

Tom Bates, Federal Glover, Steve Kinsey, and Vice Chair Chris Daly, other Commissioners in attendance: Dean Chu, Dorene Giacomini, Scott Haggerty, Ann Halsted, Sue Lempert, Jake Mackenzie, Jon Rubin, Adrienne Tissier, Amy Rein Worth and Ken Yeager.

DEAN J. CHU
Cities of Santa Clara County

DAVE CORTESE
Association of Bay Area Governments

CHRIS DALY
City and County of San Francisco

Consent Calendar

Five (5) items were unanimously approved on the Consent Calendar.

BILL DODD
Napa County and Cities

Minutes of the June 10, 2009 meeting

Meeting minutes of the June 10, 2009 were approved.

DORENE M. GIACOPINI
U.S. Department of Transportation

FEDERAL D. GLOVER
Contra Costa County

BATA Financial Statements – May 2009

The Committee received the May 2009 BATA Financial Statements.

ANNE W. HALSTED
*San Francisco Bay Conservation
and Development Commission*

Contracts – FasTrak[®] Rental Car Tolling Service

The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into contracts with Highway Toll Administration, LLC and Rent-a-Toll, LTD, to provide automated tolling of rental vehicles.

STEVE KINSEY
Marin County and Cities

SUE LEMPERT
Cities of San Mateo County

Change Order – FasTrak[®] Regional Customer Service Center

The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and issue a change order with ACS State and Local Solutions, Inc. in an amount not to exceed \$2,573,143 to operate and maintain the FasTrak[®] Regional Customer Service Center.

JON RUBIN
San Francisco Mayor's Appointee

BIJAN SARTIPI
*State Business, Transportation
and Housing Agency*

JAMES P. SPERING
Solano County and Cities

Contract Amendment – On Call Project Design and Construction Management Services for Construction Management and Express Lanes Network Design Services

The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract amendment with PB Americas in an amount not to exceed \$900,000 to provide support services for the San Francisco-Oakland Bay Bridge Open Road Tolling Gantry installation at SFOBB and project design for the Regional Express Lanes Network.

AMY REIN WORTH
Cities of Contra Costa County

KEN YEAGER
Santa Clara County

STEVE HEMINGER
Executive Director

ANDREW B. FREMIER
Deputy Executive Director

Supplemental Indenture and Issuance of up to \$1.3 Billion in New BATA Bonds – Resolution No. 89

Mr. Brian Mayhew, BATA Chief Financial Officer, requested the Committee to refer BATA Resolution No. 89, to the Authority for approval. The Resolution authorizes the issuance of up to \$1.3 billion in new money bridge toll project financing bonds, as well as the possible use of a subordinate lien credit structure. Pursuant to Resolution No. 89, the interest rate cap for tax-exempt bonds will be 6.50 percent and the financing will need to be completed by December 31, 2009. Resolution 89 also modifies part of Resolution 85 approved in April 2009 and authorizes the termination of the Ambac interest rate swaps and the refunding of BATA's variable rate bonds. Refunding variable rate bonds will fix a majority of BATA's borrowing costs and eliminate its exposure to Ambac as a swap counterparty, which will in turn strengthen the Authority's financial structure and bolster its credit ratings.

The Committee unanimously approved referring BATA Resolution No. 89 to the Authority for approval.

Closed Session

Committee met in closed session

Open Session:

Mr Francis Chin reported that the Committee met in closed session but there was no action taken and therefore nothing to report.

Yerba Buena Island Detour Toll Seismic Allocation of \$50.6 million in Seismic Retrofit Program funds to the San Francisco-Oakland Bay Bridge East Span Seismic Safety Replacement Project – Yerba Buena Island Detour Contract – BATA Resolution No. 86, Revised

Mr. Peter Lee, BATA staff, requested the Committee to refer to the Authority BATA Resolution No. 86, Revised, which to approves an additional fund allocation of \$50.6 million in Toll Bridge Seismic Retrofit Funds to the Yerba Buena Island Detour Contract of the San Francisco-Oakland Bay Bridge East Span Replacement Project. The added funding will cover higher than estimated costs for the roll-out/roll-in operation planned for Labor Day 2009, including contingency funds to respond to any unanticipated problems that may occur prior to or during the Labor Day Weekend. The Toll Bridge Program Oversight Committee has reviewed and supports the added funding for the project.

The Committee unanimously approved referring BATA Resolution No. 86, Revised to the Authority for approval.

Investment Banking Selection

Mr. Brian Mayhew, BATA Chief Financial Officer, stated that 18 firms responded to and met the minimum qualifications to a solicitation BATA distributed to participate in BATA's banking pool. Based on a review of the proposals submitted, a total of 13 firms were interviewed by a panel made up of BATA finance staff, Orrick Herrington and Public Financial Management. The panel recommends a pool of 7 senior bankers and 6 co-managing bankers.

The senior bankers are responsible for the planning and execution of each financing from developing the financing model to credit and investor presentations, including pricing. The co-managing bankers help prepare the transaction for sale, as well as the ultimate pricing and sale of the bonds. The co-managers are very important to the marketing and pricing success of fixed rate bonds while providing a bench for future senior banking pools. In addition, we have created a list of banks to comprise a selling syndicate. These banks are also valuable in a fixed rate transaction in that they help create the widest possible retail distribution.

Commissioner Chu recused himself from the discussion and approval of the item. The Committee unanimously approved the staff recommendation.

Contracts – New Advanced Toll Collection and Accounting System (ATCAS II), Gateway Park Area Project Study Report, and FasTrak[®] Strategic Plan 2009 Update Implementation

Mr. Rod McMillan, BATA staff, presented to the Committee three contracts for approval:

- The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract with Transcore, LP in an amount not to exceed \$38,957,812 to replace the toll collection system on the state-owned bridges.
- The Committee unanimously approved authorizing the Executive Director or his designee to enter into a contract with Perkins & Will in an amount not to exceed \$950,000 to prepare a project study report for the Gateway Park Area located in the vicinity of the San Francisco-Oakland Bay Bridge toll plaza.
- The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into contracts with 1) Coral Construction Company in an amount not to exceed \$393,162 to fabricate and overhead gantry sign structure; and 2) OC Jones and Sons, Inc in an amount not to exceed \$2,083,288 to demolish the mini-toll plaza, install gantry structure, restripe toll lanes for the Open Road Toll system at lanes 18, 20 and 21 at the San Francisco-Oakland Bay Bridge.

In response to a question from Commissioner Kinsey regarding the proposed Project Study Report (PSR) for the Gateway Park Area, staff stated that the PSR would be funded by toll funds programmed in the Rehabilitation Program and by funds contributed by BCDC. However, fund sources to implement improvements in the Gateway Park Area would need to be determined, but could include additional toll funds, especially related to aspects of the project are related to gaining access to the bridge.

RM 1 and SRP Monthly Progress Report

Mr. Peter Lee, BATA staff, provided an overview of the Toll Bridge Program Monthly Progress Report to the Committee.

Other Business/Public Comment/Next Meeting/Adjournment

There being no further business or public comment, the meeting was adjourned at 11:10 a.m.