



**BAY AREA TOLL AUTHORITY (BATA)
 OVERSIGHT COMMITTEE**
 February 12, 2014
 MINUTES

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Santra Clara County

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Cities of San Mateo County

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Napa County and Cities

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U.S. Department of Transportation

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*San Francisco Bay Conservation
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Association of Bay Area Governments

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Oakland Mayor's Appointee

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*State Business, Transportation
 and Housing Agency*

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Solano County and Cities

ADRIENNE J. TISSIER
San Mateo County

SCOTT WIENER
San Francisco Mayor's Appointee

STEVE HEMINGER
Executive Director

ANDREW B. FREMIER
Deputy Executive Director

Attendance

Chair Bill Dodd convened the meeting at 9:32 a.m. In addition to Chair Dodd, the following Committee members were in attendance: Vice Chair Tom Bates, David Campos, Federal Glover, Joe Pirzynski, Jean Quan, Bijan Sartipi, Adrienne Tissier, and Scott Wiener.

Also present were Ex-Officio voting members BATA Chair Amy Rein Worth and BATA Vice Chair Dave Cortese.

Other BATA Commissioners in attendance as ad hoc non-voting members: Dorene Giacopini, Scott Haggerty, Anne Halsted, Mark Luce, and Jim Spering.

Consent Calendar

Upon the motion of Commissioner Bates and the second of Commissioner Glover, the Committee unanimously approved the following consent items:

- Minutes of the January 8, 2014 meeting
- BATA Financial Statements – December 2013

Underwriting Pool – Investment Banking Services

Brian Mayhew, BATA Chief Financial Officer, presented the Investment Banking Services item to the Committee requesting approval of a pool of investment banking firms. Brian Mayhew went on to explain that BATA has expanded beyond the existing Seismic, RM 2, and Rehabilitation projects, and the banking team would need to meet a different level of financial challenges with new projects such as Express Lanes and the Transit Core Capacity Challenge Grant Program.

Commissioner Quan asked if BATA could require banks to invest in the local community. Mr. Mayhew responded that the firms are required to have a local presence and are subject to the Community Reinvestment Act.

Commissioner Bates requested that BATA not invest in firms that invest and foster use of fossil fuel. Mr. Mayhew replied that the focus of this pool was for underwriting services, not investing, but that was something that could possibly be looked into.

Upon the motion of Commissioner Glover and the second of Commissioner Tissier the Committee unanimously approved the Underwriting Pool, consisting of: Bank of America, Barclays, Citigroup, Goldman Sachs, J.P. Morgan, Morgan Stanley, Wells Fargo, Branford Shank & Co., Fidelity Investments, Loop Capital, Ramirez & Co., Royal Bank of Canada (RBC), Stifel Nicolaus, U.S. Bancorp, Cabrera Capital Market, First Southwest, Mesirow Financial, and William Blair.

Contract – Bond counsel and Public Finance counsel: Orrick, Herrington & Sutcliffe LLP

Adrienne Weil, BATA General Counsel, presented this item and requested that the Committee authorize the Executive Director or his designee to negotiate and enter into a contract with Orrick, Herrington & Sutcliffe LLP for financial legal services.

Commissioner Quan asked why the amount had doubled from \$100,000 per fiscal year to \$200,000 per fiscal year. Ms. Weil answered that in the past few years, Orrick has been handling more and more projects in its role as public finance counsel and the concurrence budget will allow BATA to use their services, if required.

Upon the motion of Commissioner Pirzynski and the second of Commissioner Tissier, the Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract with Orrick, Herrington and Sutcliffe LLP to provide legal services as Bond Counsel and Public, Finance Counsel and directed the Chief Financial Officer to set aside funds for such contract.

4th Quarter 2013 Project Progress and Financial Update Report for the Toll Bridge Seismic Retrofit Program

Andrew Fremier, BATA Deputy Executive Director updated the Committee on the most recent news regarding water leaking into the steel box girders of the San Francisco-Oakland Bay Bridge Eastern Span. Mr. Fremier noted that while the new span was opened to traffic, work has not yet been completed on the project and punchlist work is on-going. Mr. Fremier stated that he had walked the span to review the issue of water leaking into the steel box girders and observed water in various isolated locations in the boxes and believed that water is entering consistent with a specific construction detail that connects the steel barriers to the steel boxes. He did not observe any corrosion, however Mr. Fremier noted that, the boxes were not intended to be water tight, and were designed to include drain holes. Overall, he felt that leaks were a punchlist item that should be addressed prior to final acceptance of the bridge.

Peter Lee, BATA staff, presented an update on current progress on the main cantilever dismantling contract.

Steve Heminger, BATA Executive Director, reported on the testimony he made to the Senate Transportation Committee in January 2014 concerning the new Eastern Span of the San Francisco-Oakland Bay Bridge. Mr. Heminger noted that since the inception of the Toll Bridge Program Oversight Committee in 2005 the project has been held to its established budget and schedule.

Mr. Heminger also noted that the Toll Bridge Program Oversight Committee still has significant challenges to overcome, including issues with welding and bolts. He added that Caltrans failure to communicate remains a concern, citing the issue with water in the boxes as an example.

Mr. Heminger stated that the bridge is safe and that the best decision made was opening the bridge on Labor Day.

Other Business/Public Comment/Next Meeting/Adjournment

Public comment was given by David Schonbrunn with TRANSDEF. Mr. Schonbrunn commented that he could not find information on work taking place near on the Richmond/San Rafael bridge toll plaza, which appears to add a third lane in the Eastbound direction.

Ken Bukowski also gave public comment and said that he is videotaping the meetings and uploading them to Youtube where they can be viewed by any member of the public.

There being no further business or public comment, the meeting was adjourned at 10:47 a.m.

The next BATA Oversight Committee meeting is scheduled for Wednesday, March 5, 2014 at 101 8th Street, 1st Floor, Lawrence D. Dahms Auditorium, Oakland, CA.