



Bay Area Metro Center  
375 Beale Street  
San Francisco, CA 94105

## Meeting Agenda - Final-revised

### Bay Area Toll Authority

*Alfredo Pedroza, Chair   Nick Josefowitz, Vice Chair*

---

Wednesday, September 28, 2022

9:40 AM

HYBRID (In-Person Option Available)

---

The Bay Area Toll Authority is scheduled to meet on Wednesday, September 28, 2022 at 9:40 a.m. or immediately following the 9:35 a.m. Commission meeting, in the Bay Area Metro Center (Hybrid with In-person option available). In light of Governor Newsom's State of Emergency declaration regarding COVID-19 and in accordance with the recently signed Assembly Bill 361 allowing remote meetings, this meeting will be accessible via webcast, teleconference, and Zoom for all participants. A Zoom panelist link for meeting participants will be sent separately to committee, commission, or board members.

Meeting attendees may opt to attend in person for public comment and observation at 375 Beale Street, Board Room (1st Floor). In-person attendees must adhere to posted public health protocols while in the building.

The meeting webcast will be available at  
<https://mtc.ca.gov/whats-happening/meetings/live-webcasts>.

Members of the public are encouraged to participate remotely via Zoom at the following link or phone number:

Attendee Link: <https://bayareametro.zoom.us/j/83723668259>

Or iPhone one-tap: US: +13462487799,,83723668259# or +14086380968,,83723668259#

Or Join by Telephone: (for higher quality, dial a number based on your current location) US:

+1 408 638 0968 or +1 669 900 6833 or +1 253 215 8782 or +1 346 248 7799 or

+1 312 626 6799 or +1 646 876 9923 or +1 301 715 8592 or

877 853 5247 (Toll Free) or 888 788 0099 (Toll Free)

Webinar ID: 837 2366 8259

International numbers available: <https://bayareametro.zoom.us/j/83723668259>

Detailed instructions on participating via Zoom are available at:

<https://mtc.ca.gov/how-provide-public-comment-board-meeting-zoom>. Committee members and members of the public participating by Zoom wishing to speak should use the "raise hand" feature or dial "\*9". In order to get the full Zoom experience, please make sure your application is up to date.

Members of the public may participate by phone or Zoom or may submit comments by email at [info@bayareametro.gov](mailto:info@bayareametro.gov) by 5:00 p.m. the day before the scheduled meeting date. Please include the committee or board meeting name in the subject line. Due to the current circumstances there may be limited opportunity to address comments during the meeting. All comments received will be submitted into the record.

**BATA Roster:**

Alfredo Pedroza (Chair), Nick Josefowitz (Vice Chair), Margaret Abe-Koga, Eddie Ahn, David Canepa, Cindy Chavez, Damon Connolly, Carol Dutra-Vernaci, Dina El-Tawansy\*, Victoria Fleming, Dorene M. Giacomini\*, Federal D. Glover, Sam Liccardo, Nate Miley, Gina Papan, David Rabbitt, Hillary Ronen, Libby Schaaf, James P. Spering, Amy R. Worth

**\*Non-Voting Members**

**1. Call to Order / Roll Call / Confirm Quorum**

*Quorum: A quorum of this Authority shall be a majority of its regular voting members (10).*

**2. Chair's Report****3. Consent Calendar**

- 3a. [22-1335](#) Minutes of the August 24, 2022 meeting

**Action:** Authority Approval

**Attachments:** [3a 22-1335 August 24 2022 BATA Draft Meeting Minutes.pdf](#)

- 3b. [22-1336](#) BATA Resolution No. 159 Providing for Remote Meetings Pursuant to Assembly Bill 361

**Action:** Authority Approval

**Attachments:** [3b 22-1336 BATA Reso 159 AB 361.pdf](#)

**4. BATA Oversight Committee Report (Worth)**

- 4a. [22-1290](#) Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C - Bay Area Headquarters Authority (BAHA): FasTrak® Regional Customer Service Center (estimated at \$7,953,964)

A request that the Authority authorize the Executive Director to negotiate and enter into an extension of the lease agreement (the BATA Lease) with Bay Area Headquarters Authority (BAHA) for the FasTrak® Regional Customer Service Center (CSC) space for the term of December 1, 2022 through September 28, 2027, in an amount not to exceed \$7,953,964.

**Action:** Authority Approval

**Presenter:** Monica Serano

**Attachments:** [4a 22-1290 Commercial Lease and License Agreement Extension.pdf](#)

**5. Public Comment / Other Business**

## **6. Adjournment / Next Meeting**

**The next meeting of the Bay Area Toll Authority is scheduled to be held on October 26, 2022. Any changes to the schedule will be duly noticed to the public.**

**Public Comment:** The public is encouraged to comment on agenda items at Authority meetings by completing a request-to-speak card (available from staff) and passing it to the Authority secretary. Public comment may be limited by any of the procedures set forth in Section 3.09 of MTC's Procedures Manual (Resolution No. 1058, Revised) if, in the chair's judgment, it is necessary to maintain the orderly flow of business.

**Meeting Conduct:** If this meeting is willfully interrupted or disrupted by one or more persons rendering orderly conduct of the meeting unfeasible, the Chair may order the removal of individuals who are willfully disrupting the meeting. Such individuals may be arrested. If order cannot be restored by such removal, the members of the Authority may direct that the meeting room be cleared (except for representatives of the press or other news media not participating in the disturbance), and the session may continue.

**Record of Meeting:** Authority meetings are recorded. Copies of recordings are available at a nominal charge, or recordings may be listened to at MTC offices by appointment. Audiocasts are maintained on MTC's Web site ([mtc.ca.gov](http://mtc.ca.gov)) for public review for at least one year.

**Accessibility and Title VI:** MTC provides services/accommodations upon request to persons with disabilities and individuals who are limited-English proficient who wish to address Commission matters. For accommodations or translations assistance, please call 415.778.6757 or 415.778.6769 for TDD/TTY. We require three working days' notice to accommodate your request.

**可及性和法令第六章:** MTC 根據要求向希望來委員會討論有關事宜的殘疾人士及英語有限者提供服務/方便。需要便利設施或翻譯協助者，請致電 415.778.6757 或 415.778.6769 TDD / TTY。我們要求您在三個工作日前告知，以滿足您的要求。

**Acceso y el Titulo VI:** La MTC puede proveer asistencia/facilitar la comunicación a las personas discapacitadas y los individuos con conocimiento limitado del inglés quienes quieran dirigirse a la Comisión. Para solicitar asistencia, por favor llame al número 415.778.6757 o al 415.778.6769 para TDD/TTY. Requerimos que solicite asistencia con tres días hábiles de anticipación para poderle proveer asistencia.

---

Attachments are sent to Authority members, key staff and others as appropriate. Copies will be available at the meeting.

All items on the agenda are subject to action and/or change by the Authority. Actions recommended by staff are subject to change by the Authority.



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

---

**File #:** 22-1335      **Version:** 1      **Name:**  
**Type:** Minutes      **Status:** Authority Approval  
**File created:** 8/17/2022      **In control:** Bay Area Toll Authority  
**On agenda:** 9/28/2022      **Final action:**  
**Title:** Minutes of the August 24, 2022 meeting  
**Sponsors:**  
**Indexes:**  
**Code sections:**  
**Attachments:** [3a 22-1335 August 24 2022 BATA Draft Meeting Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

**Subject:**  
Minutes of the August 24, 2022 meeting

**Recommended Action:**  
Authority Approval



Bay Area Metro Center  
375 Beale Street  
San Francisco, CA 94105

## **Meeting Minutes**

### **Bay Area Toll Authority**

*Alfredo Pedroza, Chair   Nick Josefowitz, Vice Chair*

---

**Wednesday, August 24, 2022**

**9:40 AM**

**REMOTE**

---

#### **Special Meeting**

#### **Call Meeting to Order**

##### **1. Roll Call / Confirm Quorum**

**Present:** 15 - Vice Chair Josefowitz, Commissioner Abe-Koga, Commissioner Ahn, Commissioner Canepa, Commissioner Chavez, Commissioner Dutra-Vernaci, Commissioner Fleming, Commissioner Glover, Commissioner Liccardo, Commissioner Miley, Commissioner Papan, Commissioner Rabbitt, Commissioner Schaaf, Commissioner Spering and Commissioner Worth

**Absent:** 3 - Chair Pedroza, Commissioner Connolly and Commissioner Ronen

Non-Voting Commissioner Present: Commission Giacomini

Non-Voting Commissioner Absent: Commission El-Tawansy

##### **2. Closed Session**

**2a.**     [22-1327](#)     Closed Session Public Comment

Aleta Dupree was called to speak.

**2b.**     [22-1328](#)     Closed Session - CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION

The Authority met in closed session pursuant to (Cal. Gov't Code s. 54956.9): Bay Area Toll Authority v. Bank of America Corp., et al., No. 14-cv-03094-NRB (S.D.N.Y.), MDL proceeding: In re LIBOR-Based Financial Instruments Antitrust Litigation, No. 11-md-02262-NRB (S.D.N.Y.).

**2c.**     [22-1329](#)     Open Session

The Authority reconvened in open session. General Counsel, Kathleen Kane reported that there were no reportable actions.

### 3. Consent Calendar

Upon the motion by Commissioner Rabbitt and seconded by Commissioner Papan, the Consent Calendar was unanimously approved by the following vote:

**Aye:** 15 - Vice Chair Josefowitz, Commissioner Abe-Koga, Commissioner Ahn, Commissioner Canepa, Commissioner Chavez, Commissioner Dutra-Vernaci, Commissioner Fleming, Commissioner Glover, Commissioner Liccardo, Commissioner Miley, Commissioner Papan, Commissioner Rabbitt, Commissioner Schaaf, Commissioner Spering and Commissioner Worth

**Absent:** 3 - Chair Pedroza, Commissioner Connolly and Commissioner Ronen

3a. [22-1201](#) Minutes of the July 27, 2022 meeting

**Action:** Authority Approval

3b. [22-1202](#) BATA Resolution No. 158 Providing for Remote Meetings Pursuant to Assembly Bill 361

**Action:** Authority Approval

### 4. Public Comment / Other Business

Written public comment was received from Aleta Dupree.

[22-1325](#) Public Comment

### 5. Adjournment / Next Meeting

The next meeting of the Bay Area Toll Authority is scheduled to be held on September 28, 2022. Any changes to the schedule will be duly noticed to the public.



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

---

**File #:** 22-1336      **Version:** 1      **Name:**

**Type:** Resolution      **Status:** Authority Approval

**File created:** 8/17/2022      **In control:** Bay Area Toll Authority

**On agenda:** 9/28/2022      **Final action:**

**Title:** BATA Resolution No. 159 Providing for Remote Meetings Pursuant to Assembly Bill 361

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [3b 22-1336 BATA Reso 159 AB 361.pdf](#)

Date	Ver.	Action By	Action	Result
------	------	-----------	--------	--------

**Subject:**  
BATA Resolution No. 159 Providing for Remote Meetings Pursuant to Assembly Bill 361

**Recommended Action:**  
Authority Approval



**Bay Area Toll Authority  
BATA**

**September 28, 2022**

**Agenda Item 3b - 22-1336**

**BATA Resolution No. 159 Providing for Remote Meetings Pursuant to AB 361**

---

**Subject:**

Approval of BATA Resolution No. 159 Regarding Remote Meetings Pursuant to AB 361

**Background:**

AB 361 provides for continuing availability of remote meetings during the pandemic-related state of emergency in California. In order to invoke this option, governing boards of Brown Act bodies, or their authorized designated committees must make certain findings in support of remote meetings within 30 days of the first meeting occurring after October 1, 2021, and every 30 days thereafter. Attached for your review and approval is a resolution invoking AB 361 and providing for remote meetings prospectively for 30 days following the Bay Area Toll Authority's action.

**Issues:**

Findings in support of BATA Resolution No. 159 are found in the attached. Given the continuing state of public health emergency and the improved public access afforded by holding public meetings of regional bodies in a virtual setting, the resolution under AB 361 is supportable.

**Recommended Action:**

The Bay Area Toll Authority is requested to adopt BATA Resolution No. 159, authorizing its committees and related entities, to meet remotely pursuant to the provisions of AB 361.

**Attachments:**

- Attachment A: BATA Resolution No. 159



---

Therese W. McMillan

Date: September 28, 2022  
Referred By: BATA

ABSTRACT

Resolution No. 159

This resolution makes findings pursuant to AB 361 to continue virtual public meetings for the Bay Area Toll Authority (BATA), its related entities and committees during the COVID-19 State of Emergency.

Further discussion of this subject is contained in the BATA Summary Sheet dated September 28, 2022.

Date: September 28, 2022  
Referred By: BATA

RE: Findings Pursuant to AB 361 to Continue Virtual Public Meetings for the Bay Area Toll Authority, With its Related Entities and Committees, During the COVID-19 State of Emergency

BAY AREA TOLL AUTHORITY  
RESOLUTION NO. 159

WHEREAS, on March 4, 2020, the Governor of the State of California declared a state of emergency, as defined under the California Emergency Services Act, due to the COVID-19 pandemic; and

WHEREAS, the State of Emergency remains in effect; and

WHEREAS, beginning in March 2020, the Governor's Executive Order N-29-20 suspended Brown Act requirements related to teleconferencing during the COVID-19 pandemic provided that notice, accessibility, and other requirements were met, and the public was allowed to observe and address the legislative body at the meeting; and

WHEREAS, Executive Order N-08-21 extended the previous order until September 30, 2021; and

WHEREAS, the Bay Area Toll Authority (BATA) and its related entities and committees have conducted their meetings virtually, as authorized by the Executive Order, since March 17, 2020; and

WHEREAS, on September 16, 2021, the Governor signed into law AB 361, an urgency measure effective upon adoption, that provides flexibility to government bodies, allowing them to meet virtually without conforming to the Brown Act teleconferencing rules if: (i) the legislative body holds a meeting during a proclaimed state of emergency, and state or local officials have imposed or recommended measures to promote social distancing; (ii) the legislative body holds a meeting during a proclaimed state of emergency for the purpose of determining, by majority vote, whether, as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees; or (iii) the legislative body holds a meeting during a proclaimed state of emergency and has determined, by majority vote, that, as a

result of the emergency, meeting in person would present imminent risks to the health or safety of attendees; and

WHEREAS, the San Francisco Public Health Department continues to recommend and/or require measures to promote social distancing in combination with other safety precautions when activities occur in shared indoor spaces to mitigate the risk of COVID-19 transmission; and

WHEREAS, recently, multiple COVID-19 variants have surged in the United States and are believed by medical experts to be more contagious than previous variants, and data has shown these variants to have increased transmissibility even among some vaccinated people; and

WHEREAS, due to uncertainty and concerns about recent COVID-19 variants and current conditions, many workplaces that had announced a return to regular in-person operations have pushed back the full return date; and

WHEREAS, virtual meetings have not diminished the public's ability to observe and participate and have expanded opportunities to do so for some communities; and

WHEREAS, given the heightened risks of the predominant variant of COVID-19 in the community, holding meetings with all members of the legislative body, staff, and the public in attendance in person in a shared indoor meeting space would pose an unnecessary and immediate risk to the attendees;

NOW, THEREFORE, BE IT RESOLVED, that the Bay Area Toll Authority hereby determines that, as a result of the emergency, meeting in person presents imminent risks to the health or safety of attendees; and be it further

RESOLVED, that in accordance with AB 361, based on the findings and determinations herein, meetings of BATA, its related entities and its committees will be held virtually, with Brown Act teleconferencing rules suspended; and be it further

RESOLVED, that this resolution shall be effective upon adoption and remain in effect for 30 days in accordance with AB 361.

BAY AREA TOLL AUTHORITY

---

Alfredo Pedroza, Chair

The above resolution was entered into by the Bay Area Toll Authority at a duly called and noticed meeting held in San Francisco, California and at other remote locations, on September 28, 2022.



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

**File #:** 22-1290      **Version:** 1      **Name:**  
**Type:** Contract      **Status:** Authority Approval  
**File created:** 8/9/2022      **In control:** Bay Area Toll Authority Oversight Committee  
**On agenda:** 9/14/2022      **Final action:**  
**Title:** Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C - Bay Area Headquarters Authority (BAHA): FasTrak® Regional Customer Service Center (estimated at \$7,953,964)

A request that the Authority authorize the Executive Director to negotiate and enter into an extension of the lease agreement (the BATA Lease) with Bay Area Headquarters Authority (BAHA) for the FasTrak® Regional Customer Service Center (CSC) space for the term of December 1, 2022 through September 28, 2027, in an amount not to exceed \$7,953,964.

### Sponsors:

### Indexes:

### Code sections:

**Attachments:** [5a 22-1290 Commercial Lease and License Agreement Extension.pdf](#)  
[4a 22-1290 Commercial Lease and License Agreement Extension.pdf](#)

Date	Ver.	Action By	Action	Result
9/14/2022	1	Bay Area Toll Authority Oversight Committee		

### Subject:

Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C - Bay Area Headquarters Authority (BAHA): FasTrak® Regional Customer Service Center (estimated at \$7,953,964)

A request that the Authority authorize the Executive Director to negotiate and enter into an extension of the lease agreement (the BATA Lease) with Bay Area Headquarters Authority (BAHA) for the FasTrak® Regional Customer Service Center (CSC) space for the term of December 1, 2022 through September 28, 2027, in an amount not to exceed \$7,953,964.

### Presenter:

Monica Serano

### Recommended Action:

Authority Approval

**Bay Area Toll Authority  
Oversight Committee****September 14, 2022****Agenda Item 5a - 22-1290****Commercial Lease Extension – 375 Beale Street, Suites 200A and 300C - Bay Area  
Headquarters Authority (BAHA):  
FasTrak® Regional Customer Service Center (estimated at \$7,953,964)**

---

**Subject:**

A request that the Committee refer to the Authority a recommendation to authorize the Executive Director to negotiate and enter into an extension of the lease agreement (the BATA Lease) with Bay Area Headquarters Authority (BAHA) for the FasTrak® Regional Customer Service Center (CSC) space for the term of December 1, 2022 through September 28, 2027, in an amount not to exceed \$7,953,964.

**Background:**

The CSC is operated by Conduent State and Local Solutions, Inc. (Conduent) under a contract with BATA (the CSC Contract). The CSC Contract was extended until September 28, 2027 by the BATA Oversight Committee at its January 2022 meeting. Conduent currently operates the CSC at 375 Beale Street, which was a requirement of the CSC Contract procurement. BATA leases the CSC space from BAHA under the BATA Lease, and Conduent operates the CSC at Beale Street and pays the lease payments to BAHA on BATA's behalf under a license agreement with BATA.

Currently the BATA Lease expires on November 30, 2022, which originally aligned with the Conduent Contract term. However, since the Conduent Contract term has been extended, staff is recommending an extension of the BATA Lease for the period of December 1, 2022 through September 28, 2027.

The current BATA Lease allows extensions in increments agreed by BATA and BAHA of up to ten (10) additional consecutive years through November 30, 2029 with rent to be set at 100% of fair market value at the time of renewal; however, BATA and BAHA propose to set the revised Base Rent at a 3% annual escalation of the most recent rental rate paid by BATA for the space for 2022 at \$56.86/rsf/year. This aligns with the rent escalation assumptions provided by BATA to bidders, including Conduent, during the CSC Contract procurement.

During the term of this extension, BATA expects to release a solicitation to re-procure the CSC contract services. Procurement-related decisions will have a significant impact on future strategies for the CSC location. Once those decisions are made, BATA and BAHA will revisit the lease agreement and determine revisions to pricing.

**Next Steps:**

Staff will execute the BATA Lease extension and extend the license agreement with Conduent.

**Issues:**

None identified.

**Recommendations:**

Staff requests that the Committee refer to the Authority the request to authorize the Executive Director or designee to negotiate and enter into a lease extension between BATA and BAHA for the FasTrak® Regional Customer Service Center (CSC) space for the term of December 1, 2022 through September 28, 2027, in the amount not to exceed \$7,953,964 under terms set forth in Attachment A.

**Attachments:**

- Attachment A: Summary of Lease Extension Terms



---

Therese W. McMillan



## **Attachment A**

---

### **Summary of Lease Extension Terms**

Landlord.:	Bay Area Headquarters Authority (“Landlord” or “BAHA”)
Tenant:	Bay Area Toll Authority (“Tenant” or “BATA”)
Use:	FasTrak® Customer Service Center
Space:	27,261 (approximately) Rentable Square Feet (RSF) Suite 300C and Suite 200A
Rent:	Base Rent 2022: \$56.86/RSF/year (net of electric) Increase: 3% annual escalation
Operating Expenses:	Base Year 2022; Tenant to pay pro rata share of Operating Expense increases over and above the Base Year. The additional share is estimated to be approximately \$2.76/RSF/year net of electrical and taxes, based on 2022 Operating Expenses.
Term:	December 1, 2022 through September 28, 2027

---