



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

Meeting Agenda

Bay Area Toll Authority

Alfredo Pedroza, Chair Nick Josefowitz, Vice Chair

Wednesday, March 22, 2023

9:40 AM

Board Room – 1st Floor

The Bay Area Toll Authority is scheduled to meet on Wednesday, March 22, 2023 at 9:40 a.m. or immediately following the 9:35 a.m. Commission meeting, in the Bay Area Metro Center at 375 Beale Street, Board Room (1st Floor). Meeting attendees may opt to attend in person for public comment and observation. 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>.

Commissioners and members of the public participating by Zoom wishing to speak should use the “raise hand” feature or dial *9. When called upon, unmute yourself or dial *6. In order to get the full Zoom experience, please make sure your application is up to date.

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

Zoom Attendee Link: <https://bayareametro.zoom.us/j/82800331232>

Or iPhone one-tap: US: +13462487799,,82800331232# or +16699006833,,82800331232#

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: 828 0033 1232

International numbers available: <https://bayareametro.zoom.us/u/kdUzJMRSju>

Detailed instructions on participating via Zoom are available at:
<https://mtc.ca.gov/how-provide-public-comment-board-meeting-zoom>.

Members of the public may participate by phone or Zoom or may submit comments by email at 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, Carol Dutra-Vernaci, Dina El-Tawansy*, Victoria Fleming, Dorene M. Giacomini*, Federal D. Glover, Matt Mahan, Nate Miley, Stephanie Moulton-Peters, Sue Noack, Gina Papan, David Rabbitt, Hillary Ronen, James P. Spering, Sheng Thao, Vacant*

***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. [23-0392](#) Minutes of the February 22, 2023 meeting

Action: Authority Approval

Attachments: [3a 23-0392 February 22 2023 BATA Draft Meeting Minutes.pdf](#)

4. Authority Approval

- 4a. [23-0502](#) Adoption of BATA Resolution No. 170, Terminating Escrow Arrangements for Regional Measure 3 Bridge Toll Revenues

A request for Authority approval of BATA Resolution No. 170, Termination of Escrow Arrangements for Regional Measure 3 (RM3) Bridge Toll Revenues.

Action: Authority Approval

Presenter: Derek Hansel / Kathleen Kane

Attachments: [4a 23-0502 BATA Resolution 170 Terminating Escrow for RM3.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 April 26, 2023 at 9:40 a.m. 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) 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 Título 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 #: 23-0392 **Version:** 1 **Name:**

Type: Minutes **Status:** Consent

File created: 2/10/2023 **In control:** Bay Area Toll Authority

On agenda: 3/22/2023 **Final action:**

Title: Minutes of the February 22, 2023 meeting

Sponsors:

Indexes:

Code sections:

Attachments: [3a_23-0392_February_22_2023_BATA_Draft_Meeting_Minutes.pdf](#)

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

Subject:
Minutes of the February 22, 2023 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, February 22, 2023

9:40 AM

HYBRID (In-Person Option Available)

Chair Pedroza called the meeting to order at 11:24 a.m.

1. Roll Call / Confirm Quorum

Present: 15 - Chair Pedroza, Vice Chair Josefowitz, Commissioner Ahn, Commissioner Canepa, Commissioner Chavez, Commissioner Dutra-Vernaci, Commissioner Fleming, Commissioner Glover, Commissioner Miley, Chair Moulton-Peters, Chair Noack, Commissioner Papan, Commissioner Rabbitt, Commissioner Ronen and Commissioner Spering

Absent: 3 - Commissioner Abe-Koga, Commissioner Mahan and Commissioner Thao

Non-Voting Commissioner Present: Commissioner Giacomini

Non-Voting Commissioner Absent: Commissioner El-Tawansy

2. Chair's Report

There was nothing to report.

3. Consent Calendar

Commissioner Chavez was absent during the Consent Calendar vote.

Commissioner Moulton-Peters and Commissioner Noack recused themselves from agenda item 3a.

Upon the motion by Commissioner Glover and seconded by Commissioner Spering, the Authority unanimously approved the Consent Calendar by the following vote:

Aye: 14 - Chair Pedroza, Vice Chair Josefowitz, Commissioner Ahn, Commissioner Canepa, Commissioner Dutra-Vernaci, Commissioner Fleming, Commissioner Glover, Commissioner Miley, Chair Moulton-Peters, Chair Noack, Commissioner Papan, Commissioner Rabbitt, Commissioner Ronen and Commissioner Spering

Absent: 4 - Commissioner Abe-Koga, Commissioner Chavez, Commissioner Mahan and Commissioner Thao

3a. [23-0233](#) Minutes of the January 25, 2023 meeting

Action: Authority Approval

- 3b.** [23-0242](#) BATA Resolution No. 168 Providing for Remote Meetings Pursuant to Assembly Bill 361

Action: Authority Approval

- 3c.** [23-0181](#) BATA Resolution No. 143, Revised - Program of Projects for BATA's Formula Share of the Local Partnership Program - Cycle 3

Action: Authority Approval

Presenter: Rosalynn Chongchaikit

4. BATA Oversight Committee Report (Vice Chair Abe-Koga)

- 4a.** [23-0166](#) BATA Resolution No. 145 - Authorizing the 2023 Plan of Finance and Providing for the Solicitation of Consent to Certain Bond Indenture Amendments; and Receipt of the Good Faith Estimate

A request that the Authority approve BATA Resolution No. 145, authorizing the 2023 Plan of Finance and providing for the solicitation of consent to certain indenture amendments, and that the Authority approve the receipt of the Good Faith Estimate.

Action: Authority Approval

Presenter: Derek Hansel

Upon the motion by Chair Pedroza and seconded by Commissioner Canepa, the Authority unanimously adopted BATA Resolution No. 145. The motion carried by the following vote:

Aye: 14 - Chair Pedroza, Vice Chair Josefowitz, Commissioner Ahn, Commissioner Canepa, Commissioner Dutra-Vernaci, Commissioner Fleming, Commissioner Glover, Commissioner Miley, Chair Moulton-Peters, Chair Noack, Commissioner Papan, Commissioner Rabbitt, Commissioner Ronen and Commissioner Spering

Absent: 4 - Commissioner Abe-Koga, Commissioner Chavez, Commissioner Mahan and Commissioner Thao

4b. [23-0182](#) BATA Resolution No. 166 - BATA 10-Year Toll Bridge Capital Improvement Plan for Fiscal Year 2024-33

Request for approval of BATA Resolution No. 166 adopting the BATA 10-Year Toll Bridge Capital Improvement Plan (CIP) for Fiscal Year (FY) 2024-33. The CIP totals approximately \$1.8 billion over a 10-year period and includes rehabilitation and operational improvements of toll bridges, facilities, and other eligible assets, and the upkeep and replacement of tolling equipment. Staff will also provide an updated Toll Bridge Program Report for information.

Action: Authority Approval

Presenter: Rosalynn Chongchaikit

The following members of the public were called to speak: Aleta Dupree and Michael Baldini.

Commissioner Chavez returned and Commissioner Fleming left during agenda item 4b.

Upon the motion by Chair Pedroza and seconded by Commissioner Papan, the Authority unanimously adopted BATA Resolution No. 166. The motion carried by the following vote:

Aye: 14 - Chair Pedroza, Vice Chair Josefowitz, Commissioner Ahn, Commissioner Canepa, Commissioner Chavez, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Miley, Chair Moulton-Peters, Chair Noack, Commissioner Papan, Commissioner Rabbitt, Commissioner Ronen and Commissioner Spering

Absent: 4 - Commissioner Abe-Koga, Commissioner Fleming, Commissioner Mahan and Commissioner Thao

5. Public Comment / Other Business

Written public comments were received from Kyle Baker (Get A Custom One) and Aleta Dupree was called to speak.

6. Adjournment / Next Meeting

The next meeting of the Bay Area Toll Authority is scheduled to be held on March 22, 2023 at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA. 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 #: 23-0502 **Version:** 1 **Name:**

Type: Resolution **Status:** Authority Approval

File created: 3/14/2023 **In control:** Bay Area Toll Authority

On agenda: 3/22/2023 **Final action:**

Title: Adoption of BATA Resolution No. 170, Terminating Escrow Arrangements for Regional Measure 3 Bridge Toll Revenues

A request for Authority approval of BATA Resolution No. 170, Termination of Escrow Arrangements for Regional Measure 3 (RM3) Bridge Toll Revenues.

Sponsors:

Indexes:

Code sections:

Attachments: [4a 23-0502 BATA Resolution 170 Terminating Escrow for RM3.pdf](#)

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

Subject:

Adoption of BATA Resolution No. 170, Terminating Escrow Arrangements for Regional Measure 3 Bridge Toll Revenues

A request for Authority approval of BATA Resolution No. 170, Termination of Escrow Arrangements for Regional Measure 3 (RM3) Bridge Toll Revenues.

Presenter:

Derek Hansel / Kathleen Kane

Recommended Action:

Authority Approval

**Bay Area Toll Authority
BATA**

March 22, 2023

Agenda Item 4a - 23-0502

Adoption of BATA Resolution No. 170, Terminating Escrow Arrangements for Regional Measure 3 Bridge Toll Revenues

Subject:

A request for Authority approval of BATA Resolution No. 170, Termination of Escrow Arrangements for Regional Measure 3 (RM3) Bridge Toll Revenues.

Background:

On the June 5, 2018 ballot, Regional Measure 3 (RM3) was approved by voters, setting in motion implementation of a toll increase of three dollars to be phased in over time to fund a program of transportation projects. The funds from the toll increase will finance a comprehensive suite of highway and transit improvements described in Senate Bill 595 to help solve the Bay Area's traffic congestion problems.

Lawsuits challenging Senate Bill 595 and RM3 were filed. Pursuant to BATA Resolution No. 129, adopted December 11, 2018, toll revenues related to RM3 were placed into an escrow account managed by an independent trustee, to be held until final resolution of the litigation challenging collection of the RM3 revenues. Litigation continued through the appellate level – where the regional measure was upheld -- and review was sought in the California Supreme Court. The cases were held there without briefing until January 2023, at which time they were remanded to the Court of Appeal. That court issued its remittitur in late February of this year. The litigation is now finally resolved in favor of the regional measure. With the Supreme Court's ruling and subsequent administrative process completed by the appeals court, the Authority's General Counsel certifies that a final resolution of all RM3 related litigation has been reached, as required by the adoption of BATA Resolution 129.

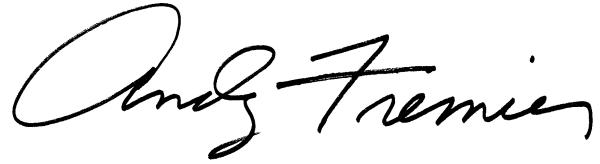
With this certification, staff is requesting the Authority to release the escrow and to direct staff to terminate the escrow agreement which established the escrow. BATA Resolution No. 170, authorizing the release of the escrow and the termination of the escrow agreement, is attached as Attachment A.

Recommended Action:

Staff recommends that the Authority approve BATA Resolution No. 170.

Attachments:

- Attachment A: BATA Resolution No. 170

A handwritten signature in black ink, reading "Andrew B. Fremier". The signature is written in a cursive, flowing style with a large initial "A".

Andrew B. Fremier

Date: March 22, 2023

W.I.: 1252

ABSTRACT

BATA Resolution No. 170

This resolution approves release of escrowed toll revenue associated with Regional Measure 3 and the termination of the escrow arrangement established between BATA and MUFG Union Bank (or its successors) relating to the escrow of such toll revenue.

Discussion of this action is contained in the Executive Director's Memorandum to BATA, dated March 22, 2023.

Date: March 22, 2023
W.I.: 1252

RE: Termination of Escrow Arrangements for Regional Measure 3 Bridge Toll Revenues

BAY AREA TOLL AUTHORITY
RESOLUTION NO. 170

WHEREAS, the Bay Area Toll Authority (the “Authority”) was created pursuant to Sections 30950 et seq. of the California Streets and Highways Code (the “Code”); and

WHEREAS, the Authority administers the toll revenues from and finances improvements for the seven state-owned toll bridges in the San Francisco Bay area: the Antioch Bridge, the Benicia-Martinez Bridge, the Carquinez Bridge, the Dumbarton Bridge, the Richmond-San Rafael Bridge, the San Francisco-Oakland Bay Bridge, and the San Mateo-Hayward Bridge (the “Bridge System”); and

WHEREAS, in 2017, Senate Bill 595 (“Senate Bill 595”) amended certain sections of the Code, and, pursuant to Section 30923 of the Code as amended, a special election was held on June 5, 2018, in the City and County of San Francisco, and the Counties of Alameda, Contra Costa, Marin, Napa, San Mateo, Santa Clara, Solano, and Sonoma (individually, each a “County” and, collectively, the “Counties”) to approve a toll increase of three dollars (\$3.00) phased in over time, including a one dollar (\$1.00) toll increase on January 1, 2019, a one dollar (\$1.00) toll increase on January 1, 2022, and a one dollar (\$1.00) toll increase on January 1, 2025 (the “SB 595 Increases”), for vehicles traveling on the state-owned bridges located in the San Francisco Bay Area (collectively, “Regional Measure 3”); and

WHEREAS, on September 26, 2018, the Authority adopted Resolution No. 126 accepting certified statements from the Registrar of Voters of the City and County of San Francisco and each of the Counties and observing that a majority of all voters voting on Regional Measure 3 at such special election voted affirmatively for Regional Measure 3; and

WHEREAS, pursuant to Section 30916(c)(1) of the Code, the Authority has approved toll schedules, that effectuate the toll increases approved pursuant to Regional Measure 3; and

WHEREAS, on July 5, 2018, several plaintiffs filed suit against the Authority and the State Legislature in the Superior Court of the County of San Francisco in an action, entitled Howard Jarvis Taxpayers Assn., Et al. v. The Bay Area Toll Authority, Et al., No. CGC-18-567860 (Cal. Super. Ct. filed July 5, 2018) (the “Validation Action”), seeking declaratory relief and invalidation of Senate Bill 595 and Regional Measure 3; and

WHEREAS, on August 3, 2018, a plaintiff filed suit against the Metropolitan Transportation Commission in the Superior Court of the County of San Francisco in an action, entitled Randall Whitney v. Metropolitan Transportation Commission, No. CPF-18-516276 (Cal. Super. Ct. filed Aug. 3, 2018) (together with the Validation Action, the “RM3 Challenges”), asserting, among other things, that: (i) Senate Bill 595 is unconstitutional, and (ii) that Regional Measure 3 is a special tax which would require 2/3 voter approval; and

WHEREAS, to avoid any doubt or uncertainty in connection with the collection of the SB 595 Increases while the RM3 Challenges were pending, the Authority established an escrow account (the “Escrow Account”) with an escrow agent (the “Escrow Agent”) for the purpose of depositing proceeds of such SB 595 Increases collected by the Authority, such amounts to be held in the Escrow Account until each of the RM3 Challenges has reached a final, non-appealable resolution and further action consistent with such final, non-appealable resolutions is taken by this Board; and

WHEREAS, the Authority entered into an Escrow Agreement, dated as of January 1, 2019 (the “Escrow Agreement”), with MUFG Union Bank, N.A., as Escrow Agent, to administer the Escrow Account and to hold, invest and distribute the proceeds of such Regional Measure 3 bridge toll revenues as provided therein; and

WHEREAS, litigation of the RM3 Challenges continued through the appellate level, where the regional measure was upheld. Thereafter, appellants sought review in the California Supreme Court, where the RM3 challenges were held without briefing until January 2023, at which time they were remanded to the Court of Appeal. The Court of Appeal issued its remittitur on February 23, 2023; and

WHEREAS, the Authority is hereby advised by General Counsel that each of the RM3 Challenges has reached a final, non-appealable resolution in favor of the regional measure; now, therefore, be it

RESOLVED, that the Authority finds that the foregoing recitals are true and correct; and be it further

RESOLVED, that the Authority is satisfied that the RM3 Challenges have been fully resolved in favor of RM3; and be it further

RESOLVED, that the Executive Director, the Chief Financial Officer, and other appropriate officers of the Authority, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all certificates, documents, amendments, instructions, orders, representations and requests, and to do any and all things and take any and all actions that may be necessary or advisable, in their discretion, to distribute the escrowed property, pursuant to the terms of the Escrow Agreement, for use by the Authority and to terminate the Escrow Agreement approved pursuant to BATA Resolution No. 129; and be it further

RESOLVED, that this Resolution shall take effect from and after its adoption.

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, on March 22, 2023.