

Meeting Agenda

Bay Area Infrastructure Financing Authority

Authority Members:

Jake Mackenzie, Chair Amy R. Worth, Vice Chair

*Federal D. Glover, Scott Haggerty, James P. Spering
Non-Voting Member: James E. Davis*

Wednesday, April 25, 2018

9:35 AM

Board Room - 1st Floor

This meeting is scheduled to be webcast live on the Metropolitan Transportation Commission's website: <http://mtc.ca.gov/whats-happening/meetings> and will take place at 9:35 a.m. or immediately following the 9:30 a.m. Bay Area Toll Authority meeting.

1. Roll Call/Confirm Quorum

Quorum: A quorum of this Authority shall be a majority of its regular voting members (3).

2. Consent Calendar

- 2a. [18-0173](#) Minutes of the January 24, 2018 meeting
- Action:** Authority Approval
- Attachments:** [2a_01-24-2018_BAIFA_Draft_Minutes.pdf](#)
- 2b. [18-0239](#) Contract Change Orders - Express Lanes Backhaul Communications Network: Econolite Systems, Inc. (\$800,000 plus a \$100,000 contingency)
- Action:** Authority Approval
- Presenter:** Mark Dinh
- Attachments:** [2b_680N_880_Backhaul_Integration_Econolite.pdf](#)

3. Authority Approval

- 3a. [18-0178](#) Consultant Contract - Legal Services: Nixon Peabody LLP (\$1,000,000)
- A request for approval of a four-year sole source contract retaining Nixon Peabody LLP to provide bond counsel services for BAIFA.
- Action:** Authority Approval
- Presenter:** Brian Mayhew
- Attachments:** [3a_Consultant_Contract_Nixon_Peabody.pdf](#)

4. Public Comment / Other Business

5. Adjournment / Next Meeting

The next meeting of the Bay Area Infrastructure Financing Authority will be held on May 23, 2018 at the Bay Area Metro Center, 375 Beale Street, San Francisco CA 94105.

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 #: 18-0173 **Version:** 1 **Name:**

Type: Minutes **Status:** Consent

File created: 2/23/2018 **In control:** Bay Area Infrastructure Financing Authority

On agenda: 4/25/2018 **Final action:**

Title: Minutes of the January 24, 2018 meeting

Sponsors:

Indexes:

Code sections:

Attachments: [2a_01-24-2018_BAIFA_Draft_Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Minutes of the January 24, 2018 meeting

Recommended Action:
Authority Approval



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

Meeting Minutes

Bay Area Infrastructure Financing Authority

Authority Members:

Jake Mackenzie, Chair Amy R. Worth, Vice Chair

Federal D. Glover, Scott Haggerty, James P. Spering

Non-Voting Member: Bijan Sartipi

Wednesday, January 24, 2018

9:35 AM

Board Room - 1st Floor

Call Meeting to Order

1. Roll Call/Confirm Quorum

Present: 3 - Commissioner Haggerty, Chair Mackenzie and Vice Chair Worth

Absent: 2 - Commissioner Glover and Commissioner Spering

Non-Voting Member Absent: Bijan Sartipi

2. Consent Calendar

Approval of the Consent Calendar

Upon the motion by Vice Chair Worth and the second by Commissioner Haggerty, the Consent Calendar was unanimously approved by the following vote:

Aye: 3 - Commissioner Haggerty, Chair Mackenzie and Vice Chair Worth

Absent: 2 - Commissioner Glover and Commissioner Spering

2a. [17-2976](#) Minutes of the October 25, 2017 meeting

Action: Authority Approval

2b. [18-0003](#) I-680 Contra Costa Express Lanes Operational Statistics

Action: Information

Presenter: Lisa Klein

3. Approval

3a. [18-0002](#) Contract - Express Lanes Program Advisor: WSP, Inc. (\$5,780,000)

A request for the Authority's approval to award a contract to WSP, Inc. to provide technical expertise for the implementation and operations of BAIFA's express lanes.

Action: Authority Approval

Presenter: Lisa Klein

Upon the motion by Vice Chair Worth and the second by Commissioner Haggerty the contract with WSP, Inc. was unanimously approved. The motion carried by the following vote:

Aye: 3 - Commissioner Haggerty, Chair Mackenzie and Vice Chair Worth

Absent: 2 - Commissioner Glover and Commissioner Spring

4. Public Comment / Other Business

5. Adjournment / Next Meeting

The next meeting of the Bay Area Infrastructure Financing Authority will be held on February 28, 2018 at the Bay Area Metro Center, 375 Beale Street, San Francisco CA 94105.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 18-0239 **Version:** 1 **Name:**

Type: Contract **Status:** Consent

File created: 3/22/2018 **In control:** Bay Area Infrastructure Financing Authority

On agenda: 4/25/2018 **Final action:**

Title: Contract Change Orders - Express Lanes Backhaul Communications Network: Econolite Systems, Inc. (\$800,000 plus a \$100,000 contingency)

Sponsors:

Indexes:

Code sections:

Attachments: [2b 680N 880 Backhaul Integration Econolite.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Contract Change Orders - Express Lanes Backhaul Communications Network: Econolite Systems, Inc. (\$800,000 plus a \$100,000 contingency)

Presenter:
Mark Dinh

Recommended Action:
Authority Approval



Bay Area Infrastructure Financing Authority
 101 8th St., Oakland, CA 94607
 TEL 510.817.5700
 EMAIL info@mtc.ca.gov
 WEB www.mtc.ca.gov

Memorandum

TO: BAIFA

DATE: April 18, 2018

FR: Executive Director

W. I. 6844, 6845

RE: Contract Change Orders – Express Lanes Backhaul Communications Network: Econolite Systems, Inc. (\$800,000 plus a \$100,000 contingency)

This memorandum seeks Authority approval, on a sole source basis, to enter into two contract change orders to the BAIFA contract with Econolite Systems, Inc. (Econolite) for the express lanes backhaul communications network (Backhaul). The contract change orders will be for additional network integration and maintenance services to support the Express Lanes I-880 Alameda (ALA-880) and I-680 Contra Costa Northern Segment (CC-680 North) projects. Both of these projects require network communications to the express lanes data center by early 2019, and therefore should be completed by the current Backhaul operator, Econolite.

Background

The Backhaul is a metropolitan area data network that is used to send traffic and toll data between the BAIFA express lanes corridors and the toll system host and operations data centers (see Figure 1). BAIFA awarded the contract to construct the Backhaul segment for the I-680 Contra Costa Southern Segment (CC-680 South) Express Lanes project to Econolite (formerly Aegis ITS, Inc.), and construction was completed in October 2017. The contract also included a twelve to eighteen month period of maintenance beginning in October 2017. BAIFA will procure a successor, long-term contract for Backhaul operations and maintenance in late 2018, with transition of responsibilities from Econolite to the operations and maintenance contract in early to mid-2019.

Express Lanes ALA-880 Construction and CC-680 North Fiber Reroute

Based on lessons learned on the CC-680 South project, BAIFA staff determined that in future corridors such as ALA-880 and CC-680 North, construction of the Backhaul field elements such as fiber optic conduit and cables and field cabinets should be included in the express lanes civil construction contracts for efficiencies in cost and scheduling. Once the field elements are in place, Econolite can then complete the Backhaul by installing network devices within the field cabinets and connecting them to the existing Backhaul infrastructure previously installed by the CC-680 South project.

The project timelines for ALA-880 and CC-680 North require completion of the Backhaul network integration prior to the transition to a new operations and maintenance contractor and therefore must be completed by Econolite.

The ALA-880 express lanes project is currently under construction by the civil contractor, Bay Cities Paving & Grading, Inc., and is scheduled to begin operation at the end of 2019. Econolite must install network devices and connect them to the express lanes datacenter by Summer 2018 to remain on schedule for toll system installation and testing. Staff estimates the Econolite work, network installation and maintenance within the contract term, to cost \$500,000.


The CC-680 North express lanes project is anticipated to begin construction in Fall 2018 and begin operation in Fall 2021. The construction includes roadway widening that will impact approximately 1.5 miles of existing Backhaul trunk line fiber in Walnut Creek. In order to minimize impact to the ongoing operations of the CC-680 South express lanes, a new segment of conduit must be constructed and the Backhaul fiber rerouted through the new conduit. This work is estimated to cost \$300,000 and to be completed by January 2019.

Staff recommends an additional \$100,000 for contingency to complete both the ALA-880 construction and CC-680 North fiber reroute.

Attachment A includes a summary of Econolite's and its project team's small business and disadvantaged business enterprise status.

Recommendation

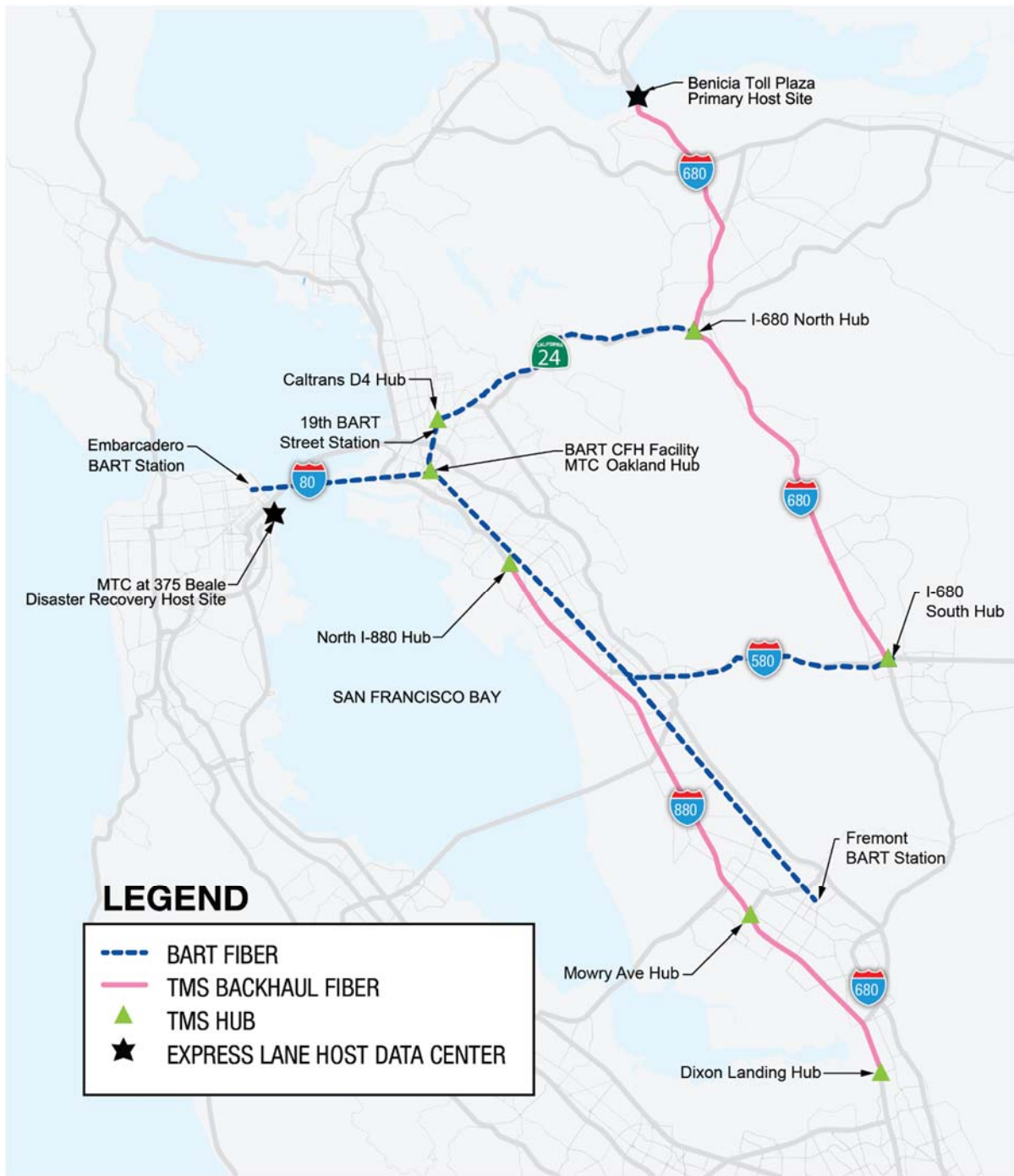
Staff recommends that the Authority authorize the Executive Director or his designee to negotiate and enter into two contract change orders with Econolite in a cumulative amount not to exceed \$800,000 to fund network integration and maintenance for the ALA-880 and CC-680 North projects, plus an increase in contingency in an amount of \$100,000 to be used at the Executive Director's or his designee's discretion.



Steve Heminger

SH:md
Attachment

Figure 1: Backhaul Communications Network



**Attachment A (Econolite Systems, Inc.)
Small Business and Disadvantaged Business Enterprise Status**

	Firm Name	Role on Project	DBE* Firm			SBE** Firm		
			Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	Econolite Systems, Inc.	General Contractor			X			X
Subcontractor	Team-EES	Subcontractor			X	X	1677900	
Subcontractor	M & M Hansen Communications Contracting	Subcontractor			X			X
Subcontractor	Statewide Construction Sweeping, Inc.	Subcontractor			X			X
Subcontractor	Statewide Traffic Safety & Signs	Subcontractor			X			X
Subcontractor	SSP Data Inc.	Subcontractor			X	X	56663	

*Denotes certification by the California Unified Certification Program (CUCP).

**Denotes certification by the State of California.

REQUEST FOR AUTHORITY APPROVAL

Summary of Contract Change Orders

Work Item No.: 6844, 6845

Contractor: Econolite Systems, Inc.

Work Project Title: Express Lanes Backhaul Communications Network

Purpose of Project: Provide network integration and maintenance services for the Express Lanes I-880 Alameda (ALA-880) and I-680 Contra Costa Northern Segment Southbound Conversion (CC-680 North) projects.

Brief Scope of Work: Installation and network integration of the ALA-880 network hubs to Backhaul and fiber optic conduit and cable rerouting required for the CC-680 North construction.

Project Cost Not to Exceed: Increase in contract with these change orders: \$800,000 cumulatively plus a contingency of \$100,000

Total contract amount before these change orders: \$7,996,624 plus a remaining contingency of \$813,948

Total authorized contract amount with these change orders: \$8,796,624 plus a contingency of \$913,948

Funding Source: BATA Express Lanes Capital Project Budget

Fiscal Impact: Funding is included in the Express Lane Capital Project Budget, as adopted in the FY 2017-18 Toll Bridge Program Operating and Capital Budgets (BATA Resolution No. 122, Revised).

Motion by Authority: That the Executive Director or his designee is authorized to negotiate and enter into two contract change orders in a cumulative amount not to exceed \$800,000 to Econolite Systems, Inc., for work as described above and in the Executive Director's memorandum dated April 18, 2018; that the Executive Director or his designee is authorized to use additional contingency funds in an amount of \$100,000 for any changes in work; and that the Chief Financial Officer is directed to set aside funds for such contract change orders and contingency as stated herein.

BAIFA:

Jake Mackenzie, Chair

Approved:

Date: April 25, 2018



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 18-0178 **Version:** 1 **Name:**

Type: Contract **Status:** Authority Approval

File created: 3/6/2018 **In control:** Bay Area Infrastructure Financing Authority

On agenda: 4/25/2018 **Final action:**

Title: Consultant Contract - Legal Services: Nixon Peabody LLP (\$1,000,000)

A request for approval of a four-year sole source contract retaining Nixon Peabody LLP to provide bond counsel services for BAIFA.

Sponsors:

Indexes:

Code sections:

Attachments: [3a_Consultant_Contract_Nixon_Peabody.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:

Consultant Contract - Legal Services: Nixon Peabody LLP (\$1,000,000)

A request for approval of a four-year sole source contract retaining Nixon Peabody LLP to provide bond counsel services for BAIFA.

Presenter:

Brian Mayhew

Recommended Action:

Authority Approval



Bay Area Infrastructure Financing Authority
Bay Area Metro Center
375 Beale Street, Suite 800
San Francisco, CA 94105
TEL 415.778.6700
WEB www.mtc.ca.gov

Memorandum

TO: BAIFA

DATE: April 18, 2018

FR: Executive Director

W.I.: 6840

RE: Consultant Contract – Legal Services: Nixon Peabody LLP (\$1,000,000)

Overview

Staff requests the Authority to approve a sole source contract retaining Nixon Peabody LLP (Nixon Peabody) for bond counsel services for BAIFA through June 2022. The proposed contract is for four years in a not to exceed amount of \$250,000 per annum for a total not to exceed amount of \$1,000,000, subject to future budget approvals.

Background

MTC has been working on a plan to securitize certain federal transportation funds for over two years. In particular, the immediate need for project funds for BART's ongoing vehicle replacement program exceeds the capacity of available federal funding. This issue can be addressed through a bond financing that puts proceeds into projects earlier and utilizes available federal funds to repay the debt service over 10-15 years. The bonds will be issued in series according to project need by BAIFA over the next 3-5 years.

Staff recommends utilizing Nixon Peabody as Bond Counsel for the BAIFA transactions. Charles Wolf, a partner at Nixon Peabody, has many years of experience in public financings and has acted as underwriter's counsel for Bay Area Toll Authority (BATA) bond transactions for over 10 years. Nixon Peabody has also provided advisory services for winding down the Association of Bay Area Governments Finance Authority for Nonprofit Corporations (FAN) and establishing a new Advancing California Finance Authority (ACFA) financing conduit.

Staff would now like to retain Nixon Peabody on a sole source basis to provide bond counsel services for BAIFA. Nixon Peabody will act as bond counsel and provide general legal services for all BAIFA transactions. The base fee of \$250,000 annually is applied against general administrative duties and document development. Actual transaction compensation will be paid from the subsequent financings. Staff is confident that Nixon Peabody will continue to provide outstanding legal service on our transactions.

Recommendation

Staff is requesting that the Authority authorize the Executive Director, or designee, to negotiate and enter into a sole source contract with Nixon Peabody to provide bond counsel and related advice to BAIFA through June 30, 2022, in an amount not to exceed \$250,000 per annum, for a total not to exceed \$1,000,000, subject to the approval of future BAIFA budgets. Annual funding covers expenses in advance of a transaction. Actual transaction compensation will be paid through the individual bond transactions.



Steve Heminger

SH:bm

REQUEST FOR AUTHORITY APPROVAL

Summary of Consultant Contract

Work Item No.: 6840

Contractor: Nixon Peabody LLP

Work Project Title: Legal Services

Purpose of Project: To provide bond counsel services for BAIFA

Brief Scope of Work: Provide bond counsel and general legal support for future BAIFA financings through June 2022

Project Cost Not to Exceed: \$250,000 per annum, for a total not to exceed \$1,000,000, subject to the approval of future BAIFA budgets

Funding Source: BAIFA Express Lanes Program Operating Budget (Transaction compensation will be paid out of proceeds from individual bond transactions.)

Fiscal Impact: \$250,000 is included in FY 2017/18 BAIFA Express Lanes Program Operating Budget, future costs are subject to the approval of future BAIFA budgets.

Motion by Authority: That the Executive Director or his designated representative is authorized to negotiate and enter into a consultant contract with Nixon Peabody LLP for bond counsel services, as described above and in the Executive Director's Memorandum dated April 18, 2018, in an amount not to exceed \$250,000 per annum, and the Chief Financial Officer is directed to set aside funds in the amount of \$250,000 for such consultant contract, subject to the approval of future BAIFA budgets.

BAIFA:

Jake Mackenzie, Chair

Approved:

Date: April 25, 2018