



101 Eighth Street,
Joseph P. Bort
MetroCenter
Oakland, CA

Meeting Agenda

Bay Area Toll Authority

Dave Cortese, Chair Jake Mackenzie, Vice Chair

Wednesday, April 27, 2016

10:05 AM

Meeting Location:
The Tech Museum of Innovation
201 S. Market Street
San Jose, CA 95113

This meeting will take place at 10:05 a.m. or immediately following the 10:00 a.m. BAHA meeting. This meeting will not be audiocast live; it will be recorded, and the recording will be posted to the Metropolitan Transportation Commission's website:
<http://mtc.ca.gov/whats-happening/meetings>

1. Roll Call / Confirm Quorum

Quorum: A quorum of this Authority shall be a majority of its regular non-ex-officio voting members (10).

2. Chair's Report - Cortese

3. Consent Calendar

3a. [15-1491](#) Minutes - March 23, 2016.

Action: Authority Approval

Attachments: [3a BATA Minutes 3.23.16](#)

3b. [15-1405](#) BATA Resolution No. 119, Right of Way Certification Authority for BATA Projects.

Action: Authority Approval

Attachments: [3b BATA Reso-119-RWCertification](#)
[4c BATA Reso-119-RWCertification.docx.pdf](#)

BATA Oversight Committee - Rein Worth

4. [15-1492](#) Direct Investment in \$100 million San Francisco Certificates of Participation.

Purchase as an investment up to \$100 million in Certificates of Participation (COP) to be issued by the City and County of San Francisco. The COPs, which will have a maturity of five years with an option to renew for five more, will be issued to provide interim financing to the Transbay Joint Powers Authority (TJPA) Phase 1 Transbay Terminal Project.

Action: Authority Approval

Attachments: [4 DirectInvestment TJPA](#)
[5b DirectInvestment TJPA.pdf](#)
[5b City and County of San Francisco HANDOUT.pdf](#)

5. Other Business / Public Comment**6. Adjournment / Next Meeting**

The next meeting of the Authority will be held on Wednesday, May 25, 2016 at 9:30 a.m. in the Bay Area Metro Center, 375 Beale Street, San Francisco, CA.

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 510.817.5757 or 510.810.5769 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 510.817.5757 或 510.817.5769 TDD / TTY。我們要求您在三個工作日告知，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 510.817.5757 o al 510.817.5769 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

101 Eighth Street,
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Legislation Details (With Text)

File #: 15-1491 **Version:** 1 **Name:**
Type: Minutes **Status:** Authority Approval
File created: 3/31/2016 **In control:** Bay Area Toll Authority
On agenda: 4/27/2016 **Final action:**
Title: Minutes - March 23, 2016.
Sponsors:
Indexes:
Code sections:
Attachments: [3a BATA Minutes 3.23.16](#)

Date	Ver.	Action By	Action	Result
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Subject:
Minutes - March 23, 2016.
Authority Approval



101 Eighth Street,
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Oakland, CA

Meeting Minutes

Bay Area Toll Authority

Dave Cortese, Chair Jake Mackenzie, Vice Chair

Wednesday, March 23, 2016

9:30 AM

Lawrence D. Dahms Auditorium

1. Roll Call / Confirm Quorum

Present: 16 - Commissioner Bates, Commissioner Campos, Commissioner Glover, Commissioner Tissier, Commissioner Wiener, Commissioner Rein Worth, Commissioner Baker, Chairperson Cortese, Commissioner Haggerty, Commissioner Halsted, Commissioner Kinsey, Vice Chair Mackenzie, Commissioner Pierce, Commissioner Spering, Commissioner Luce and Commissioner Schaaf

Absent: 2 - Commissioner Liccardo and Commissioner Aguirre

Non-Voting Member Present: Commissioner Azumbrado

Non-Voting Members Absent: Commissioner Giacomini and Commissioner Sartipi

2. Pledge of Allegiance

3. Compensation Announcement - Authority Secretary

4. Chair's Report - Cortese

Consent Calendar - Cortese

5. [15-1359](#) Minutes - February 24, 2016.

Action: Commission Approval

Upon the motion by Commissioner Rein Worth and second by Commissioner Tissier the Authority unanimously adopted the Consent Calendar. The motion carried by the following vote:

Aye: 16 - Commissioner Bates, Commissioner Campos, Commissioner Glover, Commissioner Tissier, Commissioner Wiener, Commissioner Rein Worth, Commissioner Baker, Chairperson Cortese, Commissioner Haggerty, Commissioner Halsted, Commissioner Kinsey, Vice Chair Mackenzie, Commissioner Pierce, Commissioner Spering, Commissioner Luce and Commissioner Schaaf

Absent: 2 - Commissioner Liccardo and Commissioner Aguirre

BATA Oversight Committee - Rein Worth

6. [15-1324](#) BATA Resolution No. 115, Revised - Toll Bridge Seismic Program Budget Update and Allocation.

An update to the Toll Bridge Seismic Retrofit Program and request for Authority approval to increase the project budget by \$74.5 million to a total of \$6.5 billion.

Action: Authority Approval

Upon the motion by Commissioner Rein Worth and second by Commissioner Spering, BATA Resolution No. 115, Revised was unanimously adopted. The motion carried by the following vote.

Aye: 16 - Commissioner Bates, Commissioner Campos, Commissioner Glover, Commissioner Tissier, Commissioner Wiener, Commissioner Rein Worth, Commissioner Baker, Chairperson Cortese, Commissioner Haggerty, Commissioner Halsted, Commissioner Kinsey, Vice Chair Mackenzie, Commissioner Pierce, Commissioner Spering, Commissioner Luce and Commissioner Schaaf

Absent: 2 - Commissioner Liccardo and Commissioner Aguirre

7. Other Business / Public Comment

There was no other business or public comment.

8. Adjournment / Next Meeting

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Metropolitan Transportation Commission

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Legislation Details (With Text)

File #: 15-1405 **Version:** 1 **Name:**
Type: Resolution **Status:** Consent
File created: 3/11/2016 **In control:** Bay Area Toll Authority Oversight Committee
On agenda: 4/13/2016 **Final action:**
Title: BATA Resolution No. 119, Right of Way Certification Authority for BATA Projects.
Sponsors:
Indexes:
Code sections:
Attachments: [3b BATA Reso-119-RWCertification](#)
[4c BATA Reso-119-RWCertification.docx.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2016	1	Bay Area Toll Authority Oversight Committee		

Subject:
BATA Resolution No. 119, Right of Way Certification Authority for BATA Projects.

Presenter:
Chris Lillie

Recommended Action:
Authority Approval



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Memorandum

TO: BATA Oversight Committee

DATE: April 6, 2016

FR: Executive Director

W. I. 1251

RE: BATA Resolution No. 119, Right of Way Certification Authority for BATA Projects

BATA Resolution No. 119 would authorize BATA's Executive Director or his designee to execute California Department of Transportation (Caltrans) right of way certifications required for capital improvement projects being sponsored and implemented by BATA within the State Highway System.


Background

Caltrans requires local agencies completing highway improvements inside state owned right-of-way to complete a Caltrans right of way certification. Each project must have its own certification in order for Caltrans to issue an encroachment permit to BATA to construct the improvements.

BATA Resolution No. 119 allows for the completion of right of way certifications required for BATA capital improvement projects on the seven state-owned toll bridges and toll bridge approaches. This certification confirms to Caltrans that the planned improvements are within state right-of-way, publically owned right-of-way or that BATA has obtained all of the required property rights necessary to complete the highway improvements. Caltrans requires that each local agency assign a designated employee within the local agency to execute the certification.

Recommendation

Staff recommends that this Committee refer BATA Resolution No. 119, which would delegate the authority to execute Right of Way Certifications to the BATA Executive Director or his designee, to the Authority for approval.



Steve Heminger

SH:CL
Attachment

Date: April 27, 2016
Referred by: BATA Oversight

ABSTRACT

BATA Resolution No. 119

This resolution authorizes the Bay Area Toll Authority (BATA) Executive Director, or designee, to execute Right of Way Certifications for BATA Projects on the State Highway System.

Further discussion of this resolution is contained in the Executive Director's Memorandum to the BATA Oversight Committee dated April 6, 2016.

Date: April 27, 2016
Referred by: BATA Oversight

BAY AREA TOLL AUTHORITY
RESOLUTION NO. 119

WHEREAS, Streets and Highways Code Sections § 30950 et seq. created the Bay Area Toll Authority (“BATA”); and

WHEREAS, Streets and Highways Code § 30950 et seq. transfers to BATA certain duties and responsibilities of the California Transportation Commission (“CTC”) and California Department of Transportation (“Caltrans”) for the toll bridges owned and operated by Caltrans in the San Francisco Bay Area; and

WHEREAS, in accordance with Streets and Highways Code §§ 30950.2 and 30886, BATA is responsible for the administration of all toll revenues from state-owned toll bridges within the jurisdiction of the Metropolitan Transportation Commission (“MTC”); and

WHEREAS, Bay Area bridges are defined in Streets and Highways Code § 30910 to include the Antioch, Benicia-Martinez, Carquinez, Richmond-San Rafael, San Francisco-Oakland, San Mateo-Hayward, and Dumbarton Bridges, and

WHEREAS, BATA undertakes capital and operational projects within the State Highway System; and

WHEREAS, with regard to such projects, Caltrans requires, as part of the project approval process, the execution of Caltrans’ Right of Way Certifications by a local agency prior to issuing Caltrans Encroachment Permits; and

WHEREAS, Caltrans further requires the Right of Way Certifications be submitted with a resolution by the governing body that formally delegates the authority to execute the document to a designated employee; now, therefore, be it

RESOLVED, that the BATA Executive Director, or his designee, is hereby authorized to execute all Right of Way Certifications on behalf of the Bay Area Toll Authority as required for projects to be constructed within the State Highway System.

BAY AREA TOLL AUTHORITY

Dave Cortese, Chair

The above resolution was entered into by the Bay Area Toll Authority at a regular meeting of BATA held in San Jose, California, on April 27, 2016.



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Memorandum

TO: BATA Oversight Committee

DATE: April 6, 2016

FR: Executive Director

W. I. 1251

RE: BATA Resolution No. 119, Right of Way Certification Authority for BATA Projects

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Recommendation

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Steve Heminger

SH:CL
Attachment

Date: April 27, 2016
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Date: April 27, 2016
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BAY AREA TOLL AUTHORITY

Dave Cortese, Chair

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Metropolitan Transportation Commission

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Legislation Details (With Text)

File #: 15-1492 **Version:** 1 **Name:**
Type: Report **Status:** Authority Approval
File created: 4/4/2016 **In control:** Bay Area Toll Authority Oversight Committee
On agenda: 4/13/2016 **Final action:**
Title: Direct Investment in \$100 million San Francisco Certificates of Participation.

Purchase as an investment up to \$100 million in Certificates of Participation (COP) to be issued by the City and County of San Francisco. The COPs, which will have a maturity of five years with an option to renew for five more, will be issued to provide interim financing to the Transbay Joint Powers Authority (TJPA) Phase 1 Transbay Terminal Project.

Sponsors:

Indexes:

Code sections:

Attachments: [4 DirectInvestment TJPA](#)
[5b DirectInvestment TJPA.pdf](#)
[5b City and County of San Francisco HANDOUT.pdf](#)

Date	Ver.	Action By	Action	Result
4/13/2016	1	Bay Area Toll Authority Oversight Committee		

Subject:

Direct Investment in \$100 million San Francisco Certificates of Participation

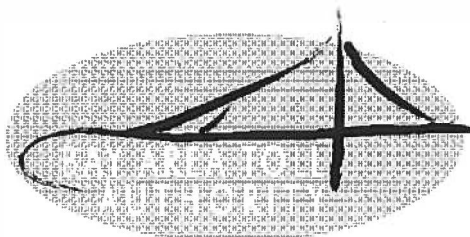
Purchase as an investment up to \$100 million in Certificates of Participation (COP) to be issued by the City and County of San Francisco. The COPs, which will have a maturity of five years with an option to renew for five more, will be issued to provide interim financing to the Transbay Joint Powers Authority (TJPA) Phase 1 Transbay Terminal Project.

Presenter:

Brian Mayhew

Recommended Action:

Authority Approval



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Memorandum

TO: BATA Oversight Committee

DATE: April 6, 2016

FR: Executive Director

W. I. 1254

RE: Direct Investment in \$100 million San Francisco Certificates of Participation

Staff is requesting authority to purchase as an investment up to \$100 million in Certificates of Participation (COP) to be issued by the City and County of San Francisco. The COPs, which will have a maturity of five years with an option to renew for five more, will be issued to provide interim financing to the Transbay Joint Powers Authority (TJPA) Phase 1 Transbay Terminal Project (Transbay Project). Total size of the financing is \$260 million with Wells Fargo Bank underwriting the remaining \$160 million. The COP issuance as well as annual payments are the responsibility of the City and County of San Francisco and a pledge of the City's General Fund, not the TJPA.

Background

The Transbay Terminal was once the western train terminus of the San Francisco-Oakland Bay Bridge and as such considered part of the Bay Bridge. Replacement of the original terminal is considered an important regional project and as such MTC and BATA have made significant contributions to the new Transbay Terminal project. To date MTC and BATA have committed just over \$350 million to the project, including:

	<u>Budget (\$m)</u>	<u>Balance (\$m)</u>
RM1	\$ 54	\$ 0
AB 1171	150	13
RM2	150	0
	<u>\$ 354</u>	<u>\$ 13</u>

In addition, BATA contributes over \$3.6 million per year for maintenance of the facility. These funds are currently spent to maintain the Temporary Transbay Terminal located a block away from our new Beale Street headquarters. MTC and BATA have made a significant investment in the project and we have a substantial interest in its successful completion.

The Transbay Project has suffered repeated project delays and cost increases. The authorized Phase 1 program budget has increased over 43% since the 2010 estimate:

2010	\$1.6 billion
2013	\$1.9 billion
2015	\$2.3 billion

At the current budget estimate of \$2.3 billion, the project has both a funding and cash-flow problem. In addition the project has very little remaining of the uncommitted project contingency (\$16 million). An evaluation conducted by MTC indicated the need for the revised 2015 budget estimate including an increase of \$100 million to the project contingency. With the new estimate the Transbay Project has a Phase 1 funding shortfall of approximately \$360 million.

Financial Analysis

Financial analyses conducted by the TJPA and the City and County of San Francisco concluded that the Transbay Project will eventually have adequate revenue sources to complete the \$2.3 billion Phase 1 construction, but not nearly in time to accommodate the current construction forecast of completion in 2018.

The final funding of the Transbay Project will depend on long term financing secured by a combination of Community Facilities District (CFD) and Property Tax Increment (TI) revenue. The speed that the revenue stream grows is dependent on the pace of commercial development. Thus, an economic downturn would delay the generation of these development-based revenue streams.

The City and County of San Francisco has devised a mechanism to provide the “bridge” financing necessary to cover the project budget and cash-flow shortage. The financing plan has three parts:

1. \$100 million financing secured by current CFD revenue
2. Interim financing consisting of \$260 million COP
 - a. \$160 million privately placed to Wells Fargo Bank
 - b. \$100 million directly purchased by BATA
3. Long term financing will replace the interim COPs when revenue is adequate

San Francisco will need a combined annual revenue stream of approximately \$20 million to complete the long-term financing plan. We have reviewed the engineering and consulting reports prepared for TJPA which indicate the revenue stream could be adequate in approximately FY 2019. Slowing the development growth assumption by 25% pushes the point of revenue adequacy to FY 2021. Both are within the first five year term of the interim financing.

Our receipt of COP payments is not and will not be dependent on San Francisco receiving any income from Transbay-related revenue sources. While the City and County of San Francisco will likely utilize any available CFD or TI revenue to cover the interim variable rate COP payments, San Francisco has an obligation to budget and pay the COP payments from any available General Fund resource.

Terms

BATA has been asked to participate in the interim financing by making a direct purchase of part of the COPs issued. Wells Fargo Bank will purchase \$160 million while BATA will purchase the remaining \$100 million. Terms are as follows:

- Principal - \$100 million
- Floating Rate - .61% (61 bps) + 1 month LIBOR (1.03%)
- CAP - None
- Term - 5 years / pre-payable at any time
- Options
 - Purchase at end of term
 - Renew for up to 5 years subject to new rates/terms
 - Term-out – Amortize over 5 years rate escalates up to 7%
- Security
 - Covenant by San Francisco to budget COP payment
 - Land held by trustee
- Priority
 - Subordinate to Wells Fargo payments

The terms differ from the Wells Fargo component in two areas: BATA has agreed to a 5-year initial term while Wells Fargo has three, and BATA has agreed to accept a subordinate payment position and let Wells Fargo be paid as the first priority. BATA will receive a 5 bps (.05%) premium for these accommodations.

BATA will purchase the COPs directly from San Francisco as an investment. This transaction is similar to the \$194 million direct investment transaction with the State of California authorized by the board in 2009. In that transaction the State utilized the funds to fill a funding gap on local Proposition 1B highway projects created when Caltrans lost access to the internal state funding pool. As was the case with the State, our purchase of the San Francisco COP will be for investment purposes only and will be fully compliant with State Investment Code and our MTC investment policy.

Risks

All investments have some level of inherent risk and the COP will not be different. In addition to credit risk there is also the issue of project costs and completion.

- Credit risk – The City and County of San Francisco is a natural AA credit and there has never been a default on a AA bond.
- Payment risk – San Francisco will covenant to include the COP payments in the annual budget.
- Security risk – COP payments are a General Fund pledge by the City and County of San Francisco regardless of the level of project-based revenue. San Francisco takes all the risk for the amount and timing of CFD and TI revenue.
- Renewal Risk – The COP has a five year term although San Francisco can retire the obligation at any time. At the five year point San Francisco has the option to negotiate a new five year term or the COP converts to “term out” status and amortizes over five years at interest rates that can increase up to 7%.
- Construction Costs – Future cost increases beyond the current \$2.3 billion Phase 1 estimate are certainly possible. To mitigate that risk, a condition of this transaction is


that a cost control committee will be established, to be comprised of the San Francisco Controller, BATA/MTC and the TJPA. Its oversight duties would be similar to those performed by the Toll Bridge Program Oversight Committee for the seismic retrofit program.

- Phase 2 – This transaction captures future development revenue to finish Phase 1 of the Transbay Project that was originally reserved for construction of the Phase 2 DTX rail extension. While this clearly steepens the challenges to fully fund the \$4 billion cost of Phase 2, it is nonetheless necessary to finish Phase 1 before we proceed to the second phase of work.

As an investment, BATA has the available liquidity to hold this investment to maturity without operational or project impact.

Recommendation

Staff requests authorization to proceed with the purchase of up to \$100 million of the San Francisco COP consistent with the terms and conditions described in this memorandum. We expect the COP to be sold and the transaction to be closed by June 2016.



Steve Heminger

SH:BM

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City and County of San Francisco

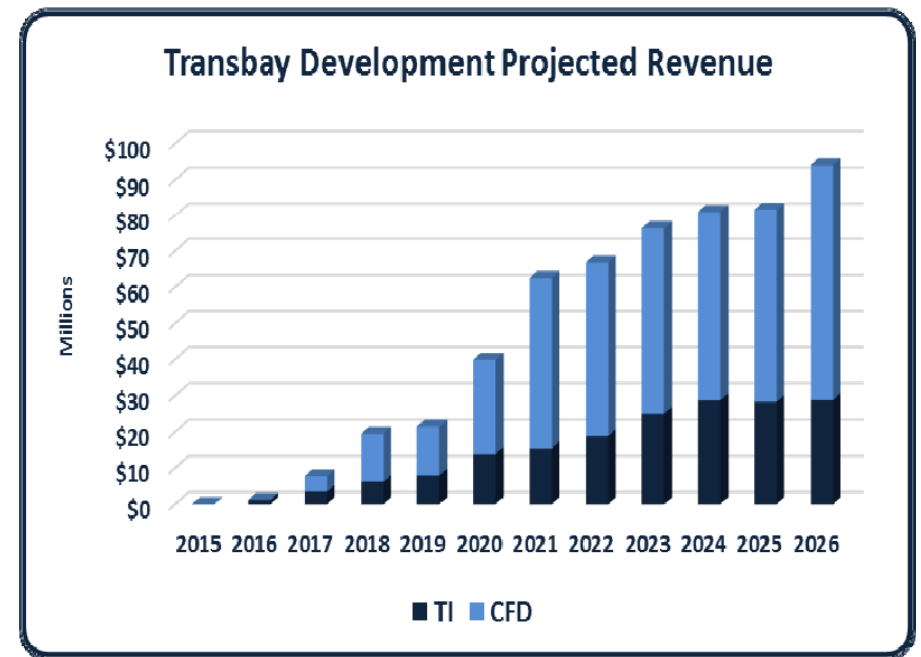
\$100 million Direct Investment COP Purchase

Background

- **BATA/MTC have committed over \$350 million to the Transbay Terminal replacement project**
 - RM1 \$54 million
 - AB 1171 \$150 million
 - RM2 \$150 million
- **Unfortunately the project has suffered a series of cost increases and delays with a resulting budget increase of 43% since 2010**
 - 2010 budget \$1.6 billion
 - 2013 budget \$1.9 billion
 - 2016 cost \$2.3 billion
- **The increase has created a serious budget and cash flow shortfall of \$360 million**
- **Funding gap net of final property sale is approximately \$250 million**

Financial Analysis

- The TJPA plan has been to utilize a Community Facilities District (CFD) “special tax” and tax increment revenue from the Transbay District
- Annual revenue levels need to reach \$20+ million
- Insufficient CFD special tax revenue for TJPA to close funding gap
- The City of San Francisco has developed a mechanism to “bridge” the gap



Bridge Financing

- **City of San Francisco interim financing plan**
 1. \$260 million interim short term financing
 - \$160 million privately sold to Wells Fargo Bank
 - \$100 million directly purchased by BATA
 2. Long term financing take out of interim financing
- **Transaction is similar to the \$194 million direct investment with the State of California**

Terms of BATA Transaction

- **Proposed terms**

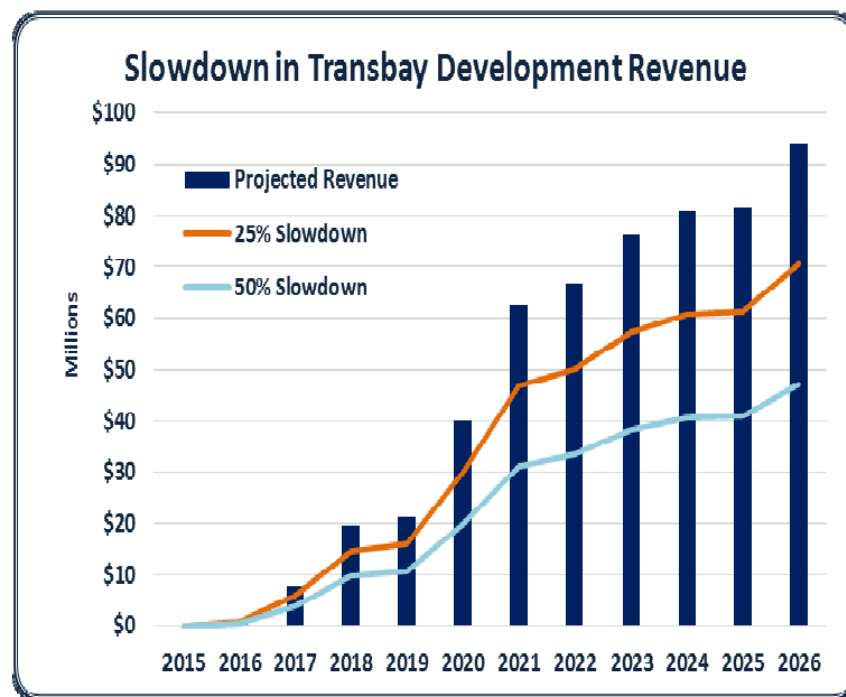
- Principal \$100 million
- Floating Rate Index .61% + 1 month LIBOR (1.05%)
- Rate Cap NONE
- Term 5 years initial
- Options Prepay at any time
5 year renewal option
“Term out” – over five years rate up to 6%
- Security Covenant by City of San Francisco to budget payments in General Fund
Leased land held by trustee
- Priority BATA payments subordinate to Wells Fargo payments

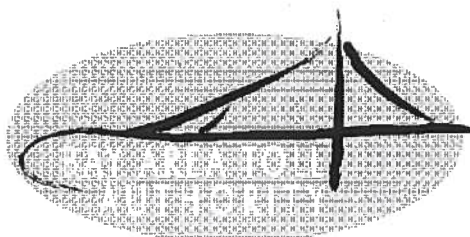
- **BATA receives a .05% premium over Wells Fargo Bank for agreeing to five year term and subordinating payments**

Risks

- **Bata will purchase the COP as a direct investment but all investments have risk, including**

- Credit – San Francisco is a natural “AA” credit
- Payment - San Francisco covenants to budget payments annually
- Security - Payments are a General Fund pledge
San Francisco takes all risk of project based revenue delay
- Renewal San Francisco may pay off any time
Renew for five
Amortize payment over five years
up to 6% rate
- Costs Not a project financing
Committee established to oversee construction costs and changes





Agenda Item 5b

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TO: BATA Oversight Committee

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	<u>\$ 354</u>	<u>\$ 13</u>

In addition, BATA contributes over \$3.6 million per year for maintenance of the facility. These funds are currently spent to maintain the Temporary Transbay Terminal located a block away from our new Beale Street headquarters. MTC and BATA have made a significant investment in the project and we have a substantial interest in its successful completion.

The Transbay Project has suffered repeated project delays and cost increases. The authorized Phase 1 program budget has increased over 43% since the 2010 estimate:

2010	\$1.6 billion
2013	\$1.9 billion
2015	\$2.3 billion

At the current budget estimate of \$2.3 billion, the project has both a funding and cash-flow problem. In addition the project has very little remaining of the uncommitted project contingency (\$16 million). An evaluation conducted by MTC indicated the need for the revised 2015 budget estimate including an increase of \$100 million to the project contingency. With the new estimate the Transbay Project has a Phase 1 funding shortfall of approximately \$360 million.

Financial Analysis

Financial analyses conducted by the TJPA and the City and County of San Francisco concluded that the Transbay Project will eventually have adequate revenue sources to complete the \$2.3 billion Phase 1 construction, but not nearly in time to accommodate the current construction forecast of completion in 2018.

The final funding of the Transbay Project will depend on long term financing secured by a combination of Community Facilities District (CFD) and Property Tax Increment (TI) revenue. The speed that the revenue stream grows is dependent on the pace of commercial development. Thus, an economic downturn would delay the generation of these development-based revenue streams.

The City and County of San Francisco has devised a mechanism to provide the “bridge” financing necessary to cover the project budget and cash-flow shortage. The financing plan has three parts:

1. \$100 million financing secured by current CFD revenue
2. Interim financing consisting of \$260 million COP
 - a. \$160 million privately placed to Wells Fargo Bank
 - b. \$100 million directly purchased by BATA
3. Long term financing will replace the interim COPs when revenue is adequate

San Francisco will need a combined annual revenue stream of approximately \$20 million to complete the long-term financing plan. We have reviewed the engineering and consulting reports prepared for TJPA which indicate the revenue stream could be adequate in approximately FY 2019. Slowing the development growth assumption by 25% pushes the point of revenue adequacy to FY 2021. Both are within the first five year term of the interim financing.

Our receipt of COP payments is not and will not be dependent on San Francisco receiving any income from Transbay-related revenue sources. While the City and County of San Francisco will likely utilize any available CFD or TI revenue to cover the interim variable rate COP payments, San Francisco has an obligation to budget and pay the COP payments from any available General Fund resource.

Terms

BATA has been asked to participate in the interim financing by making a direct purchase of part of the COPs issued. Wells Fargo Bank will purchase \$160 million while BATA will purchase the remaining \$100 million. Terms are as follows:

- Principal - \$100 million
- Floating Rate - .61% (61 bps) + 1 month LIBOR (1.03%)
- CAP - None
- Term - 5 years / pre-payable at any time
- Options
 - Purchase at end of term
 - Renew for up to 5 years subject to new rates/terms
 - Term-out – Amortize over 5 years rate escalates up to 7%
- Security
 - Covenant by San Francisco to budget COP payment
 - Land held by trustee
- Priority
 - Subordinate to Wells Fargo payments

The terms differ from the Wells Fargo component in two areas: BATA has agreed to a 5-year initial term while Wells Fargo has three, and BATA has agreed to accept a subordinate payment position and let Wells Fargo be paid as the first priority. BATA will receive a 5 bps (.05%) premium for these accommodations.

BATA will purchase the COPs directly from San Francisco as an investment. This transaction is similar to the \$194 million direct investment transaction with the State of California authorized by the board in 2009. In that transaction the State utilized the funds to fill a funding gap on local Proposition 1B highway projects created when Caltrans lost access to the internal state funding pool. As was the case with the State, our purchase of the San Francisco COP will be for investment purposes only and will be fully compliant with State Investment Code and our MTC investment policy.

Risks

All investments have some level of inherent risk and the COP will not be different. In addition to credit risk there is also the issue of project costs and completion.

- Credit risk – The City and County of San Francisco is a natural AA credit and there has never been a default on a AA bond.
- Payment risk – San Francisco will covenant to include the COP payments in the annual budget.
- Security risk – COP payments are a General Fund pledge by the City and County of San Francisco regardless of the level of project-based revenue. San Francisco takes all the risk for the amount and timing of CFD and TI revenue.
- Renewal Risk – The COP has a five year term although San Francisco can retire the obligation at any time. At the five year point San Francisco has the option to negotiate a new five year term or the COP converts to “term out” status and amortizes over five years at interest rates that can increase up to 7%.
- Construction Costs – Future cost increases beyond the current \$2.3 billion Phase 1 estimate are certainly possible. To mitigate that risk, a condition of this transaction is


that a cost control committee will be established, to be comprised of the San Francisco Controller, BATA/MTC and the TJPA. Its oversight duties would be similar to those performed by the Toll Bridge Program Oversight Committee for the seismic retrofit program.

- Phase 2 – This transaction captures future development revenue to finish Phase 1 of the Transbay Project that was originally reserved for construction of the Phase 2 DTX rail extension. While this clearly steepens the challenges to fully fund the \$4 billion cost of Phase 2, it is nonetheless necessary to finish Phase 1 before we proceed to the second phase of work.

As an investment, BATA has the available liquidity to hold this investment to maturity without operational or project impact.

Recommendation

Staff requests authorization to proceed with the purchase of up to \$100 million of the San Francisco COP consistent with the terms and conditions described in this memorandum. We expect the COP to be sold and the transaction to be closed by June 2016.



Steve Heminger

SH:BM

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City and County of San Francisco

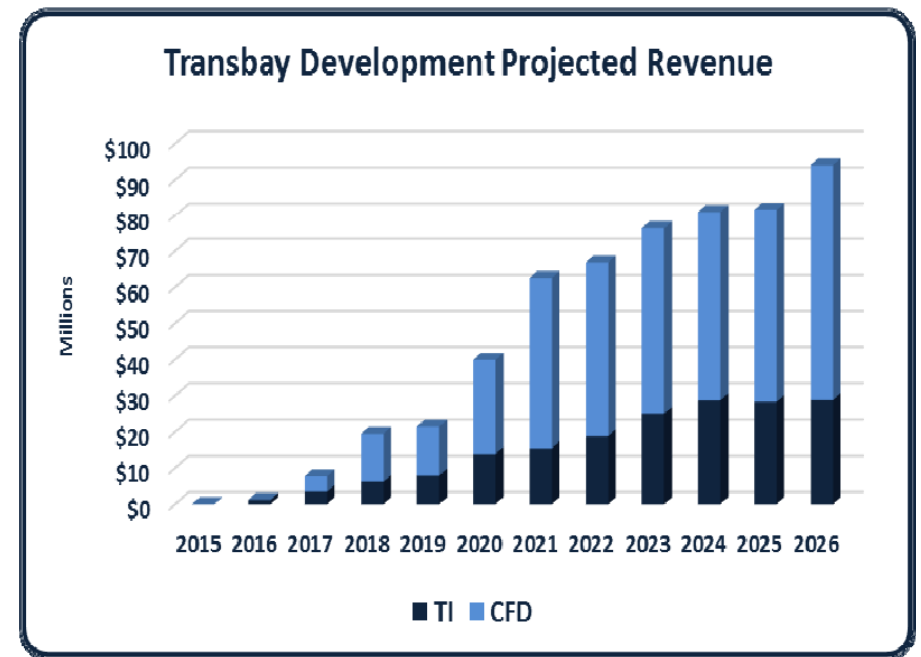
\$100 million Direct Investment COP Purchase

Background

- **BATA/MTC have committed over \$350 million to the Transbay Terminal replacement project**
 - RM1 \$54 million
 - AB 1171 \$150 million
 - RM2 \$150 million
- **Unfortunately the project has suffered a series of cost increases and delays with a resulting budget increase of 43% since 2010**
 - 2010 budget \$1.6 billion
 - 2013 budget \$1.9 billion
 - 2016 cost \$2.3 billion
- **The increase has created a serious budget and cash flow shortfall of \$360 million**
- **Funding gap net of final property sale is approximately \$250 million**

Financial Analysis

- The TJPA plan has been to utilize a Community Facilities District (CFD) “special tax” and tax increment revenue from the Transbay District
- Annual revenue levels need to reach \$20+ million
- Insufficient CFD special tax revenue for TJPA to close funding gap
- The City of San Francisco has developed a mechanism to “bridge” the gap



Bridge Financing

- **City of San Francisco interim financing plan**
 1. \$260 million interim short term financing
 - \$160 million privately sold to Wells Fargo Bank
 - \$100 million directly purchased by BATA
 2. Long term financing take out of interim financing
- **Transaction is similar to the \$194 million direct investment with the State of California**

Terms of BATA Transaction

- **Proposed terms**

- Principal \$100 million
- Floating Rate Index .61% + 1 month LIBOR (1.05%)
- Rate Cap NONE
- Term 5 years initial
- Options Prepay at any time
5 year renewal option
“Term out” – over five years rate up to 6%
- Security Covenant by City of San Francisco to budget payments in General Fund
Leased land held by trustee
- Priority BATA payments subordinate to Wells Fargo payments

- **BATA receives a .05% premium over Wells Fargo Bank for agreeing to five year term and subordinating payments**

Risks

- **Bata will purchase the COP as a direct investment but all investments have risk, including**

- Credit – San Francisco is a natural “AA” credit
- Payment - San Francisco covenants to budget payments annually
- Security - Payments are a General Fund pledge
San Francisco takes all risk of project based revenue delay
- Renewal San Francisco may pay off any time
Renew for five
Amortize payment over five years
up to 6% rate
- Costs Not a project financing
Committee established to oversee construction costs and changes

