



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

## Meeting Agenda

### Bay Area Toll Authority Oversight Committee

#### *Committee Members:*

*Amy R. Worth, Chair    Warren Slocum, Vice Chair*

*Jeannie Bruins, Carol Dutra-Vernaci, Federal D. Glover,  
Nick Josefowitz, Jane Kim, Alfredo Pedroza, Libby Schaaf  
Non-Voting Member: Bijan Sartipi*

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Wednesday, December 13, 2017

9:40 AM

Board Room - 1st Floor

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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 9:40 a.m. or immediately following the 9:35 a.m. Programming and Allocations Committee meeting.

#### 1. Roll Call / Confirm Quorum

*Quorum: A quorum of this committee shall be a majority of its regular non-ex-officio voting members (5).*

#### 2. Consent Calendar

- 2a. [17-3022](#) Minutes of the November 8, 2017 meeting
- Action: Committee Approval
- Attachments: [2a 11-08-2017 BATA O Draft Minutes.pdf](#)
- 2b. [17-3023](#) BATA Financial Statements for October 2017
- Action: Information
- Presenter: Eva Sun
- Attachments: [2b Oct'2017 Financial Statements.pdf](#)
- 2c. [17-3024](#) Contract - FasTrak® Customer Information Services: OneWorld Communications, Inc. (\$500,000)
- Action: Committee Approval
- Presenter: Sylvia Cox
- Attachments: [2c Contract OneWorld.pdf](#)

- 2d. [17-3026](#) Consultant Panel - On-Call Construction Management and Design Services: AECOM Technical Services, Inc., Arup North America, Ltd., BKF Engineers, Ghirardelli Associates, Inc., HDR Engineering, Inc., HNTB Corporation, Hill International, Inc., Jacobs Engineering Group, Inc., Kimley-Horn and Associates, Inc., S & C Engineers, Inc., T. Y. Lin International, WMH Corporation, Inc., WSP USA Inc, and Zoon Engineering, Inc.

**Action:** Committee Approval

**Presenter:** Stephen Baker

**Attachments:** [2d On Call Consultant Panel Corrected.pdf](#)

- 2e. [17-3027](#) BATA Financing Update 2017 - BATA Resolution No. 120 Results

**Action:** Information

**Presenter:** Brian Mayhew

**Attachments:** [2e BATA Fin Update Reso-120 Results.pdf](#)

### 3. Approval

- 3a. [17-3059](#) Funding Agreement - Yerba Buena Island Southgate Road Realignment Project: San Francisco County Transportation Authority (\$2,200,000)

A request for authorization to enter into a funding agreement with the San Francisco County Transportation Authority to advertise, award, and administer the construction of the Yerba Buena Island Southgate Road Realignment Project.

**Action:** Committee Approval

**Presenter:** Peter Lee

**Attachments:** [3a FundingAgreement\\_SFCTA.pdf](#)

- 3b. [17-2945](#) Closed Session - CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION

The Commission will meet in closed session pursuant to Government Code Section 54956.9(a) and paragraph (1) of subdivision (d) of Government Code Section 54956.9 to confer with counsel regarding Michael Salianni, et al., v. BATA, et al., San Francisco Superior Court Case No. CGC-14-540384; Pamela Moore, et al. v. BATA, et al., San Francisco Superior Court Case No. CGC-15-549048; and Kristen Freeland and Michael Jefferson, et al., v. BATA, et al., San Francisco Superior Court Case No. CGC-16-550947.

3c. [17-2946](#) Open Session

Action: Authority Approval

**4. Public Comment / Other Business**

**5. Adjournment / Next Meeting**

The next meeting of the Bay Area Toll Authority Oversight Committee will be held on January 10, 2018 at 9:30 a.m. at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA.

**Public Comment:** The public is encouraged to comment on agenda items at Committee meetings by completing a request-to-speak card (available from staff) and passing it to the Committee 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 Committee 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:** Committee 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.

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Attachments are sent to Committee 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 Committee. Actions recommended by staff are subject to change by the Committee.

MTC's Chair and Vice-Chair are ex-officio voting members of all standing Committees.



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-3022      **Version:** 1      **Name:**

**Type:** Minutes      **Status:** Consent

**File created:** 11/9/2017      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 12/13/2017      **Final action:**

**Title:** Minutes of the November 8, 2017 meeting

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [2a\\_11-08-2017\\_BATA\\_O\\_Draft\\_Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
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**Subject:**  
Minutes of the November 8, 2017 meeting

**Recommended Action:**  
Committee Approval



# Metropolitan Transportation Commission Meeting Minutes

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

## Bay Area Toll Authority Oversight Committee

### *Committee Members:*

*Amy R. Worth, Chair    Warren Slocum, Vice Chair*

*Jeannie Bruins, Carol Dutra-Vernaci, Federal D. Glover,  
Nick Josefowitz, Jane Kim, Alfredo Pedroza, Libby Schaaf  
Non-Voting Member: Bijan Sartipi*

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Wednesday, November 8, 2017

9:30 AM

Board Room - 1st Floor

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### Call Meeting to Order

#### 1. Roll Call / Confirm Quorum

**Present:** 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Kim, Commissioner Schaaf, and Commissioner Worth

**Absent:** 2 - Commissioner Pedroza, and Commissioner Slocum

Non-Voting Member Absent: Commissioner Sartipi

Ex Officio Voting Members Present: Commission Vice Chair Haggerty

Ad Hoc Non-Voting Members Present: Commissioner Cortese, Commissioner Giacopini, Commissioner Pierce, and Commissioner Sprong

#### 2. Pledge of Allegiance

#### 3. Compensation Announcement (Committee Secretary)

#### 4. Consent Calendar

Approval of the Consent Calendar

**Upon the motion by Commissioner Bruins and the second by Commissioner Glover, the Consent Calendar was unanimously approved by the following vote:**

**Aye:** 6 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Schaaf and Commissioner Worth

**Absent:** 3 - Commissioner Kim, Commissioner Pedroza and Commissioner Slocum

**4a.**     [17-2941](#)     Minutes of the October 11, 2017 meeting

**Action:**    Committee Approval

- 4b.**     [17-2942](#)     BATA Financial Statements for September 2017

**Action:** Information

**Presenter:** Eva Sun

**5. Information**

- 5a.**     [17-2916](#)     Regional Measure 3 Next Steps

Overview of next steps for placement of RM 3 on the ballot, including key items that will be included in the enabling resolution.

**Action:** Information

**Presenter:** Randy Rentschler

Emily Loper, Bay Area Council, was called to speak.

**6. Public Comment / Other Business**

Aleta Dupree was called to speak.

**7. Adjournment / Next Meeting**

**The next meeting of the Bay Area Toll Authority Oversight Committee will be held on December 13, 2017 at 9:30 a.m. at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA.**



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-3023      **Version:** 1      **Name:**  
**Type:** Report      **Status:** Consent  
**File created:** 11/9/2017      **In control:** Bay Area Toll Authority Oversight Committee  
**On agenda:** 12/13/2017      **Final action:**  
**Title:** BATA Financial Statements for October 2017  
**Sponsors:**  
**Indexes:**  
**Code sections:**  
**Attachments:** [2b\\_Oct'2017\\_Financial\\_Statements.pdf](#)

Date	Ver.	Action By	Action	Result
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**Subject:**  
BATA Financial Statements for October 2017

**Presenter:**  
Eva Sun

**Recommended Action:**  
Information





BAY AREA TOLL AUTHORITY  
Bay Area Metro Center  
375 Beale Street  
San Francisco, CA 94105  
TEL 415.778.6700  
WEB [www.mtc.ca.gov](http://www.mtc.ca.gov)

## ***Memorandum***

TO: BATA Oversight Committee

DATE: December 6, 2017

FR: Executive Director

W. I. 1254

RE: BATA Financial Statements for October 2017


Attached are the BATA financial statements for the four month period ending October 2017 (33% of the budget year). Major highlights of the four month statement include:

- (1) **Revenues:** Total toll bridge revenue generated for the first four months is \$250 million, which is slightly higher than budgeted and makes up 86% of total revenue. Interest revenue continues trending higher than the budget at 82% due to higher interest rates and more available cash. Violation revenues is another area where actual is exceeding the budget. Year to Date (YTD) violation revenues total \$7.9 million, which is 79% of its budget. Newer technologies and better camera equipment are some of the factors that contribute to the increase in violation recovery.

The YTD Build America Bonds subsidy payments from the U.S. Government remained at \$17.8 million at the end of October and the next subsidy payment is expected in early 2018. Overall revenue is slightly higher at 35% with 33% of the budget year expired.

- (2) **Expenses:** Expenditures have increased by \$129 million in October from \$40 million at the end of the first quarter to \$169 million. The surge is the result of the debt service payments made during the month and the posting of the financing cost for the new refunding bonds issued in August. YTD debt service cost is \$113 million while financing cost is at \$13 million. The two make up 75% of total expenses.
- (3) **Transfers to MTC and SAFE:** The budgeted annual 1% administration fee for MTC and operating contribution to SAFE were transferred at the beginning of the new fiscal year. Total amount transferred for the 1% admin fee was \$7.5 million while the contribution to SAFE was \$200,000 for FY 2017-18.
- (4) **Contract carryover encumbrances:** Funds totaling \$1.5 million from FY 2016-17 were added to the budget as prior year contract carryover encumbrances.
- (5) **FasTrak®** usage is at 69% of total paid traffic for the first four months of the fiscal year.

If you have any questions about this report, please contact Brian Mayhew at (415) 778-6730.



Steve Heminger

SH:bm  
Attachment

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**BATA Operating Budget**

**As of October 2017**

	<b>FY 2017-18 Budget</b>	<b>Actual YTD</b>	<b>Current Budget Balance</b>	<b>% of Budget (col 2/1)</b>	<b>year Expired</b>	<b>Encumbrances</b>
<b>REVENUE:</b>						
1. RM 1 Toll Revenues	597,732,225	205,495,911	392,236,314	34.4%	33.3%	-
2. RM 2 Toll Revenues	129,692,875	44,550,696	85,142,179	34.4%	33.3%	-
3. Toll Violation Revenues	10,000,000	7,935,571	2,064,429	79.4%	33.3%	-
4. Other Revenue	-	2,501,153	(2,501,153)	N/A	33.3%	-
5. Interest Income	12,000,000	9,801,618	2,198,382	81.7%	33.3%	-
6. GGB&HTD Fastrak Reimbursement	6,733,000	775,853	5,957,147	11.5%	33.3%	-
7. SFO Fastrak Reimbursement	463,000	69,508	393,492	15.0%	33.3%	-
8. Alameda CMA Reimbursement	2,220,000	492,932	1,727,068	22.2%	33.3%	-
9. VTA 237 Express Lane Reimb.	135,000	30,522	104,478	22.6%	33.3%	-
10. Rebate for Build America Bonds	71,278,791	17,819,698	53,459,093	25.0%	33.3%	-
<b>Total Revenue</b>	<b>830,254,891</b>	<b>289,473,462</b>	<b>540,781,429</b>	<b>34.9%</b>	<b>33.3%</b>	<b>-</b>
<b>EXPENSE:</b>						
<b>Caltrans Operations and Maintenance:</b>						
1. Toll Collection & Operations Services	23,600,000	7,555,805	16,044,195	32.0%	33.3%	-
2. Toll & Bridge Facility Maint	5,300,000	2,406,736	2,893,264	45.4%	33.3%	-
<b>Caltrans O &amp; M Subtotal</b>	<b>28,900,000</b>	<b>9,962,541</b>	<b>18,937,459</b>	<b>34.5%</b>	<b>33.3%</b>	<b>-</b>
<b>Fastrak Operations and Maintenance:</b>						
3. RCSC Operations	24,700,000	4,215,975	20,484,025	17.1%	33.3%	18,586,974
4. ATCAS Maintenance, IT equip	5,362,576	317,283	5,045,293	5.9%	33.3%	4,350,843
5. Banking Costs	13,900,000	2,288,071	11,611,929	16.5%	33.3%	11,611,929
6. Collection Exp./DMV Exp.	3,700,000	691,966	3,008,034	18.7%	33.3%	1,333,850
<b>BATA O &amp; M Subtotal</b>	<b>47,662,576</b>	<b>7,513,295</b>	<b>40,149,281</b>	<b>15.8%</b>	<b>33.3%</b>	<b>35,883,596</b>
<b>BATA Toll Bridge Administration:</b>						
7. Staff Costs - Salaries, Benefits & Temps	10,404,969	2,933,521	7,471,448	28.2%	33.3%	-
8. Travel, Printing, Memberships & Other	511,913	56,994	454,919	11.1%	33.3%	9,065
9. RM 1/RM2 Audit/Accounting/Other	2,897,895	325,276	2,572,619	11.2%	33.3%	638,675
10. Misc. Toll Admin Operating Expenses	1,150,000	460,342	689,658	40.0%	33.3%	-
11. Professional Fees	1,495,000	203,928	1,291,072	13.6%	33.3%	432,843
12. Other	750,000	5,292	744,708	0.7%	33.3%	79,709
<b>Toll Bridge Admin Subtotal</b>	<b>17,209,777</b>	<b>3,985,353</b>	<b>13,224,424</b>	<b>23.2%</b>	<b>33.3%</b>	<b>1,160,292</b>
<b>Other/Transfers:</b>						
13. Transfers to MTC 1% Admin	7,494,251	7,494,251	-	100.0%	33.3%	-
14. Transfers to MTC - Other	789,459	100,223	689,236	12.7%	33.3%	178,534
15. Transfers to SAFE	200,000	200,000	-	100.0%	33.3%	-
16. Transfer from Legal Reserve	3,264,505	336,863	2,927,642	10.3%	33.3%	2,002,642
17. Transbay Transit Terminal Maint	4,856,084	784,687	4,071,397	16.2%	33.3%	4,071,397
18. Beale St Assessment	2,000,000	506,173	1,493,827	25.3%	33.3%	1,518,518
19. Depreciation and Amortization	6,110,000	1,293,361	4,816,639	21.2%	33.3%	-
20. RM2/Clipper Marketing	3,860,000	115,795	3,744,205	3.0%	33.3%	901,957
21. RM2 Operating	45,000,000	10,227,122	34,772,878	22.7%	33.3%	32,950,605
22. ABAG SFEP	1,106,480	-	1,106,480	0.0%	33.3%	-
<b>Transfers</b>	<b>74,680,779</b>	<b>21,058,475</b>	<b>52,515,824</b>	<b>28.2%</b>	<b>33.3%</b>	<b>41,623,653</b>
<b>Debt Service:</b>						
23. Interest and principal payments	540,542,163	113,412,847	427,129,316	21.0%	33.3%	-
24. Financing Costs	14,512,500	13,118,711	1,393,789	90.4%	33.3%	3,541,686
<b>Total Debt Service</b>	<b>555,054,663</b>	<b>126,531,558</b>	<b>428,523,105</b>	<b>22.8%</b>	<b>33.3%</b>	<b>3,541,686</b>
<b>Transfer to Capital Fund In (Out):</b>						
25. Transfer to Capital Fund	106,697,096	-	106,697,096	0.0%	33.3%	-
26. Furniture/Equip./Vehicle	50,000	-	50,000	0.0%	33.3%	-
<b>Total Capital Reserve In (Out)</b>	<b>106,747,096</b>	<b>-</b>	<b>106,747,096</b>	<b>0.0%</b>	<b>33.3%</b>	<b>-</b>
<b>Total Expense &amp; Transfers</b>	<b>830,254,891</b>	<b>169,051,222</b>	<b>661,203,669</b>			<b>82,209,227</b>
<b>Net</b>	<b>-</b>	<b>120,422,240</b>	<b>(120,422,240)</b>			

**CONTRACTS EXECUTED BY EXECUTIVE DIRECTOR**  
**\$2,500-200,000**

**October'17**

Nixon Peabody LLP

*Legal Consulting Service*

\$150,000

**PURCHASE ORDERS EXECUTED BY EXECUTIVE DIRECTOR**  
**\$2,500-\$200,000**

**October'17**

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Cogent Communication Inc		\$50,000
	<i>Network Service</i>	
CDW Governments Inc		\$20,000
	<i>Computer Hardware</i>	
University of San Francisco		\$20,000
	<i>Analytical Study</i>	

**Regional Measure 2 Operating Budget  
As of October 2017 (\$000)**

						<b>Balance</b>
	<b>Project Title</b>	<b>Total Budget</b>	<b>Allocation</b>	<b>Actual</b>	<b>Encumbrance</b>	<b>Remaining</b>
1	Richmond Bridge Express Bus	2,474	2,474	-	2,474	-
2	Napa Vine Service	426	426	-	426	-
3	Express Bus North - serving SFOBB, Dumbarton, San Mateo bridges	3,750	3,689	774	2,915	61
4	Express Bus South - serving Carquinez and Benicia Bridges	7,074	7,074	2,253	4,820	-
5	Dumbarton Bus	2,967	2,817	970	1,847	150
6	WETA Ferry Operations	16,500	16,500	4,104	12,396	-
7	Owl Service - BART Corridor	2,054	1,698	489	1,209	356
8	MUNI Metro 3rd St	2,500	2,500	-	2,500	-
9	AC Enhanced Bus Service	3,000	3,000	1,000	2,000	-
11	Water Emergency Transportation Authority Regional Planning	3,000	3,000	637	2,363	-
	Subtotal for Operating Assistance Program	43,745	43,178	10,227	32,951	567
N/A	Clipper Marketing	2,700	-	108	-	2,592
N/A	511 Real Time Transit	200	-	-	-	200
N/A	Seamless Transit Map	270	-	-	270	-
N/A	Wayfinding	40	-	-	40	-
N/A	Regional Resource Center	100	-	8	92	-
N/A	AC Transit Services	500	-	-	500	-
N/A	New or Expanded Transit Service	50	-	-	-	50
	Total for Clipper and RM2 Marketing	3,860	-	116	902	2,842
	<b>Total</b>	<b>\$47,605</b>	<b>\$43,178</b>	<b>\$10,343</b>	<b>\$33,853</b>	<b>\$3,409</b>

**Regional Measure 2 Project Budget**  
**As of October 2017 (\$000) - Life to Date**

Program	Project Title	Total Budget	Actual	Encumbrance	Balance Remaining
1	BART/MUNI Direct Connection at Embarcadero & Civic Center Stations	\$3,000	-	-	\$3,000
2	SF MUNI Metro 3rd Street LRT Extension	30,000	30,000	-	-
3	MUNI Historic Streetcar Expansion (E-Line)	10,000	10,000	-	-
4	Dumbarton Commuter Rail Service <sup>i,iv,xii</sup>	9,157	8,932	33	192
5	Vallejo Ferry Intermodal Station <sup>v</sup>	26,000	24,753	74	1,173
6	Solano County Express Bus Intermodal Facilities <sup>vi</sup>	12,251	12,222	30	-
7	Solano County Corridor Improvements near I-80 / I-680 Interchange	100,000	95,257	4,743	-
8	I-80 EB HOV Lane Extension from Route 4 to Carquinez Bridge	37,175	37,175	-	-
9	Richmond Parkway Park & Ride <sup>vii</sup>	3,850	867	###	2,277
10	SMART Extension to Larkspur <sup>ii,vii</sup>	56,500	39,522	16,978	-
11	Greenbrae Interchange Improvement <sup>ii,viii</sup>	43,500	26,830	1,730	14,941
12	Direct HOV lane connector from I-680 to the Pleasant Hill BART <sup>ix</sup>	20,425	13,651	6,456	318
13	Rail Extension to East Contra Costa/E-BART	96,000	92,624	3,376	-
14	Capitol Corridor Improvements in Interstate-80/Interstate 680 Corridor <sup>vi,x</sup>	35,950	30,482	5,468	-
15	Central Contra Costa Bay Area Rapid Transit (BART) Crossover	25,000	25,000	-	-
16	Benicia-Martinez Bridge: New Span	50,000	50,000	-	-
17	Remaining Regional Express Bus North - Competitive Program Projects <sup>v,x</sup>	18,799	18,771	28	-
18	Clipper	22,000	20,736	1,244	20
19	Real-time transit information	20,000	19,361	639	-
20	Safe Routes to Transit	22,500	18,376	3,938	186
21	BART Tube Seismic Retrofit	33,801	33,801	-	-
22	Transbay Terminal/Downtown Extension	150,000	148,492	1,508	-
23	Oakland Airport Connector	115,199	115,199	-	-
24	AC Transit Enhanced Bus - Phase 1 (International Blvd/Telegraph Ave. Corridor) <sup>vii</sup>	77,760	39,093	38,667	-
25	Commute Ferry Service for Alameda/Oakland/Harbor Bay	12,000	10,627	1,373	-
26	Commute Ferry Service for Berkeley/Albany	12,000	3,171	8,829	-
27	Commute Ferry Service for South San Francisco	12,000	11,998	2	-
28	Water Transit Facility Imps., Spare Vessels and Environmental Review	48,000	29,917	18,083	-
29	Regional Express Bus South - Remaining Projects <sup>iv,vii,xi</sup>	33,933	27,961	5,163	809
30	I-880 North Safety Improvements <sup>xi</sup>	12,300	11,786	514	-
31	BART Warm Springs Extension <sup>i</sup>	186,000	168,860	17,140	-
32	I-580 (Tri Valley) Rapid Transit Corridor Improvements	65,000	50,656	2,349	11,995
33	Regional Rail Master Plan	6,500	6,062	395	44
34	Integrated Fare Structure Program	1,500	900	600	-
35	Transit Commute Benefits Promotion	5,000	3,366	1,634	-
36	Caldecott Tunnel Improvements <sup>ix</sup>	45,075	45,074	1	-
37	BART's Fixed Guideway Rehab	24,000	24,000	-	-
38	Regional Express Lane Network <sup>iii</sup>	4,825	-	4,826	-
39	Modifications in I-80 and San Pablo <sup>iii</sup>	8,000	7,675	325	-
40	Caltrain Electrification <sup>viii,xii</sup>	20,000	19,991	9	-
<b>Total</b>		<b>\$1,515,000</b>	<b>\$1,333,189</b>	<b>\$146,859</b>	<b>\$34,955</b>

<sup>i</sup> Allocated \$91 million from the Dumbarton Commuter Rail Service to the BART to

<sup>ii</sup> Allocated \$1.5 million from the SMART Project to Greenbrae Interchange Improvement Project, per Resolution #3801 dated 9/28/11.

<sup>iii</sup> Allocated \$4.5 million to Regional Express Lane and \$7.4 million to the Modifications in I-80 from the I-80 EB HOV Lane Extension, Resolution #3801 dated 4/24/13

Res#3801 - Date 5/28/14		
Amount (\$000)	From	To
<sup>iv</sup> \$14,843	Program 4: Dumbarton Commuter Rail Service program	Program 29: Regional Express Bus South program
<sup>v</sup> \$2,000	Program 5: Vallejo Ferry Intermodal Station program	Program 17: Regional Express Bus North program
<sup>vi</sup> \$7,749	Program 6: Solano County Express Bus program	Program 14: I-80/I-680 Capital Corridor Improvements program
<sup>vii</sup> \$12,760	Program 9: Richmond Parkway Park & Ride \$12.15 million & Program 29: Regional Express Bus North program \$610 thousands.	Program 24: AC Transit Enhanced Bus program
<sup>viii</sup> \$20,000	Program 11: Greenbrae Interchange Improvement	Program 10: SMART Extension to Larkspur
<sup>ix</sup> \$5,425	Program 36: Caldecott Tunnel Improvements program	Program 12: I-680 Direct HOV Lane Connector to Pleasant Hill BART program
<sup>x</sup> \$3,202	Program 17: Regional Express Bus North program	Program 14: I-80/I-680 Capital Corridor Improvements program
<sup>xi</sup> \$2,300	Program 29: Regional Express Bus South program	Program 30: I-880 North Safety Improvements program
<sup>xii</sup> \$20,000	Program 4: Dumbarton Commuter Rail Service program	Program 40: Caltrain Electrification program

Shaded projects are completed

**Rehab Project Budget**

**As of October 2017 (\$000) - Life to Date**

Program #	Program	Total Budget	Total Expenses	Encumbrance	Balance Remaining
6812	Benicia-Martinez Bridge Rehab	3,083	2,020	-	1,063
6813	Carquinez Bridge Rehab	35,816	34,467	-	1,349
6814	Richmond-San Rafael Bridge Rehab	69,770	53,799	-	15,971
6825	San Francisco-Oakland Bay Bridge Rehab	210,639	168,901	-	41,738
6826	San Mateo-Hayward Bridge Rehab	113,053	102,832	1	10,221
6827	Dumbarton Bridge Rehab	4,792	4,792	-	-
6828	All Bridges Rehab	77,534	64,494	-	13,040
6829	Caltrans Reserve	318	4	-	314
8030	Completed/Defunded/Transferred Projects	117,302	116,626	-	676
8033	Minor Toll Plaza Rehab Projects	935	935	-	-
8210	New Benicia Bridge *	1,715	502	-	1,213
8315	Site Mitigation & Landscaping	154	83	-	71
8615	I-880/SR-92 Landscaping**	6,640	5,484	-	1,156
8629	Minor Bridge Rehab Projects	159	45	-	114
8637	Bay Trail Improvements	115	-	-	115
<b>TOTAL CALTRANS REHAB BUDGET</b>		<b>642,025</b>	<b>554,984</b>	<b>1</b>	<b>87,041</b>
8012	All Electronic Tolling Study	703	699	2	2
8528	Bay Lights Maintenance	480	145	15	320
8530	Drainage Studies for the Bridge	500	260	40	200
8531	Benicia New Toll Plaza ORT	4,153	4,153	-	-
8539	SFOBB Eyebars Repair Review	2,914	2,660	254	-
8540	Regional Transportation Sea Level Rise Asset	2,000	26	-	1,974
8594	SFOBB West Span Pathway PSR	12,300	10,638	913	749
8602	Hybrid/ETC Lane Modifications	874	874	-	-
8631	Procure New Callboxes	2,344	2,344	-	-
8900	2003 CSC Procurement	14,358	11,046	40	3,272
8901	ETC Transponder Procurement	75,931	71,475	4,456	-
8902	2012 CSC Procurement	19,950	17,519	1,870	561
8903	ATCAS Lane Host Upgrades	33,605	31,713	324	1,568
8904	Fastrak Sign & Sign Structure Improvements	29,510	29,336	174	-
8905	Misc. Bridge Improvements	10,399	5,648	481	4,270
8907	Toll Plaza Capital Improvements	21,948	14,534	2,368	5,046
8908	Enterprise Computing HW/SW	4,035	2,736	-	1,299
8909	Gateway Park Planning	30,113	15,504	1,456	13,153
8912	ETC Transponder Tag Swap	2,137	1,929	-	208
8913	SFOBB Administration Building	25,619	25,220	-	399
8914	Violation Enforcement System Upgrade	7,842	7,841	-	-
8916	Bay Crossing Study	540	540	-	-
8917	IT Security Procedures & Policies	750	133	136	481
8918	Maintenance Complex	531	446	38	47
8920	Plaza and Canopy Improvements	9,263	8,545	26	692
8921	SFOBB Lane 17 & 18 Lane Reconfiguration	3,575	1,664	43	1,868
8922	Metering Lights Replacement	8,930	912	2,172	5,846
8923	Bridge Records Recordation and Storage	500	55	-	445
8924	Antioch Bridge Approach	50,000	49,070	840	90
8926	Bridge Modeling & Investigations	5,801	582	368	4,851
8927	CCTV Installation	6,000	-	-	6,000
8928	BATA Program Contingency	3,259	300	-	2,959
8930	Richmond-San Rafael Bridge Rehab	69,228	25,398	21,253	22,577
8933	Plan Bay Area TMS	9,000	2,639	3,612	2,749
8934	Temp License Plate System Implementation	500	-	-	500
8935	Communications in Bridge Corridors	2,500	-	-	2,500
8936	Backhaul Connection Infrastructure	1,000	761	88	151
8937	Future CSC Procurement	3,000	15	2,880	105
8938	Misc. East Span Project Improvements	12,084	-	-	12,084
8939	Asset Management	2,000	-	-	2,000
8000-05	Capital Program Audit	8,300	6,421	532	1,347
8000-16	SRA/RM1 Program Monitoring	46,045	44,619	250	1,176
<b>Total BATA REHAB BUDGET</b>		<b>544,521</b>	<b>398,400</b>	<b>44,631</b>	<b>101,489</b>
<b>TOTAL REHAB BUDGET</b>		<b>1,186,546</b>	<b>953,384</b>	<b>44,632</b>	<b>188,530</b>

Shaded projects are completed

\* Moved \$5 million from RM 1 New Benicia Bridge to Caltrans Rehab.

\*\* Moved \$5.958 million from RM 1 I-880/SR-92 Interchange Landscaping to Caltrans Rehab.



**Seismic Capital Project Budget**

**As of October 2017 (\$000) - Life to Date**

Program	Base Budget	Current Budget****	Total Expenses*	Encumbrance	Remaining Balance
8103 San Francisco-Oakland Bay Bridge East Span Repl	\$ 5,486,600	\$ 6,529,371	\$ 6,346,484	\$ 182,887	\$ -
8109 San Francisco-Oakland Bay Bridge West Span Retrofit	307,900	305,316	305,316	-	-
8106 San Francisco-Oakland Bay Bridge West Approach Repl	429,000	459,500	450,384	9,116	-
8100 Antioch Bridge Retrofit	-	71,100	71,093	7	-
8122 Dumbarton Bridge Retrofit	-	112,400	112,315	85	-
8112 Richmond-San Rafael Bridge Retrofit ***	808,100	795,200	794,870 ***	330	-
8115 Benicia-Martinez Bridge Retrofit	177,800	177,830	177,817	13	-
8118 Carquinez Bridge Retrofit	114,200	114,206	114,206	-	-
8121 San Mateo-Hayward Bridge Retrofit	163,500	163,412	163,412	-	-
<b>Subtotal for Bay Area Bridges</b>	<b>7,487,100</b>	<b>8,728,335</b>	<b>8,535,897</b>	<b>192,438</b>	<b>-</b>
8128 Misc Program Costs	30,000	30,000	26,024	3,976	-
8729 Program Contingency**	989,000	14,735	-	14,735	-
8124 Vincent Thomas Bridge Retrofit (non-BATA, for information	58,500	58,510	58,411	99	-
8127 San Diego-Coronado Bridge Retrofit (non BATA, for	103,500	103,520	103,235	285	-
<b>Subtotal for Other Bridges</b>	<b>162,000</b>	<b>162,030</b>	<b>161,646</b>	<b>384</b>	<b>-</b>
<b>Total for Toll Bridge Seismic Retrofit Program</b>	<b>\$ 8,668,100</b>	<b>\$ 8,935,100</b>	<b>\$ 8,723,567</b>	<b>\$ 211,533</b>	<b>\$ -</b>

*Includes pre AB144 LTD expenses from Caltrans to April 2006	3,709,068
Bata expenses from May 2006 to current	5,014,499
	<u>8,723,567</u>

**\*\* Contingency Allocation**

Contingency per Budget	989,000
Allocation to SFO BB East Span Repl 7/07	(179,220)
Allocation to Benicia-Martinez 7/07	(30)
Allocation to San Mateo-Hayward 7/07	(10)
Allocation to Vincent Thomas 7/07	(10)
Allocation to San Diago-Coronado 7/07	(20)
Unallocate from Carquinez 7/07	70
Allocation to SFO BB West Approach 3/26/08	(24,700)
Allocation to SFO BB East Span Repl 7/08	(36,290)
Unallocate from Richmond SR 7/08	8,500
Allocations to SFOBB West Approach 12/17/08	(17,000)
Allocation to SFOBB East Span Replacement 12/09	(50,600)
Allocation for Antioch Contingency 1/10	72,000
Allocation for Dumbarton Contingency 1/10	118,000
Allocation to SFOBB East Span Replacement 7/10	(138,390)
Unallocate from SFOBB West Approach 7/10	3,000
Unallocate from Antioch Contingency 7/10	(43,000)
Allocate to SFOBB East Span 9/10	(293,080)
Allocate to SFOBB East Span 3/23/11	(106,200)
Allocate to SFOBB East Span 6/27/12	(14,450)
Allocate to SFOBB West Approach 6/27/12	(1,000)
Allocate to Carquinez 6/27/12	(70)
Unallocate from SFOBB East Span 11/28/12	17,230
Unallocate from SFOBB West Span 11/28/12	2,584
Allocate to SFOBB West Approach 11/28/12	(1,000)
Allocate to Carquinez 11/28/12	(6)
Unallocate from San Mateo-Hayward 11/28/12	98
Unallocate Antioch Bridge 11/28/12	19,000
Unallocate Dumbarton Bridge 11/28/12	300
Allocate to SFOBB East Span 2/27/13	(5,569)
Allocate to Transit Core Capacity Challenge Grant 12/18/13	(130,000)
Allocate to SFOBB East Span 7/1/14	(103,800)
Unallocate Antioch Bridge 7/1/15	10,900
Unallocate Dumbarton Bridge 7/1/15	34,500
Allocate to SFOBB East Span 3/23/16	(58,131)
Allocate to SFOBB East Span 7/1/16	(6,000)
Allocate to SFOBB East Span 10/26/16	(25,700)
Allocate to SFOBB East Span 5/24/16	(1,500)
Allocate to SFOBB East Span 7/1/17	(11,171)
Allocate to SFOBB East Span 9/27/17	(13,500)
Remaining Balance	<u>14,735</u>

Shaded projects are completed

\*\*\*Moved \$16.9 million from Richmond-San Rafael Bridge Retrofit Budget to RM 1.

\*\*\*\*February financial reflects budget update approved on 3/23/16

# AB 1171 Project Budget

As of October 2017 (\$000) - Life to Date

Project Title	Total Budget	Allocation	Actual	Encumbrance	Balance Remaining
Doyle Drive Replacement	80,000	80,000	80,000	-	-
East Contra Costa BART Extension	111,500	111,500	107,687	3,813	-
Transbay Terminal/Downtown Extension:Phase 1	150,000	150,000	147,671	2,329	-
Tri-Valley Transit Access Improve. To BART	95,000	11,732	10,735	997	83,268
Regional Express Lane Network	2,800	2,800	2,800	-	-
Fairfield/Vacaville Train Station	9,000	9,000	8,315	685	-
I80/680 Interchange	100,000	100,000	98,065	1,935	-
Other Corridor Improvement	10,200	10,150	10,150	-	50
VTA Mission/Warren/Truck Rail Facility	6,500	6,500	5,811	689	-
BART to Warm Spring Extension	5,000	5,000	4,898	102	-
Total	\$570,000	\$486,682	\$476,132	\$10,550	\$83,318

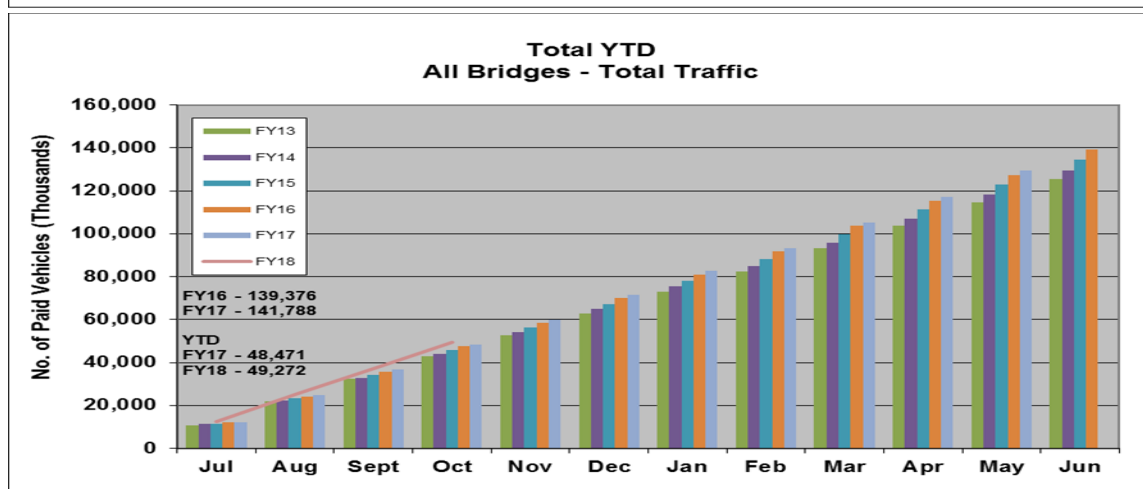
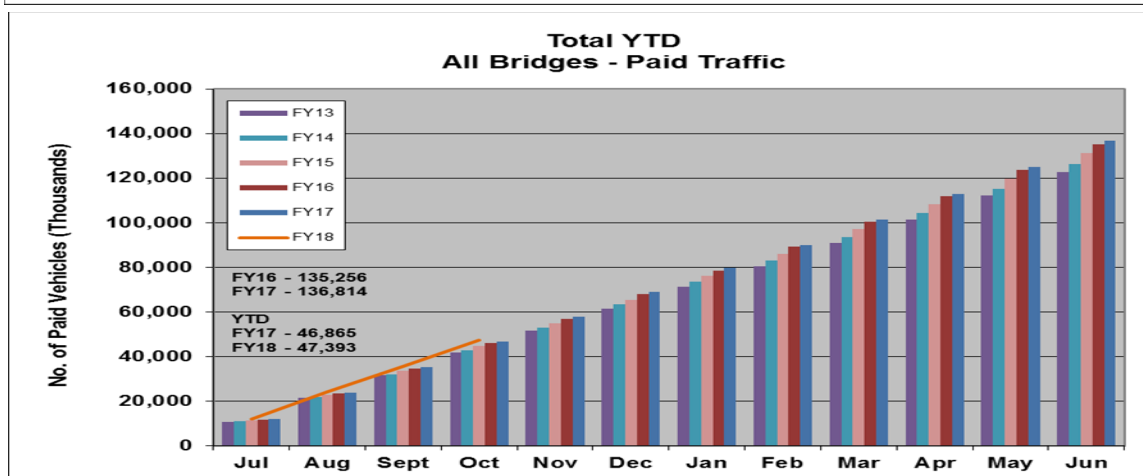
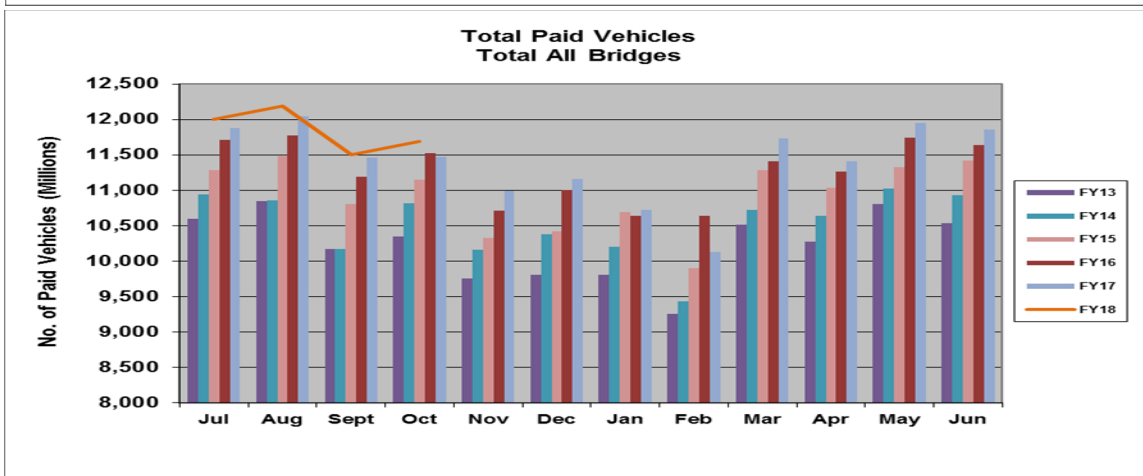
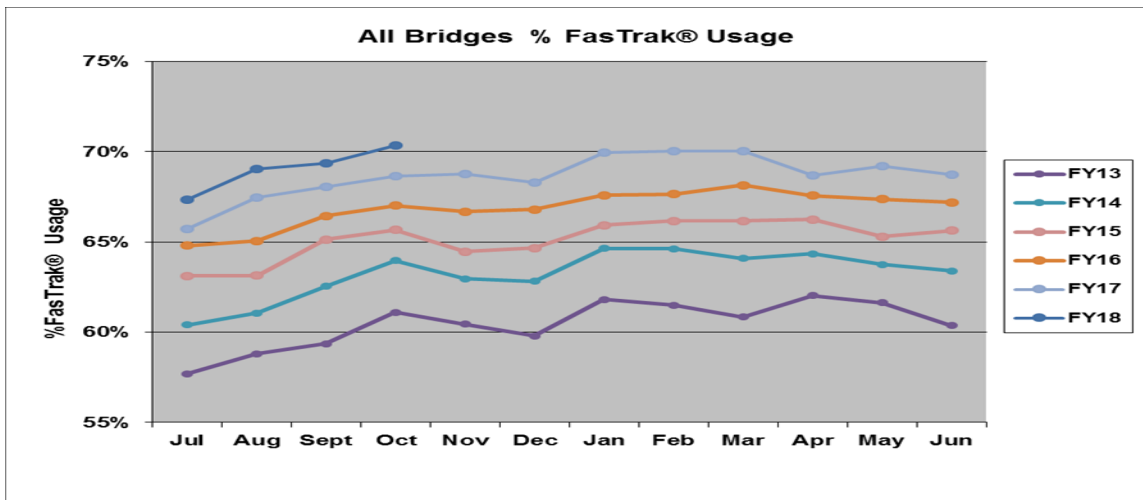
AB 1171 Program Budget:	\$570,000
Approved Projects:	\$486,682
AB 1171 Program Balance:	<u>\$83,318</u>

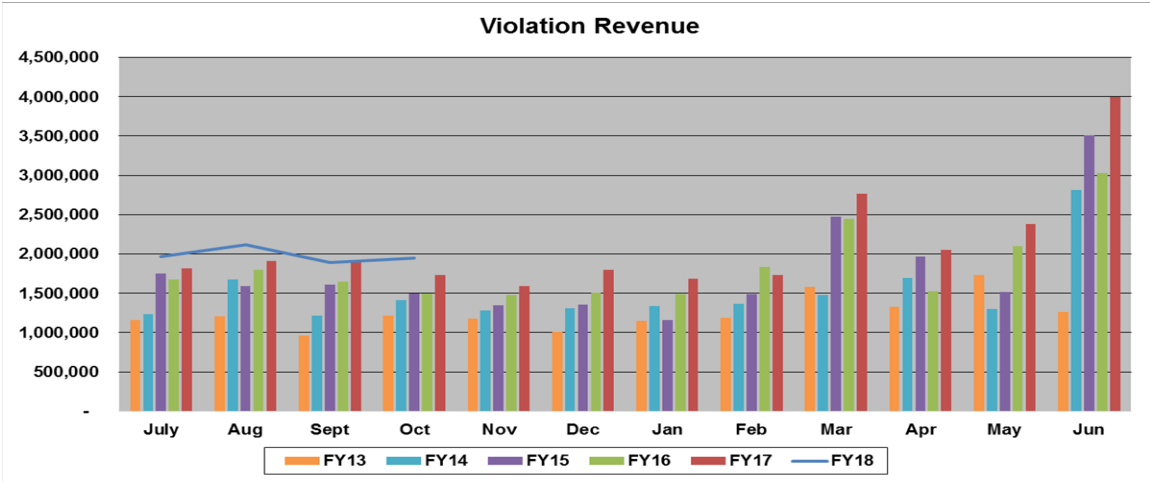
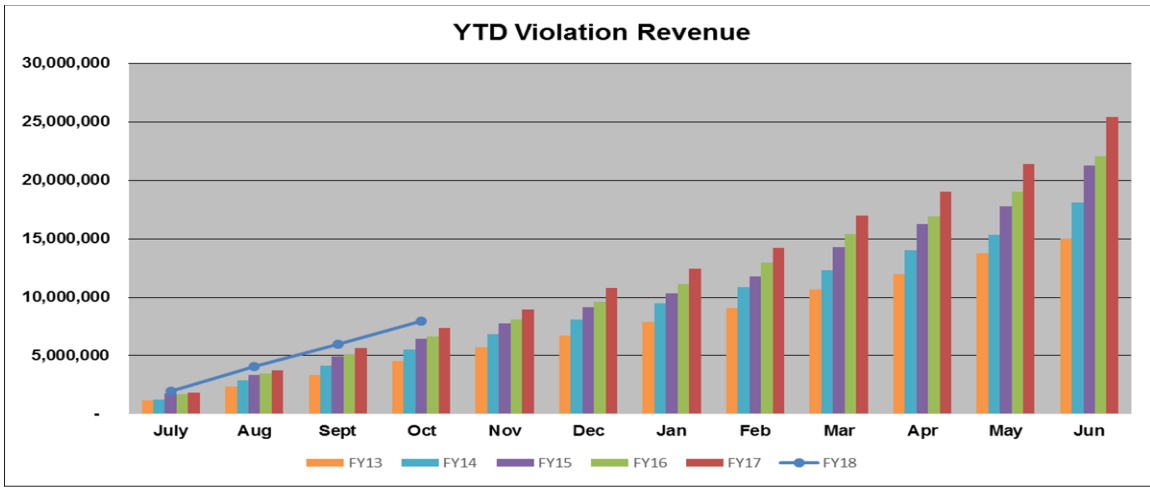
Shaded projects are completed

## Other Capital Projects

As of October 2017 (\$000) - Life to Date

Project Title		Total Budget	Actual	Encumbrance	Balance Remaining
6840	Program Costs: Planning, Coordination & Management	28,437	16,495	1,310	10,632
6841	Centralized Toll System	33,574	14,244	14,485	4,845
6842	CC-680 Southern Segment Conversion	55,649	46,495	7,419	1,735
6843	Capitalized Start-up O&M	16,000	4,294	3,767	7,938
6844	ALA-880 Conversion	132,466	39,611	76,311	16,544
6845	CC-680 Northern Segment - Southbound Conversion	51,288	4,122	3,608	43,558
6846	SOL-80 West Conversion	2,852	308	1,053	1,491
6847	Program Contingency	5,114	-	-	5,114
6849	SOL-80 East Express Lane Conversion	16,114	6,027	7,628	2,459
6851	84/Dumbarton Bridge	323	323	-	-
6852	92/San Mateo Bridge	369	369	-	-
849	Express Lanes Total	\$342,186	\$132,289	\$115,580	\$94,317
847	Core Capacity Challenge	250,000	-	34,821	215,179
Grand Total		\$592,186	\$132,289	\$150,401	\$309,496







# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-3024      **Version:** 1      **Name:**

**Type:** Contract      **Status:** Consent

**File created:** 11/9/2017      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 12/13/2017      **Final action:**

**Title:** Contract - FasTrak® Customer Information Services: OneWorld Communications, Inc. (\$500,000)

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [2c\\_Contract\\_OneWorld.pdf](#)

Date	Ver.	Action By	Action	Result
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### Subject:

Contract - FasTrak® Customer Information Services: OneWorld Communications, Inc. (\$500,000)

### Presenter:

Sylvia Cox

### Recommended Action:

Committee Approval



BAY AREA TOLL AUTHORITY  
Bay Area Metro Center  
375 Beale Street  
San Francisco, CA 94105  
TEL 415.778.6700  
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## ***Memorandum***

TO: BATA Oversight Committee

DATE: December 6, 2017

FR: Executive Director

W. I. 1252

RE: Contract – On-Call Consultant Services – FasTrak® Customer Information Services:  
OneWorld Communications, Inc. (\$500,000)

This item would authorize the Executive Director or his designee to negotiate and enter into a contract with OneWorld Communications, Inc. for on-call customer information consultant services for the Bay Area FasTrak® program in an amount not to exceed \$500,000 over a period ending June 30, 2019. OneWorld Communications, Inc. is recommended based on proposals solicited from pre-qualified on-call consultants.

### **Background**

The FasTrak® program customer communication needs include offerings and changes to program policies, such as toll rate changes, new services, and service alerts. In the coming year, the FasTrak® program plans to communicate information regarding changes to the program's Terms and Conditions, the availability and use of new 6c protocol toll tags, toll rate changes, promotions to encourage new account enrollment, and general customer service information. The sum of \$200,000 is included in the FY 2017-18 BATA Toll Bridge Operations Budget to begin this work and \$300,000 will be subject to FY2018-19 BATA Operations Budget approval.

In May 2016, after a competitive procurement, the Operations Committee approved a bench of consultants through the Request for Qualifications (RFQ) for On-Call Consultant Assistance for Electronic Payment Implementation and Operations. The consultants on this bench are available to support the Clipper® fare card program and the FasTrak® tolling programs through June 30, 2019 with options to extend for up to an additional two-year term. The RFQ that governed the selection specified that BATA could directly assign work to a particular firm based on the nature of the work, expertise and availability of the firm(s) and staff of those firm(s) or could conduct informal solicitations among qualified firms to assist in assigning work.

On October 4, 2017, BATA staff solicited proposals for FasTrak® consultant assistance from all eighteen firms available to assist with communications and customer information under the on-call bench.

**Evaluation Process**

BATA received two proposals on November 1, 2017 from OneWorld Communications, Inc. and Wilson, Sparling and Associates in response to the RFP. The proposals were evaluated by a panel composed of BATA staff based on the following criteria: 1) Demonstrated understanding of the project and approach to completing the work; 2) Qualifications of firm's ability to complete work; 3) Qualifications and availability of key personnel; 4) Cost effectiveness; and 5) Written and oral presentation.

Out of a possible 100 points, OneWorld Communications, Inc. received an overall score of 89 points and Wilson, Sparling and Associates received an overall score of 71 points.

Attachment A includes a summary of OneWorld Communications, Inc.'s and its project team's small business (SBE) and disadvantaged business enterprise (DBE) status. OneWorld Communications, Inc. is a certified SBE and DBE.

**Recommendation**

Staff recommends that the Committee authorize the Executive Director or his designee to negotiate and enter into a contract with OneWorld Communications, Inc. to perform on-call consultant technical assistance to support the FasTrak® program in an amount not to exceed \$500,000 for a period ending June 30, 2019.



Steve Heminger

SH:sc



**Attachment A**  
**Small Business and Disadvantaged Business Enterprise Status**

	Firm Name	Role on Project	DBE* Firm			SBE** Firm		
			Yes	DBE #	No	Yes	SBE #	No
Prime Contractor	OneWorld Communications, Inc.	Consultant Services	X			X		

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

\*\*Denotes certification by the State of California.

REQUEST FOR COMMITTEE APPROVAL  
Summary of Proposed Contract

Work Item No.:	1252
Vendor:	OneWorld Communications, Inc.
Work Project Title:	On-Call Consultant Services – FasTrak® Customer Information Services
Purpose of Project:	To provide communications assistance to support the FasTrak® program
Brief Scope of Work:	Consultant shall provide communication services to support changes to the FasTrak® program over a period ending June 31, 2019
Project Cost Not to Exceed:	\$500,000
Funding Source:	BATA Operating Budget
Fiscal Impact:	\$200,000 in funds are included in the Operating Budget for FY 2017-18 and \$300,000 is pending FY2018-19 Operating Budget approval.
Motion by Committee:	That the Executive Director or his designee is authorized to negotiate and enter into a contract with OneWorld Communications, Inc. to perform services as described above and in the Executive Director's memorandum dated December 6, 2017; and the Chief Financial Officer is directed to set aside funds in the amount of \$500,000 for such contract, subject to budget approval as specified above.
BATA Oversight Committee:	<hr/> Amy Rein Worth, Chair
Approved:	Date: December 13, 2017



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

**File #:** 17-3026      **Version:** 1      **Name:**

**Type:** Contract      **Status:** Consent

**File created:** 11/9/2017      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 12/13/2017      **Final action:**

**Title:** Consultant Panel - On-Call Construction Management and Design Services: AECOM Technical Services, Inc., Arup North America, Ltd., BKF Engineers, Ghirardelli Associates, Inc., HDR Engineering, Inc., HNTB Corporation, Hill International, Inc., Jacobs Engineering Group, Inc., Kimley-Horn and Associates, Inc., S & C Engineers, Inc., T. Y. Lin International, WMH Corporation, Inc., WSP USA Inc, and Zoon Engineering, Inc.

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [2d On Call Consultant Panel Corrected.pdf](#)

Date	Ver.	Action By	Action	Result
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### Subject:

Consultant Panel - On-Call Construction Management and Design Services: AECOM Technical Services, Inc., Arup North America, Ltd., BKF Engineers, Ghirardelli Associates, Inc., HDR Engineering, Inc., HNTB Corporation, Hill International, Inc., Jacobs Engineering Group, Inc., Kimley-Horn and Associates, Inc., S & C Engineers, Inc., T. Y. Lin International, WMH Corporation, Inc., WSP USA Inc, and Zoon Engineering, Inc.

### Presenter:

Stephen Baker

### Recommended Action:

Committee Approval



BAY AREA TOLL AUTHORITY

Bay Area Metro Center

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San Francisco, CA 94105

TEL 415.778.6700

WEB [www.mtc.ca.gov](http://www.mtc.ca.gov)

## ***Memorandum***

TO: BATA Oversight Committee

DATE: December 6, 2017

FR: Deputy Executive Director, Operations

W. I. 1251, 1256

RE: Consultant Panel - On-Call Construction Management and Design Services: AECOM Technical Services, Inc., Arup North America, Ltd., BKF Engineers, Ghirardelli Associates, Inc., HDR Engineering, Inc., HNTB Corporation, Hill International, Inc., Jacobs Engineering Group, Inc., Kimley-Horn and Associates, Inc., S & C Engineers, Inc., T. Y. Lin International, WMH Corporation, Inc., WSP USA Inc, and Zoon Engineering, Inc.

This memorandum requests approval of pre-qualified panels of consulting firms to provide on-call construction management and design services to support various agency projects for a three-year period ending January 31, 2021.

### **Background**

In 2014, BATA issued its third Request for Qualifications (RFQ) to establish an on-call bench of professional engineering consulting firms to provide on-call construction management and design services for BATA projects. The contracts resulting from this RFQ were for a time period of up to 4 years and will expire at the end of January 2018. The use of on-call consultants has proven to be a very successful project delivery mechanism for BATA. BATA has been able to use the on-call services to quickly secure technical expertise to provide professional services required by BATA. Projects that have utilized the on-call resources include construction management of the MetroCenter seismic retrofit, design and construction management of the new San Francisco-Oakland Bay Bridge (SFOBB) Toll Administration Building, the signage and lane improvements at the Bay Area Bridge Toll Plazas, environmental and design review assistance with the Dumbarton and Antioch Bridge seismic retrofits, Express Lane project and the SFOBB Toll Plaza Rehabilitation. Over the contract time period, BATA has utilized the services of all of the on-call firms.

On September 26, 2017, BATA issued an RFQ to select a new panel of pre-qualified consulting firms that will provide On-Call Design and Construction Management services. The RFQ will allow for the on-call consultants to work not only on BATA projects, but also on MTC, MTC SAFE, BAIFA and BAHHA projects. The selected panel of firms will be on-call starting in February 2018 for a three-year term. The first set of contracts to be executed under this procurement are expected in May 2018 as work is identified. Not all firms will be immediately under contract.

### **Procurement Process**

In response to the RFQ, staff received Statements of Qualifications (SOQs) from a total of 17 consulting firms. Eight consultants proposed for only construction management services, six proposed for only design services. Three proposed for both construction management and design services. All firms were found to meet the minimum qualifications in their respective categories.

An evaluation panel consisting of BATA staff reviewed all of the SOQ's and scored them based on sets of weighted evaluation criteria (one for construction management services; the other for design services) both of which included expertise and experience, qualifications of key staff, ability to have qualified staff available on an as-needed basis, method for providing project services, specialized expertise to cover all of the design services and construction management and resources, and qualifications in report writing and presentations. Based on the evaluation, staff is proposing to select eight firms for each of the pools to provide BATA with the most flexibility for successful project delivery. The proposed consultants are (in alphabetical order) as follows:

<b>Construction Management Services</b>	<b>Design Services</b>
AECOM Technical Services, Inc.	AECOM Technical Services, Inc.
Ghirardelli Associates, Inc.	Arup North America, Ltd.
Hill International, Inc.	BKF Engineers
Jacobs Engineering Group, Inc.	HDR Engineering, Inc.
HDR Engineering, Inc.	HNTB Corporation
S & C Engineers, Inc.	Kimley-Horn and Associates, Inc.
WSP USA Inc	T. Y. Lin International
Zoon Engineering, Inc.	WMH Corporation, Inc.

All selected construction management and design services firms listed above submitted very strong SOQs and have extensive experience and expertise. All of these firms have available resources and local offices, which will allow BATA to quickly access technical assistance as needed. All selected firms demonstrated strong qualifications of key staff and a depth of specialized expertise within their project team to cover all areas in relation to the pool for which they were selected. Attachment A includes a summary of the selected firms and their project teams' small business and disadvantaged business enterprise status.

The following four firms were deemed, by the review panel, to be not as competitive with respect to the evaluation criteria and are not being recommended for the consultant panel:

<b>Construction Management Services</b>	<b>Design Services</b>
Cooper Puga Management, Inc.	WSP USA Inc
Park Engineering	
PreScience Corporation	

**Recommendation**

Staff recommends that this Committee approve the pre-qualified pool of firms identified above to provide on-call construction management and project design services for a three-year term from January 1, 2018 through January 31, 2021. Staff will return to this Committee for contract approval in each instance in which a contract or amendment exceeds the Executive Director's delegated signature authority.

  
\_\_\_\_\_  
Steve Heminger

SH:rl  
Attachment

## Attachment A

### Summary of Prime and Subconstuant DBE and SBE Status

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

\*\*Denotes certification by the State of California.

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	AECOM			X			X
Subcontractor	AME	X	38639		X	1195	
	Circlepoint			X			X
	GeoCon Consultants, Inc.			X			X
	SEM Incorporated	X	1748098		X	1278	
	Towill, Inc.						
	VSCE, Inc.	X	34787		X	39283	
	WRECO	X	30066		X	60800	
	Zoon Engineering			X	X	58549	

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	ARUP			X			X

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	BKF Engineers			X			X
Subcontractor	David J. Powers	X	38205				X
	Fehr & Peers Transportation Consultants			X			X
	Biggs Cardosa Associates, Inc.			X			X
	Geocon, Inc.			X			X
	Geocadd Aerial Surveys	X	22342		X	1630520	
	PGA Design, Inc.	X	41426		X	26034	
	Architectural Dimensions			X			X
	YEI Engineers, Inc	X	1807		X	18641	

# Attachment A

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	Ghirardelli Associates	X	12487		X	32611	
Subcontractor	BSK Associates			X			X
	Circlepoint			X	X	40528	
	Keish Environmental, PC			X	X	1769811	
	Summit CM, Inc. dba Summit Associates	X	30881		X	25169	
	Towill, Inc.			X			X
	WRA, Inc.			X	X	13333	

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	HDR, Inc.			X			X
Subcontractor	Applied Materials & Engineering, Inc.	X	38639				X
	Circlepoint			X	X	40528	
	Gray-Bowen-Scott			X	X	1756291	
	Haygood & Associates	X	3171		X	2007900	
	SEM, Inc.			X	X	1748098	
	Stantec			X			X
	Towill, Inc.			X			X
	WRECO	X	30066		X	60800	
	Zoon Engineering			X	X	58549	

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	Hill International			X			X
Subcontractor	Chaves & Associates			X	X	1522660	
	C M Pros			X	X	15502	
	The Culver Group, Inc.			X	X	21075	
	Luster National, Inc.	X	7524		X	7743	
	Keish Environmental, PC			X	X	1769811	
	M Lee Corporation	X	15862		X	7480	
	Summit CM, Inc. dba Summit Associates	X	30881		X	25169	

### Attachment A

TJKM	X	40772	X	X	38780	
WMH Corporation			X	X	53957	
Langan Engineering & Environmental Services, Inc.			X			X
The Thier Group, LLC	X	33477		X	29620	

	Firm Name	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	HNTB Corporation			X			
Subcontractor	Activewayz Engineering	X	43754		X	2002975	
	Associated Right of Way Services			X	X	30184	
	Baymetrics	X	28904				X
	Baypac Consult.	X	42358				X
	Chaudhary & Associates	X	3110				X
	Illingworth & Rodkin, Inc.			X			X
	JRP Historical Consulting			X	X	1509783	
	Pacific Legacy			X			X
	Parikh Consultants	X	20259		X	9631	
	Quality Engineering	X	34698		X	5122	
	TY Lin International			X			
	WRECO	X	30066		X	60800	
	Zoon Engineering			X	X	58549	

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	Jacobs			X			X
Subcontractor	VSCE, Inc.	X	34787		X	39283	
	Luster National, Inc.	X	7524		X	7743	
	Zoon Engineering			X	X	58549	
	S&C Engineers			X	X	21993	
	ISI Inspection Services, Inc.	X	32109		X	9586	
	EPC			X	X	20799	
	Lettis			X	X	1790381	

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	Kimley-Horn			X			X
Subcontractor	WRECO	X	30066		X	60800	



# Attachment A

VSCE, Inc.	X	34787		X	39283	
Chaudhary & Associates	X	3110				X
Silicon Transportation Consultants	X	43097		X	1802481	
Parikh Consultants	X	20259		X	9631	

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	S&C Engineers			X	X	21993	
Subcontractor	Summit CM, Inc. dba Summit Associates	X	30881		X	25169	
	Chaudhary & Associates	X	3110				X
	Circlepoint			X	X	40528	
	MNS Engineers, Inc.			X			X

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	TY Lin			X			X
Subcontractor	Activewayz Engineering	X	43754		X	2002975	
	CDM Smith			X			X
	COWI			X			X
	Circlepoint			X	X	40528	
	Earth Mechanics, Inc	X	6956		X	4369	
	EinWillerKuehl	X	42308				X
	Fugro Consultants			X			X
	HNTB			X			X
	ICF International			X			X
	Iteris			X			X
	Norcal Structural	X	34321		X	1688361	
	Perkins+Will			X			
	Overland Pacific & Cutler			X			X
	Sarro Associates	X	41801				X
	TJKM	X	40772	X	X	38780	
	Towill			X			X
	WRECO	X	30066		X	60800	

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	WMH						
Subcontractor	Apex Strategies			X			X
	Associated Right of Way Services			X	X	30184	

### Attachment A

Circlepoint			X	X	40528	
Civil FX			X			X
Earth Mechanics, Inc	X	6956		X	4369	
Fehr & Peers Transportation Consultants			X			X
GeoCon Consultants, Inc.			X			X
Haygood & Associates	X	3171		X	2007900	
ICF International			X			X
MGE Engineering	X			X	34538	
Rail Surveyors & Engineers, Inc.	X	34220		X	36468	
Radman Aerial			X	X	19558	
Stantec Consulting Services			X			X
Stanton Engineers			X			X
Y&C Transportation Consultants	X	28989		X	1545960	
WRECO	X	30066		X	60800	

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	WSP, Inc.			X			X
Subcontractor	Applied Materials & Engineering	X	38639		X	1195	X
	Circlepoint			X	X	40528	
	Garcia and Associates, Inc.			X			X
	Gray-Bowel-Scott			X	X	1756291	
	Kleinfelder, Inc.			X			X
	Parikh Consultants, Inc.	X	20259		X	9631	
	Transamerican Engineers & Associates	X	39472				X

	Firm Name	Yes	If Yes, List #	No	Yes	If Yes, List #	No
Prime Contractor	Zoon Engineering			X	X	58549	
Subcontractor	AECOM			X			X
	Circlepoint			X	X	40528	
	William R. Gray and Company dba Gray Bowen Scott			X	X	1756291	
	HDR Inc.			X			X
	HNTB			X			X
	Kleinfelder			X			X
	Mott MacDonald			X			X

## Attachment A

Park Engineering, Inc.	X	41711				X
Prescience Corporation	X	43560		X	1759190	
SEM Inc.			X	X	1748098	
TransSight, LLC	X	42484		X	2004682	
Towill			X			X
Wreco	X	30066		X	60800	

REQUEST FOR COMMITTEE APPROVAL  
Summary of Proposed Contract Amendment

Work Item No.: 1251, 1256

Vendor: For Construction Management Services: AECOM Technical Services, Inc. (Oakland, CA), Ghirardelli Associates, Inc. (San Jose, CA), Hill International, Inc. (San Ramon, CA), Jacobs Engineering Group, Inc. (Oakland, CA), HDR Engineering, Inc. (Oakland, CA), S & C Engineers, Inc. (Oakland, CA), WSP USA Inc (San Francisco, CA), and Zoon Engineering, Inc. (Walnut Creek, CA)

For Design Services: AECOM Technical Services, Inc. (Oakland, CA), Arup North America, Ltd. (San Francisco, CA), BKF Engineers (San Francisco, CA), HDR Engineering, Inc. (Oakland, CA), HNTB Corporation (Oakland, CA), Kimley-Horn and Associates, Inc. (Oakland, CA), T. Y. Lin International (Oakland, CA), and WMH Corporation, Inc. (Oakland, CA)

Work Project Title: On-Call Construction Management Services and Design Services

Purpose of Project: To provide construction management and for construction oversight projects and design services for design projects.

Brief Scope of Work: For Construction Management Services: Develop staffing and project management plans, review design plans and review and analyze schedules. Perform construction field inspection, materials testing and sampling, office engineering, and contract administration services.

For Design Services: Prepare preliminary engineering and planning services (examples include; environmental analyses, traffic and accident analyses, hazardous material analyses, and structure analyses). Prepare all phases of project Plans, Specifications and Estimates (PS&E).

Project Cost Not to Exceed: Individual contracts TBD. The estimated total budget for the contracts has not been determined at this time.

Funding Source: Various TBD: RM 3, Seismic Retrofit Program, Toll Bridge Rehabilitation Funds

Fiscal Impact: No immediate fiscal impact until contracts are awarded. Funds for each fiscal year are subject to agency budgetary approval process. Project costs shall be consistent with funds programmed and budgeted.

Motion by Committee: That the Committee approves the panels of firms identified above to provide on-call construction management and project design services on an as needed basis from January 1, 2018 through January 31, 2021 as described in the Executive Director's memorandum dated December 6, 2017, subject to applicable contract approval procedures and necessary budget approvals.

BATA Oversight Committee:

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Amy Rein Worth, Chair

Approval Date: Date: December 13, 2017



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-3027      **Version:** 1      **Name:**

**Type:** Resolution      **Status:** Consent

**File created:** 11/9/2017      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 12/13/2017      **Final action:**

**Title:** BATA Financing Update 2017 - BATA Resolution No. 120 Results

**Sponsors:**

**Indexes:**

**Code sections:**

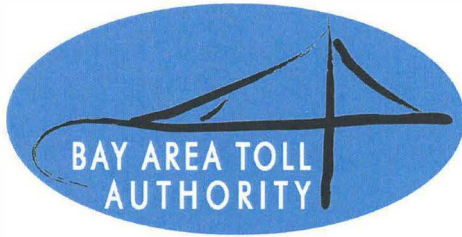
**Attachments:** [2e BATA Fin Update Reso-120 Results.pdf](#)

Date	Ver.	Action By	Action	Result
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**Subject:**  
BATA Financing Update 2017 - BATA Resolution No. 120 Results

**Presenter:**  
Brian Mayhew

**Recommended Action:**  
Information



BAY AREA TOLL AUTHORITY  
Bay Area Metro Center  
375 Beale Street  
San Francisco, CA 94105  
TEL 415.778.6700  
WEB [www.mtc.ca.gov](http://www.mtc.ca.gov)

## *Memorandum*

TO: BATA Oversight Committee

DATE: December 6, 2017

FR: Executive Director

W. I. 1254

RE: BATA Financing Update 2017 – BATA Resolution No. 120 Results

In accordance with the adopted debt policy, the CFO is required to report the results of approved financing authority and any refunding undertaken within that authority.

BATA Resolution No. 120, which is attached for your reference, was adopted in November 2016 authorizing a financing plan that runs to December 2018. Over the past year we have:

- Completed the last \$300 million project financing;
- Replaced and extended \$400 million in Letter of Credit with no change in fees; and
- Refunded senior and sub-lien bonds for \$325 million cash flow savings, \$143 million in net present value.

The final refinancing completed in July this year brings our refunding savings to \$643 million cash flow, \$419 million net present value since 2014.

A brief presentation prepared by our senior bankers and financial advisors is attached for your information.



Steve Hemminger

Attachment

Date: November 16, 2016  
W.I.: 1254  
Referred by: BATA Oversight

ABSTRACT

BATA Resolution No. 120

This resolution authorizes the issuance of up to \$300,000,000 in additional bonds, in one or more series, to finance Authority projects and purposes, the issuance of refunding bonds, the development, update and publication from time-to-time of an official statement relating to the Authority and its bonds, the taking of various actions in connection with the Authority's outstanding bonds, swaps and reimbursement agreements, the execution and delivery of related bond, swap, credit, liquidity and disclosure documents, and all necessary actions in connection therewith.

Discussion of this action is contained in the Executive Director's Memorandum to the BATA Oversight Committee dated November 2, 2016.

Date: November 16, 2016  
W.I.: 1254  
Referred by: BATA Oversight

Re: Authorization of Issuance of Bay Area Toll Authority San Francisco Bay Area Toll Bridge Revenue Bonds

BAY AREA TOLL AUTHORITY  
RESOLUTION NO. 120

WHEREAS, the Bay Area Toll Authority (the "Authority") has outstanding \$5,601,095,000 principal amount of toll bridge revenue bonds (the "Senior Bonds") issued pursuant to its Master Indenture, dated as of May 1, 2001, as amended and supplemented (the "Master Indenture"), and has outstanding \$3,585,000,000 principal amount of subordinate toll bridge revenue bonds (the "Subordinate Bonds") issued pursuant to its Subordinate Indenture, dated as of June 1, 2010, as amended and supplemented (the "Subordinate Indenture"); and

WHEREAS, the Authority has decided to authorize the issuance of up to an additional \$300,000,000 principal amount of toll bridge revenue bonds, as additional Senior Bonds, additional Subordinate Bonds or any combination thereof (collectively, the "Additional Bonds"), bearing either taxable or tax-exempt, fixed or variable interest rates, or any combination thereof, and the Authority has decided to authorize the sale and delivery of such Additional Bonds in one or more series from time-to-time through December 31, 2018 to provide funding for the Authority's authorized projects and purposes, including as authorized pursuant to Chapter 4, Chapter 4.3, and Chapter 4.5 of Division 17 of the California Streets and Highways Code and the provisions of the Revenue Bond Law of 1941 applicable to the Authority (collectively, the "Act"); and

WHEREAS, the Authority has entered into a Reimbursement Agreement dated as of October 16, 2014 (the "Reimbursement Agreement") under which certain banks provide credit and/or liquidity support for a portion of the Authority's variable rate demand Senior Bonds, and it may be in the best interests of the Authority to amend, restructure, replace or terminate the Reimbursement Agreement; and

WHEREAS, it may be in the best interests of the Authority from time to time to issue Senior Bonds or Subordinate Bonds to refund outstanding Senior Bonds or Subordinate Bonds and related obligations, including pursuant to Article 10 and Article 11 of Chapter 3 of Part 1 of



Division 2 of Title 5 of the California Government Code (Section 53570 et seq.), as applicable; and

WHEREAS, it may be in the best interests of the Authority to convert outstanding variable rate demand Senior Bonds to another interest rate mode or modes; and

WHEREAS, the Authority has outstanding interest rate swaps in the aggregate notional amount of \$1,917,845,000 (the “Outstanding Notional Amount”), and it may be in the best interests of the Authority to amend, novate, restructure, replace or terminate any or all of the related interest rate swap agreements; and

WHEREAS, it may be in the best interests of the Authority to enter into additional reimbursement agreements, credit or liquidity support agreements or interest, asset or other swap agreements, including any such agreements relating to a private placement and/or direct purchase of a series of Additional Bonds, and there has been prepared and presented to the Authority a form of a Credit Facility and Reimbursement Agreement (the “Direct Purchase Credit Agreement”) and a related purchase contract (the “Direct Purchase Contract”); and

WHEREAS, to facilitate the offering and sale of the Additional Bonds and the remarketing of outstanding Bonds, there has been prepared and presented to the Authority a proposed form of official statement or reoffering circular together with a proposed form of Appendix A to the official statement or reoffering circular relating to the Authority (collectively, the “Official Statement”), and the Authority expects to update the Official Statement from time-to-time in connection with the issuance of Additional Bonds or refunding bonds, or the remarketing of Senior Bonds or Additional Bonds that are variable rate demand bonds being converted to another interest rate mode or modes, or due to a change in credit or liquidity facility; now therefore, be it

RESOLVED, that the Authority finds that the foregoing recitals are true and correct and that capitalized terms defined in the Master Indenture or the Subordinate Indenture that are used but not otherwise defined in this Resolution shall have the meanings assigned to such terms therein, as applicable; and be it further

RESOLVED, that the Authority hereby authorizes the issuance, from time-to-time, of Additional Bonds in one or more series and in one or more public offerings, direct purchases or other private placements in accordance with the terms of the Master Indenture, the Subordinate Indenture and Chapter 4, Chapter 4.3 and Chapter 4.5 of Division 17 of the California Streets and Highways Code, and, as applicable, Article 10 and Article 11 of Chapter 3 of Part 1 of Division 2

of Title 5 of the California Government Code (Section 53570 et seq.), bearing either taxable or tax-exempt fixed interest rates, variable interest rates, or fixed interest rates that include coupon payments which change according to a schedule over the life of such bonds, or any combination thereof, in an aggregate principal amount not to exceed \$300,000,000 to:

- (1) fund Authority projects, including without limitation, constructing, improving, or equipping any of the bridges, or any of the purposes authorized by Chapters 4, 4.3 or 4.5 of Division 17 of the California Streets and Highways Code, and to reimburse the Authority for its prior payment of such costs;
- (2) increase the amount on deposit in the reserve fund under the Master Indenture as necessary to meet the requirements of the Master Indenture or fund any reserve fund contribution under the Subordinate Indenture;
- (3) pay the costs of issuance of the Additional Bonds, provided that the underwriters' discount (excluding any original issue discount) shall not exceed 1% of the aggregate principal amount of tax-exempt Additional Bonds issued and 2% of the aggregate principal amount of taxable Additional Bonds issued and other costs of issuance shall not exceed 1% of the aggregate principal amount of the Additional Bonds issued; and
- (4) pay any swap-related costs, legal or financial advisor fees, credit or liquidity support costs or other costs or payments as are determined to be necessary or desirable by the Executive Director or the Chief Financial Officer in carrying out the purposes of this Resolution;

provided, however, that the aggregate principal amount of Additional Bonds issued pursuant to the foregoing authorization may not exceed \$300,000,000 and the Additional Bonds authorized hereby shall not be issued after December 31, 2018 without further authorization by the Authority; and be it further

RESOLVED, that subject to the foregoing, the series designations, dates, maturity date or dates (not to exceed 40 years from their date of issuance in the case of tax-exempt Additional Bonds and 50 years from their date of issuance in the case of taxable Additional Bonds), interest rate or rates, terms of redemption, and other terms of each series of Additional Bonds shall be as provided in one or more supplemental indentures to the Master Indenture or the Subordinate Indenture providing for the issuance of such series of Additional Bonds as finally executed by the Executive Director or the Chief Financial Officer, provided that the true interest cost for fixed

interest rate Additional Bonds may not exceed 4.50% per annum for additional tax-exempt Senior Bonds, 5.00% per annum for additional tax-exempt Subordinate Bonds, and 5.50% per annum for additional taxable bonds, and the interest rate for variable interest rate Additional Bonds may not exceed 12% per annum except with respect to any variable interest rate Additional Bonds that are held pursuant to a letter of credit, line of credit, standby purchase agreement, revolving credit agreement or other credit arrangement pursuant to which credit or liquidity support is provided for Additional Bonds, pursuant to which the interest rate or rates shall not exceed 15% per annum; and be it further

RESOLVED, that the method of determining the interest rate or rates on variable interest rate Additional Bonds, the terms of tender and purchase of Additional Bonds, and the other terms of variable interest rate Additional Bonds shall be as specified in a supplemental indenture to the Authority's Master Indenture or Subordinate Indenture, in substantially the form of a supplemental indenture executed by the Authority in the past pursuant to the Master Indenture or the Subordinate Indenture, in each case with such additions thereto and changes therein (including, without limitation, additions or changes necessary or desirable to accommodate direct purchases of bonds or to establish terms and conditions relating to the issuance of fixed interest rate Additional Bonds that have coupon payments which change over the life of the bonds according to a schedule, or additional put or index bond or other structures, with or without liquidity or credit support) as the Executive Director or Chief Financial Officer executing the same, with the advice of General Counsel to the Authority and bond counsel to the Authority, may approve (such approval to be conclusively evidenced by the execution and delivery of the supplemental indenture), and the Authority hereby authorizes the Executive Director or the Chief Financial Officer to purchase, from time-to-time, for and on behalf of the Authority, any of the variable interest rate Additional Bonds at a price equal to the principal amount of such Additional Bonds (plus accrued interest) on a date or dates selected by the Authority if such officer determines that it is in the best interests of the Authority to so purchase such Additional Bonds; and be it further

RESOLVED, that the Authority hereby determines pursuant to Section 3.01(B)(1) of the Master Indenture, based on the calculations in Attachment A to this Resolution, that the ratio of (A) Net Revenue for the most recent Fiscal Year for which audited financial statements are available to (B) Maximum Annual Debt Service on the Senior Bonds (and Parity Obligations), including such Additional Bonds that are issued as Senior Bonds (or Parity Obligations), in the

aggregate principal amount of \$300,000,000, will not be less than 1.50:1, and the Authority hereby directs an Authorized Representative to update this calculation as of the actual date of sale of each series of the Additional Bonds that are issued as Senior Bonds to reflect the actual amount of Additional Bonds being sold and to proceed with the issuance pursuant to the Master Indenture only if the ratio of (A) Net Revenue for the most recent Fiscal Year for which audited financial statements are available or projected Net Revenue for each of the next three Fiscal Years to (B) Maximum Annual Debt Service on the Additional Bonds that are issued as Senior Bonds (or Parity Obligations) and the actual amount of additional Senior Bonds being sold is not less than 1.50:1 as of said date of sale; and be it further

RESOLVED, that the Authority hereby authorizes the execution of one or more additional reimbursement agreements, credit or liquidity support agreements or direct purchase credit agreements or interest, asset or other swap agreements relating to a direct purchase and/or private placement of Additional Bonds, in substantially the form of, as applicable, the Authority's Reimbursement Agreement or the form of the Direct Purchase Credit Agreement (each, a "Support Agreement"), with such additions thereto or changes therein as the Executive Director or the Chief Financial Officer executing the same, with the advice of General Counsel to the Authority and bond counsel to the Authority, may require or approve (the approval of such additions or changes to be conclusively evidenced by the execution and delivery of each Support Agreement); and be it further

RESOLVED, that the Authority hereby authorizes each of the Executive Director and the Chief Financial Officer to amend, restructure, replace, or terminate the Authority's Reimbursement Agreement, including, but not limited to, replacing one or more of the banks that issue letters of credit pursuant thereto or converting one or more series of Senior Bonds to interest rates that do not require credit or liquidity support; and be it further

RESOLVED, that the Authority authorizes refunding any variable rate Senior Bonds and any fixed interest rate Senior Bonds and any Subordinate Bonds with fixed interest rate or variable interest rate Senior Bonds or Subordinate Bonds or any combination thereof, provided that: (1) the net present value economic benefit threshold of 3% in Resolution No. 51 shall apply to such refundings unless the Executive Director and the Chief Financial Officer determine (with the advice of the Authority's financial advisor) that it is in the best interests of the Authority to proceed with one or more refundings with a lower threshold to achieve other Authority objectives,

including, without limitation, improving the Authority's debt service profile in light of the Authority's overall portfolio of debt and invested assets, reducing exposure to liquidity costs or other variable rate risks, or making changes in covenants, redemption or conversion provisions applicable to such bonds or related credit or liquidity support agreements or swaps; (2) the principal amount of Additional Bonds authorized in this Resolution is hereby increased by the aggregate principal amount of such refunding bonds that the Executive Director and the Chief Financial Officer approve, provided that the aggregate principal amount of such refunding bonds may not exceed the amount necessary to redeem the outstanding Senior Bonds or Subordinate Bonds being refunded plus interest to the redemption date and the amount of any redemption premium and the expenses and related credit or liquidity support, swap or other costs associated with such refinancing; and be it further

RESOLVED, that the Authority hereby authorizes each Authorized Representative (as defined in the Master Indenture) to convert any variable rate Senior Bonds to another interest rate mode or mode, including new interest rate modes not currently found in the Master Indenture and to pay related costs, including with respect to credit or liquidity support or swaps, or other costs, fees or payments as are determined to be necessary or desirable by the Executive Director or the Chief Financial Officer, with the advice of the Authority's financial advisor and bond counsel, in carrying out the purposes of this Resolution; and be it further

RESOLVED, that, because the Authority's cost of funds to pay interest on the outstanding Senior Bonds and the Additional Bonds will be affected by changes in interest rates, each of the Executive Director and the Chief Financial Officer is hereby authorized, for and on behalf of the Authority, to select counterparties for and prepare, enter into, and perform contracts and arrangements permitted by California Government Code Sections 5920 through 5923 in connection with or incidental to the issuance or carrying of the outstanding Senior Bonds and the Additional Bonds, and the Authority hereby finds and determines that such contracts and arrangements are designed to reduce the amount or duration of payment, currency, rate, spread, or similar risk or result in a lower cost of borrowing when used in combination with the issuance or remarketing of the Senior Bonds and the Additional Bonds or to enhance the relationship between risk and return with respect to the investment or program of investment in connection with, or incidental to, the contract or arrangement which is to be entered into, and each of the Executive Director and the Chief Financial Officer is hereby authorized:

- (1) to amend, restructure or terminate, including to replace or enter into one or more novations with respect to, existing swap agreements related to Senior Bonds;
- (2) to hedge the Authority's exposure to interest rate risk on all or any portion of the Additional Bonds issued bearing fixed interest rates or the outstanding fixed interest rate Senior Bonds or Subordinate Bonds by means of new interest rate swap agreements that obligate the Authority to make variable payments to swap counterparties, provided that (i) any new interest rate swap agreements shall not cause the aggregate notional amount of the Authority's interest rate swaps to exceed the Outstanding Notional Amount, and (ii) the resulting variable payment obligations of the Authority shall not exceed a contractual ceiling (which may be based on an index) approved by such officer;
- (3) to hedge the Authority's exposure to interest rate risk on all or any portion of the Additional Bonds issued bearing variable interest rates by means of new interest rate swap agreements that obligate the Authority to make fixed payments to swap counterparties, provided that (i) any new interest rate swap agreements shall not cause the aggregate notional amount of the Authority's interest rate swaps to exceed the Outstanding Notional Amount, and (ii) the resulting fixed payment obligations of the Authority shall not exceed 4.50% per annum if the related Additional Bonds are Senior Bonds bearing tax-exempt interest rates, 5.00% per annum if the related Additional Bonds are Subordinate Bonds bearing tax-exempt interest rates, and 5.50% per annum if the related Additional Bonds bear taxable interest rates;
- (4) provided, that all such contracts and arrangements referred to in (1) through (3) above shall be entered into in accordance with the Authority's Debt Policy, as amended from time-to-time, after giving due consideration to the creditworthiness of the counterparties, and in accordance with previously-utilized forms of swap documentation as guidelines for documentation, with such changes in swap documentation as shall be approved by such officer (and the amendments described in the parenthetical phrase in (1) and (2) above is hereby determined to be in accordance with the Authority's Debt Policy);
- (5) provided further, that each such contract or arrangement with respect to a Senior Bond heretofore or hereafter issued shall be a Qualified Swap Agreement if the

Authority has received a Rating Confirmation from each Rating Agency with respect thereto and if such officer determines, for and on behalf of the Authority, that (a) the notional amount of the contract or arrangement does not exceed the principal amount of the related series of Senior Bonds or portion thereof as applicable (and in making such a determination, such officer is hereby directed to calculate notional amounts as net amounts by taking into account and giving effect to all contracts and arrangements referred to above and rounding amounts as necessary to establish that each such agreement is a Qualified Swap Agreement) and (b) the contract or arrangement is intended to place the Senior Bonds on the interest rate basis desired by the Authority, that payments (other than payments of fees and expenses and termination payments, which shall be paid as set forth in the Master Indenture) thereunder shall be payable from Revenue on a parity with the payment of Senior Bonds, and that the contract or arrangement is designed to reduce the amount or duration of payment, rate, spread, or similar risk or result in a lower cost of borrowing when used in combination with the issuance or conversion of Senior Bonds of the Authority;

- (6) provided further, that each such contract or arrangement with respect to a Subordinate Bond heretofore or hereafter issued shall be a Parity Obligation (under and as defined in the Subordinate Indenture) if such contract or arrangement is designated as a Parity Obligation in the certificate of the Authority required by Section 3.02(b) of the Subordinate Indenture; and be it further

RESOLVED, that the Authority hereby approves development and use of the Official Statement, relating to the Authority and any of its outstanding Senior Bonds or Additional Bonds that are publicly offered or remarketed, and authorizes the Executive Director and the Chief Financial Officer, and each of them, to publish, post or disseminate (and deem final for purposes of Securities and Exchange Commission Rule 15c2-12) the Official Statement and, as required from time-to-time, to update the Official Statement, including without limitation Appendix A thereto, with such changes, amendment and supplements therein as are approved by either of them, as the Authority's Official Statement and to authorize the distribution of each such Official Statement by underwriters, broker dealers and placement agents, as applicable, until such time as the Authority's audited financial statements for the Fiscal Year ending June 30, 2017 have been

finalized, delivered to and accepted by the Authority, in connection with which a new form of Official Statement will be prepared for approval; and be it further

RESOLVED, that the Authority hereby authorizes the Executive Director and the Chief Financial Officer, and each of them, to select the parties to and execute and deliver (and the Secretary is authorized to countersign, if necessary) each of the documents that is necessary or appropriate to effect each of the transactions contemplated hereby, including, without limitation, supplemental indentures, official statements, reoffering circulars, remarketing agreements, pricing notices, credit or liquidity support agreements, reimbursement agreements, escrow agreements, continuing disclosure agreements and purchase contracts, including purchase contracts in the form of the Direct Purchase Contract, which is hereby approved, (collectively called the "Bond Documents") in substantially the forms approved hereby or executed by the Authority in the past, as applicable, with such additions thereto or changes therein, including, without limitation, additions or changes necessary or desirable to accommodate direct purchases or establish terms and conditions related to the issuance of fixed interest rate Additional Bonds having coupon payments that change over the life of the bonds according to a schedule, or in such other form as the officer executing the same, with the advice of General Counsel to the Authority and bond counsel to the Authority, may require or approve, the approval of such additions or changes or the approval of such other form to be conclusively evidenced by the execution and delivery of each Bond Document; and be it further

RESOLVED, that the Chair of the Authority, the Vice Chair of the Authority, the Executive Director, the Chief Financial Officer and other appropriate officers of the Authority, be and they 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 effectuate the actions that the Authority has approved in this Resolution and to carry out, consummate and perform the duties of the Authority set forth in the Bond Documents and all other documents executed in connection with the Additional Bonds; and be it further



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

BAY AREA TOLL AUTHORITY



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Dave Cortese, Chair

The above resolution was entered into by the  
Bay Area Toll Authority at a regular meeting of  
the Authority held in San Francisco, California,  
on November 16, 2016.

**ATTACHMENT A  
TO BATA RESOLUTION NO. 120**

**ADDITIONAL SENIOR BONDS CERTIFICATE**

**BAY AREA TOLL AUTHORITY**

**Additional Bonds Test calculation for proposed \$300,000,000 of Additional Senior Bonds**

	<b>Fiscal Year 2016 Audited Results (000's)</b>	<b>Debt Service and Coverage Calculations</b>
<b>A Toll Revenues</b>	\$714,132	
<b>B Interest Income</b>	12,006	
<b>C Other Operating Revenues</b>	22,830	
	<hr/>	
<b>D REVENUE (A + B + C)</b>	\$748,968	
<b>E Less Category B Maintenance Expenses</b>	26,376	
	<hr/>	
<b>F NET REVENUE (D - E)</b>	\$722,592	
<b>Maximum Annual Debt Service on Senior Bonds as of November 2, 2016 (occurs in the Fiscal Year ending June 30, 2043)</b>	\$318,388	
<b>G Maximum Annual Debt Service after \$300,000,000 million of Additional Senior Bonds issued</b>	\$333,388	
<b>H Debt Service Coverage (F / G)</b>	2.16	

\* Excludes Debt Service on Subordinate Bonds, combined Maximum Annual Debt Service on all Outstanding Bonds as of November 2, 2016 is \$535.5 million.

# Bay Area Toll Authority

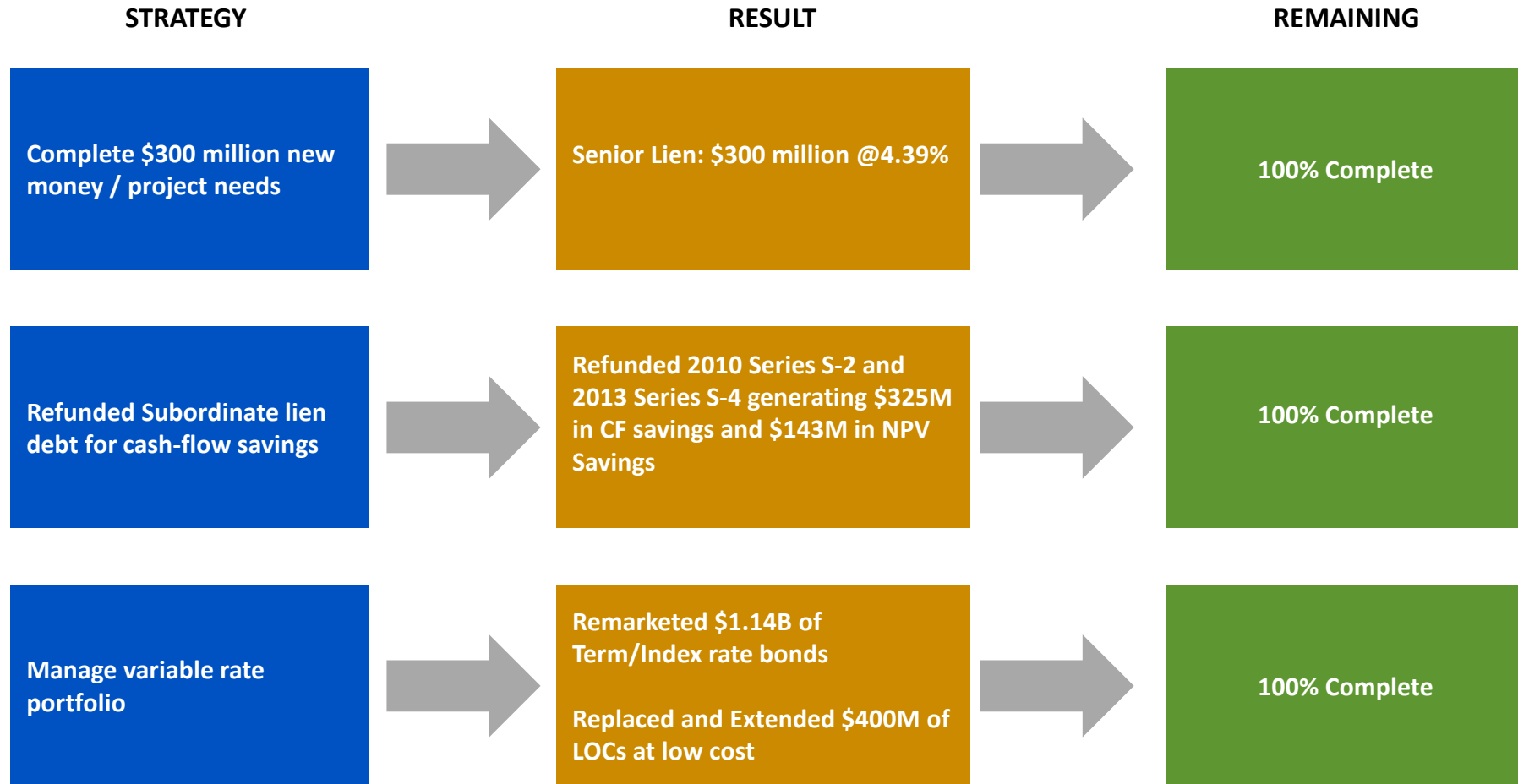


## Execution and Results of Resolution 120



December 13, 2017

# Major Objectives of Resolution 120



# January and February Financing

\$890,015,000



## ■ \$300,000,000 Senior Lien New Money Projects

- Authorized rate of 5.25%
- Attractive all-in cost of funds of 4.39%

## ■ \$590,015,000 Remarketing

- Remarketed 5 series of term and index rate put bonds
  - Put Dates 2022-2026
  - Achieved rates of 2.10%-2.95%
- Diversified BATA's remarketing risk profile

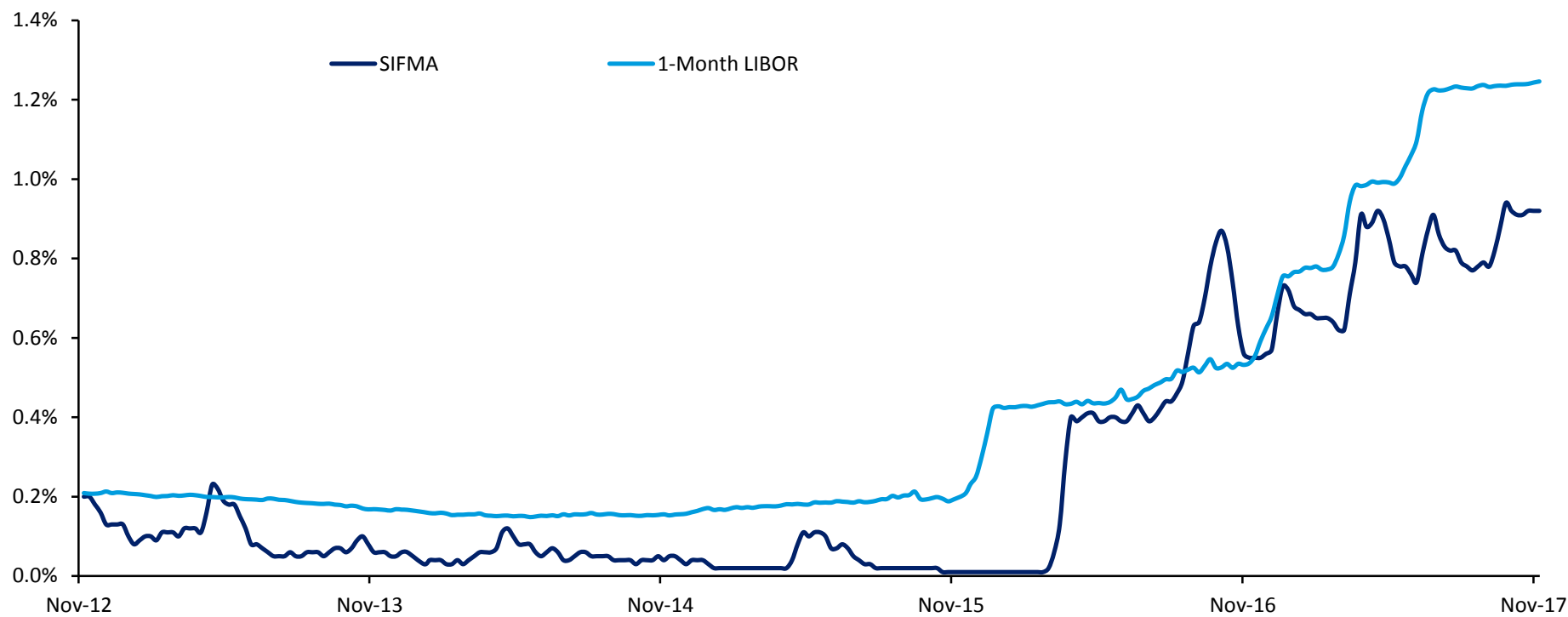
Senior Lien (Aa3/AA/AA)				
Series	2017 Series A	2017 Series B	2017 Series C	2017 Series D
Type	Term Rate	Term Rate	Term Rate	Index Rate
Par	\$125,225,000	\$125,225,000	\$151,715,000	\$156,850,000
Put Date	4/1/26 (9yr)	4/1/25 (8yr)	4/1/22 (5yr)	4/1/21 (4yr)
Put Type	Soft Put	Soft Put	Soft Put	Soft Put
Yield	2.95% (+67 spread)	2.85% (+71 spread)	2.10% (+50 spread)	70%3ML +55

# June and July Financing

## Replacement and Extension of \$400,000,000 in Letters of Credit

- June 2017, BATA substituted an expiring U.S. Bank Letter of Credit with a Bank of America, NA
  - Locked in 5 year attractive liquidity cost of 50 bps (Prior Rate of 0.38%)
- July 2017, BATA extended outstanding Letters of Credit with Bank of Tokyo, Sumitomo Mitsui Banking, Bank of America, NA
  - Locked in 5 year liquidity term at an attractive cost of 50 bps (Prior Rate of 0.50%)

## Short Term Rates Since 2012



# August Financing

## \$1,954,260,000



### \$552,085,000 Senior Lien 2017 Series E, G, H and \$1,402,175,000 Subordinate Lien 2017 Series S-7

- Remarketed senior lien term rate put bonds and refinanced subordinate lien fixed rate bonds for cash flow savings
  - Reduced MADS
  - Streamlined debt service profile
- The subordinate lien bonds were structured as 4% or lower coupons with a 10-year par call beyond 11 years
  - Largest sub 5% coupon bond transaction sold in the municipal market
  - Initially offered \$550M
  - Total orders of \$7.1 billion
    - Strong order flow resulted in \$1.2M in sub 5% coupons as final deal size
- Accumulated refunding savings since 2014 now over \$643M in cash flow savings and \$419M in PV savings

### 2017 Refinancing Savings

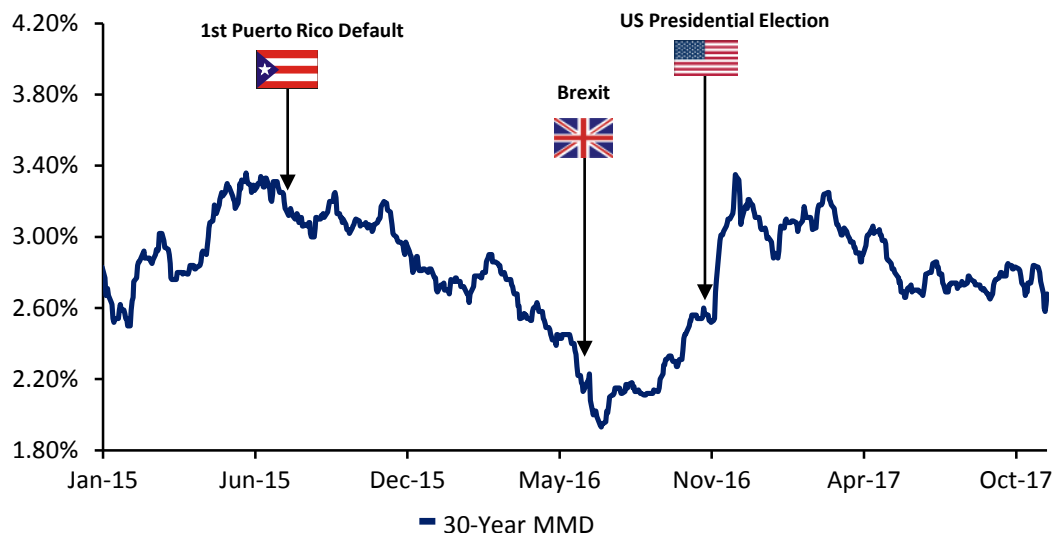
Prior Debt Service      \$3,794,886,363

New Debt Service      \$3,470,220,463

Cash Flow Savings      \$324,665,900

**Present Value of Cash Flow Savings      \$143,060,831**

### Long Term Municipal Interest Rates Since 2015



### **Deal was voted Far West “Deal of the Year” by Bond Buyer**

*BATA continues to push, innovate, and develop products and structures that will benefit its constituents. Time and time again, BATA has been told “no one has ever done that” or “there are no buyers for that” and BATA continues to prove the market wrong and pave the way for other municipal issuers.*

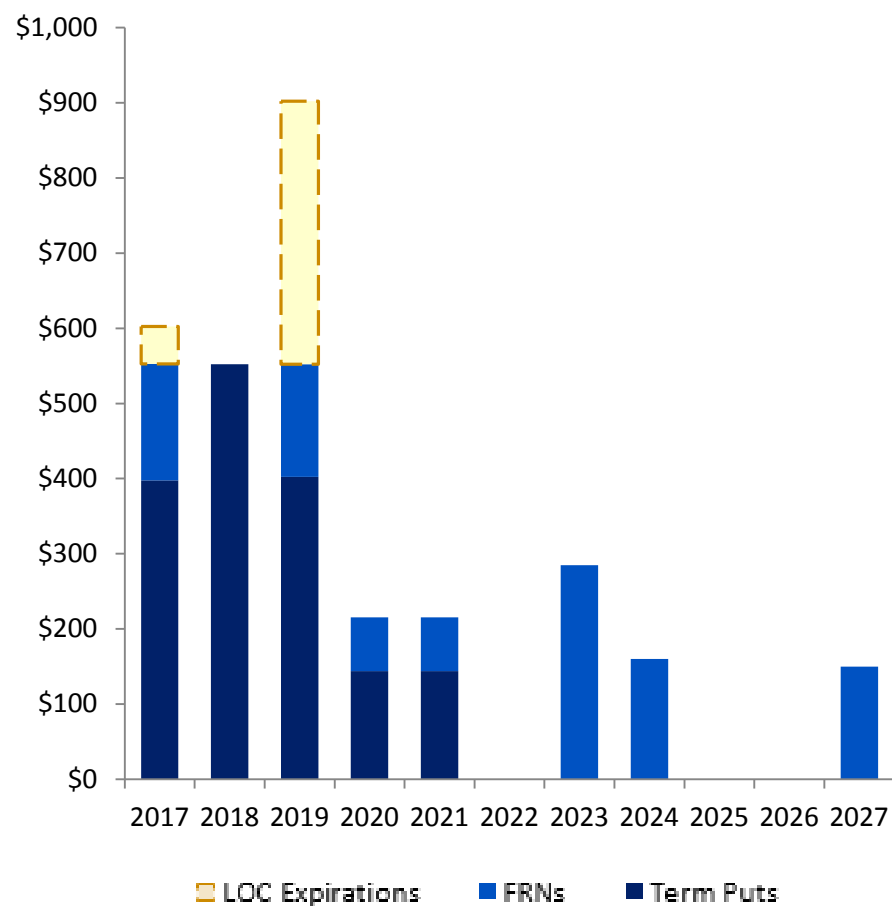
**Deal of the Year Nomination**

# Managing The Variable Rate Portfolio

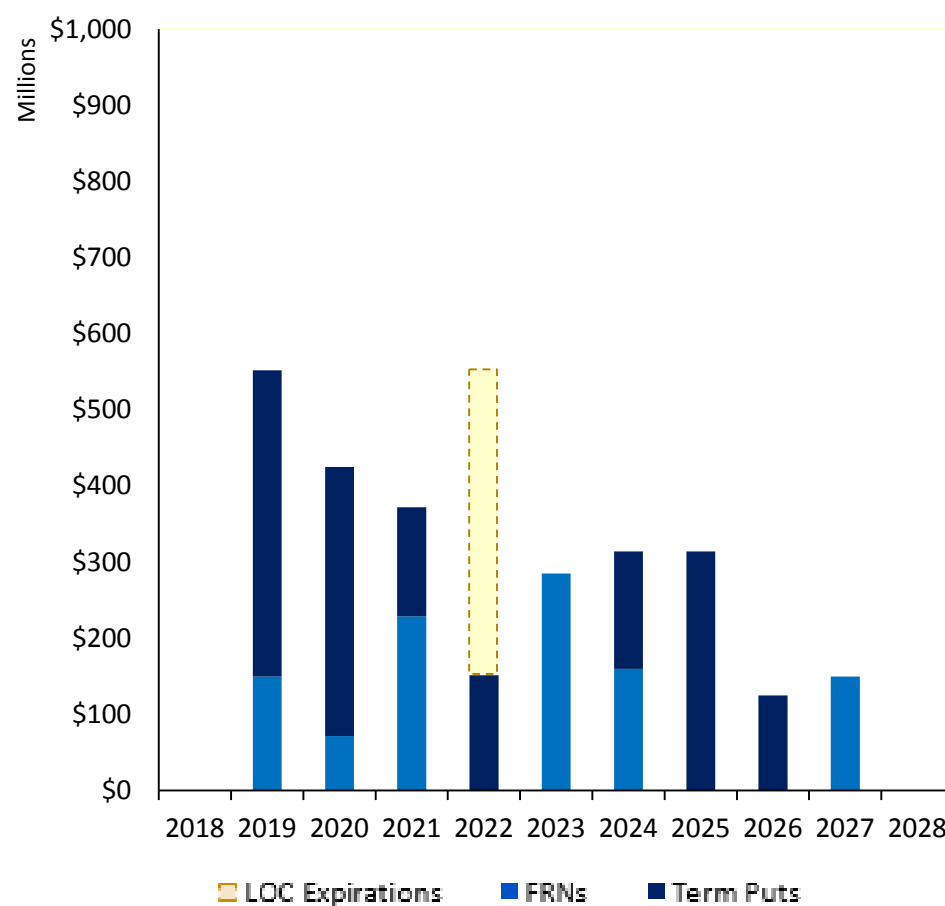


*2017 Remarketing and liquidity extensions have mitigated BATA's rollover risk*

**Scheduled Rollovers and LOC Expirations –  
2016 Year End**



**Scheduled Rollovers and LOC Expirations –  
2017 Year End**

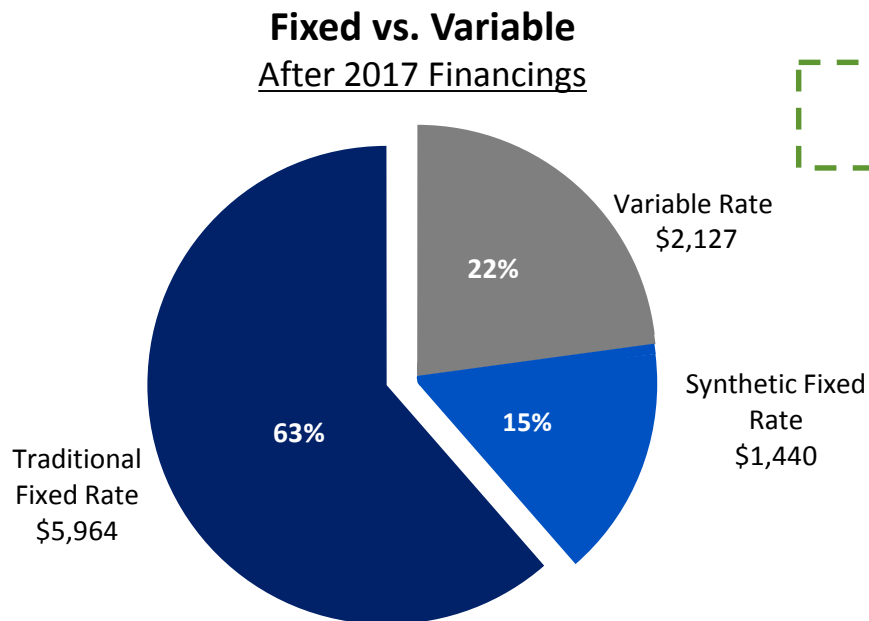




# Overall Debt Profile Optimization



- Over half of BATA's debt is comprised of traditional fixed rate bonds (63%)
- The Swap portfolio has continued to manage risk and lower debt service costs
- BATA maintains a \$2.1 billion variable rate portfolio
  - Structurally diversified
  - Strong letters of credit in place
  - \$1 billion of variable rate exposure is offset by liquid assets maintained in the BATA hard deck



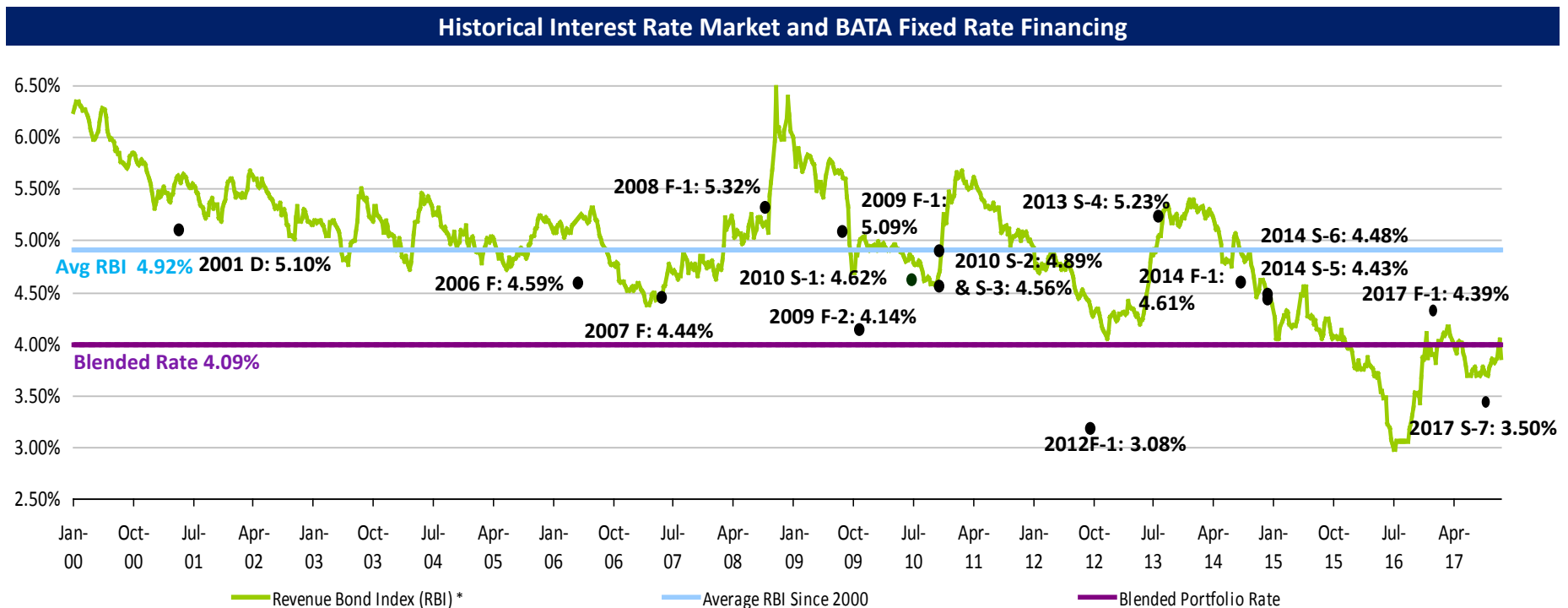
- 78% of portfolio is insulated from future interest rate fluctuations
- Only 4% of portfolio requires renewal of credit facilities

***Variable rate is an important driver of BATA's low overall cost of capital to approximately 4%***

# Blending Down Overall Cost of Funds



- Completed \$300 million of planned project financings
- Current all-inclusive cost of funds is approximately 4.09% (Blended Portfolio Rate)
  - Translates to approximately \$79 million per year vs Average RBI
- Debt portfolio's low cost was achieved during period of extreme market volatility



\*RBI is an "industry standard" index rate that provides an objective benchmark for BATA's cost of funds. Note BABs cost calculated net of the Federal subsidy

# Next Steps for the Commission



## Rating Agency Update

- Revised KPMG Study
- RM3
- Adding Fitch Subordinate Rating
- Monitoring Tax Reform implications on BABs subsidy payments

## October 2018

- \$400M in 2014 Series C Rolls

Dec 2017

Q1 2018

Q2 2018

Q3 2018

Q4 2018

## July 2018

- Close FTA Financing

## April 2018

- Fixed Receiver Swap Extensions



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-3059      **Version:** 1      **Name:**  
**Type:** Contract      **Status:** Committee Approval  
**File created:** 11/28/2017      **In control:** Bay Area Toll Authority Oversight Committee  
**On agenda:** 12/13/2017      **Final action:**  
**Title:** Funding Agreement - Yerba Buena Island Southgate Road Realignment Project: San Francisco County Transportation Authority (\$2,200,000)

A request for authorization to enter into a funding agreement with the San Francisco County Transportation Authority to advertise, award, and administer the construction of the Yerba Buena Island Southgate Road Realignment Project.

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [3a\\_FundingAgreement\\_SFCTA.pdf](#)

Date	Ver.	Action By	Action	Result
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**Subject:**

Funding Agreement - Yerba Buena Island Southgate Road Realignment Project: San Francisco County Transportation Authority (\$2,200,000)

*A request for authorization to enter into a funding agreement with the San Francisco County Transportation Authority to advertise, award, and administer the construction of the Yerba Buena Island Southgate Road Realignment Project.*

**Presenter:**

Peter Lee

**Recommended Action:**

Committee Approval



BAY AREA TOLL AUTHORITY  
Bay Area Metro Center  
375 Beale Street  
San Francisco, CA 94105  
TEL 415.778.6700  
WEB [www.mtc.ca.gov](http://www.mtc.ca.gov)

## *Memorandum*

TO: BATA Oversight Committee

DATE: December 6, 2017

FR: Executive Director

W. I. 1256

RE: Funding Agreement - Yerba Buena Island Southgate Road Realignment Project: San Francisco County Transportation Authority (\$2,200,000)

This item would authorize the Executive Director or his designee to negotiate and enter into a funding agreement with the San Francisco County Transportation Authority (SFCTA) to advertise, award, and administer the construction of the Yerba Buena Island Southgate Road Realignment Project (the Project) in an amount of \$2,200,000.

### **Background**

The Project proposes to realign the I-80 eastbound off-ramp from the new east span of the San Francisco-Oakland Bay Bridge (SFOBB) and Southgate Road on Yerba Buena Island (YBI) to improve mobility for pedestrians, bicyclists, and vehicles to and from the SFOBB to Yerba Buena Island. The SFCTA evaluated the planned I-80 eastbound off-ramp configuration to be constructed as part of the SFOBB East Span Seismic Replacement Project and identified a \$30 million alternative that better accommodates island redevelopment needs.

On May 9, 2017, the Toll Bridge Program Oversight Committee committed \$6.4 million in toll bridge seismic retrofit funds for the project. Subsequently, the BATA Oversight Committee authorized a \$4 million consultant contract with HDR Engineering funded by toll bridge seismic retrofit funds. The consultant will prepare an environmental revalidation and provide professional and technical engineering services to prepare final design documents and related construction activities. SFCTA has requested \$2.2 million in remaining toll bridge seismic funds to proceed with the project. The remaining \$200,000 in toll bridge seismic retrofit funds will be held as a contingency. The remaining cost of the project will be funded from a combination of Federal Highway Bridge Program (HBP) and State Proposition 1B funds.

### **Recommendation**

Staff recommends that the Committee authorize the Executive Director or his designee to negotiate and enter into a funding agreement with SFCTA to advertise, award and administer the Project in an amount of \$2,200,000.

  
Steve Heminger

SH:rc

J:\COMMITTEE\BATA Oversight\2017\12 Dec'2017\_BATA Oversight\_Committee\4f\_SFCTA\_Funding\_Memo.docx

REQUEST FOR COMMITTEE APPROVAL  
Summary of Funding Agreement

Work Item No.:	1256
Agency:	San Francisco County Transportation Authority (SFCTA)
Work Project Title:	Yerba Buena Island Southgate Road Realignment Project (the Project)
Purpose of Project:	Realign the I-80 eastbound off-ramp from the new east span of the San Francisco-Oakland Bay Bridge (SFOBB) and Southgate Road on Yerba Buena Island (YBI).
Brief Scope of Work:	SFCTA shall advertise, award and administer Project
Funding Amount Not to Exceed:	\$2,200,000
Funding Source:	Toll Bridge Seismic Retrofit Program Funds
Fiscal Impact:	Funds in the amount of \$2,200,000 are included in the Toll Bridge Seismic Retrofit Capital Program Budget for FY 2017-18, subject to Toll Bridge Program Oversight Committee (TBPOC) approval.
Motion by Committee:	That the Executive Director or his designee is authorized to negotiate and enter into a funding agreement with SFCTA to advertise, award, and administer the Project, as described above and in the Executive Director's memorandum dated December 13, 2017; and the Chief Financial Officer is directed to set aside funds in the amount of \$2,200,000 for such funding agreement.
BATA Oversight Committee:	<hr/> Amy Rein Worth, Chair
Approved:	Date: December 6, 2017



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-2945      **Version:** 1      **Name:**  
**Type:** Action Item      **Status:** Agenda Ready  
**File created:** 10/6/2017      **In control:** Bay Area Toll Authority Oversight Committee  
**On agenda:** 12/13/2017      **Final action:**  
**Title:** Closed Session - CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION

The Commission will meet in closed session pursuant to Government Code Section 54956.9(a) and paragraph (1) of subdivision (d) of Government Code Section 54956.9 to confer with counsel regarding Michael Saliani, et al., v. BATA, et al., San Francisco Superior Court Case No. CGC-14-540384; Pamela Moore, et al. v. BATA, et al., San Francisco Superior Court Case No. CGC-15-549048; and Kristen Freeland and Michael Jefferson, et al., v. BATA, et al., San Francisco Superior Court Case No. CGC-16-550947.

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:**

Date	Ver.	Action By	Action	Result
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**Subject:**

Closed Session - CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION

*The Commission will meet in closed session pursuant to Government Code Section 54956.9(a) and paragraph (1) of subdivision (d) of Government Code Section 54956.9 to confer with counsel regarding Michael Saliani, et al., v. BATA, et al., San Francisco Superior Court Case No. CGC-14-540384; Pamela Moore, et al. v. BATA, et al., San Francisco Superior Court Case No. CGC-15-549048; and Kristen Freeland and Michael Jefferson, et al., v. BATA, et al., San Francisco Superior Court Case No. CGC-16-550947.*



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 17-2946      **Version:** 1      **Name:**

**Type:** Action Item      **Status:** Authority Approval

**File created:** 10/6/2017      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 12/13/2017      **Final action:**

**Title:** Open Session

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:**

Date	Ver.	Action By	Action	Result
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**Subject:**  
Open Session

**Recommended Action:**  
Authority Approval