



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   Libby Schaaf, Vice Chair**  
**Margaret Abe-Koga, Carol Dutra-Vernaci, Federal D. Glover,**  
**Nick Josefowitz, Gina Papan, Hillary Ronen,**  
**Non-Voting Member: Dina El-Tawansy**

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Wednesday, January 13, 2021

9:35 AM

Board Room - 1st Floor (REMOTE)

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The Bay Area Toll Authority Oversight Committee is scheduled to meet on Wednesday, January 13, 2021 at 9:35 a.m., in the Bay Area Metro Center (Remotely). In light of Governor Newsom's State of Emergency declaration regarding the COVID-19 outbreak and in accordance with Executive Order N-29-20 issued by Governor Newsom on March 17, 2020 and the Guidance for Gatherings issued by the California Department of Public Health, the meeting will be conducted via webcast, teleconference, and Zoom for committee, commission, or board members who will participate in the meeting from individual remote locations. A Zoom panelist link for meeting participants will be sent separately to committee, commission, or board members.

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

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

Attendee Link: <https://bayareametro.zoom.us/j/83797391883>

Or iPhone one-tap: US: +16699006833,,83797391883# or +14086380968,,83797391883#

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

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

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

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

Webinar ID: 837 9739 1883

International numbers available: <https://bayareametro.zoom.us/j/kcp0TxudUM>

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

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

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

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

## 2. Pledge of Allegiance

## 3. Compensation Announcement (Committee Secretary)

## 4. Consent Calendar

- 4a. [21-0038](#) Minutes of the December 9, 2020 meeting  
Action: Committee Approval  
Attachments: [4a - 21-0038 - Dec 9 BATA O Draft Minutes.pdf](#)
- 4b. [21-0039](#) Contract Amendment - Financial Advisory Services: PFM Financial Advisors LLC (\$600,000)  
Action: Committee Approval  
Presenter: Brian Mayhew  
Attachments: [4b - 21-0039 - Contract Amendment Financial Advisory Services.pdf](#)
- 4c. [21-0110](#) Contract Amendment - I-580 Richmond-San Rafael (RSR) Bridge Access Improvement Project - On-Call Construction Management Services: WSP USA, Inc. (\$250,000)  
Action: Committee Approval  
Presenter: James Go  
Attachments: [4c - 21-0110 - ContractAmend WSP RSRbridge.pdf](#)
- 4d. [20-1632](#) Contract Amendment - On-Call Toll Bridge Asset Management Program Support on Richmond-San Rafael Bridge: WSP USA Inc. (\$400,000)  
Action: Committee Approval  
Presenter: Stephen Wolf  
Attachments: [4d - 20-1632 - Contract WSP.pdf](#)

## 5. Approval

- 5a. [20-1721](#) BATA Resolution No. 142 - Authorizing the 2021 Plan of Finance; and Good Faith Estimate.

- i) A request that the Committee refer BATA Resolution No. 142 to the Authority for approval, authorizing the 2021 Plan of Finance; and
- ii) A request that the Committee approve the receipt of the Good Faith Estimate of costs.

**Action:** Authority Approval / Committee Approval

**Presenter:** Brian Mayhew

**Attachments:** [5a - 20-1721 - BATA Reso No 0142 - BATA Financing Plan Summary.pdf](#)  
[5a - 20-1721 - Good Faith Estimate.pdf](#)  
[5a - 20-1721 - BATA Reso No 0142 - 2020 BATA Bond Resolution.pdf](#)

## 6. Public Comment / Other Business

## 7. Adjournment / Next Meeting

The next meeting of the BATA Oversight Committee is scheduled to be held on Wednesday, February 10, 2021 at 9:35 a.m. at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA 94105 (remotely and by webcast as appropriate depending on the status of any shelter in place orders).

**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)

**File #:** 21-0038      **Version:** 1      **Name:**  
**Type:** Minutes      **Status:** Committee Approval  
**File created:** 12/1/2020      **In control:** Bay Area Toll Authority Oversight Committee  
**On agenda:** 1/13/2021      **Final action:**  
**Title:** Minutes of the December 9, 2020 meeting  
**Sponsors:**  
**Indexes:**  
**Code sections:**  
**Attachments:** [4a - 21-0038 - Dec 9 BATA O Draft Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
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**Subject:**  
Minutes of the December 9, 2020 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   Libby Schaaf, Vice Chair  
Margaret Abe-Koga, Carol Dutra-Vernaci, Federal D. Glover,  
Nick Josefowitz, Gina Papan, Hillary Ronen,  
Non-Voting Member: Dina El-Tawansy*

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Wednesday, December 9, 2020

9:35 AM

Board Room - 1st Floor (REMOTE)

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### Call Remote Meeting to Order

#### 1. Roll Call / Confirm Quorum

**Present:** 6 - Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz,  
Commissioner Papan, Commissioner Ronen, and Chair Worth  
**Absent:** 1 - Commissioner Schaaf

Non-Voting Member Absent: Vacant

Ex Officio Voting Members Present: Commission Chair Haggerty

Ad Hoc Non-Voting Members Present: Commissioner Ahn, Commissioner Giacomini, Commissioner Mackenzie, and Commissioner Sperling

#### 2. Pledge of Allegiance

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

Commissioner Ronen arrived during the Compensation Announcement.

#### 4. Consent Calendar

Upon the motion by Commissioner Dutra-Vernaci and the second by  
Commissioner Papan, the Consent Calendar was unanimously approved by the  
following vote:

**Aye:** 6 - Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz,  
Commissioner Papan, Commissioner Ronen and Chair Worth

**Absent:** 1 - Commissioner Schaaf

#### 4a. [20-1597](#) Minutes of the November 4, 2020 meeting

**Action:** Committee Approval

- 4b. [20-1635](#) Regional Measure 3 Annual Report to the Legislature  
Action: Authority Approval  
Presenter: Anne Spevack
- 4c. [20-1598](#) BATA FY 2020-21 First Quarter Financial Statements  
Action: Information  
Presenter: Raymond Woo
- 4d. [21-0030](#) Interagency Funding Agreement - San Pablo Avenue Green Stormwater Spine Project: San Francisco Estuary Partnership (SFEP) (\$2,860,000)  
Action: Committee Approval  
Presenter: Peter Lee
- 4e. [21-0031](#) Contract Contingency Increase - I-580 Richmond-San Rafael (RSR) Bridge Access Improvement Project - Construction Package "A" Eastbound Third Lane and Point Molate Bicycle/Pedestrian Path (BATA-013): O.C. Jones and Sons, Inc. (\$1,500,000)  
Action: Committee Approval  
Presenter: Peter Lee

## 5. Approval

- 5a. [20-1465](#) Contract Amendment - End-of-Life Updates for Advanced Toll Collection and Accounting System (ATCAS II): TransCore, LP (\$3,630,000)
- A request for Committee approval to enter into a contract amendment with TransCore, LP (TransCore) in an amount not to exceed \$3,630,000 to provide funds for the replacement of end of life hardware and software for the Advanced Toll Collection and Accounting System (ATCAS II) operating at the seven state-owned toll bridges, subject to the approval of future BATA budgets.
- Action: Committee Approval  
Presenter: Jeff Gerbracht
- Upon the motion by Commissioner Dutra-Vernaci and the second by Commissioner Glover, the Committee unanimously adopted the contract amendment with TransCore, LP. The motion carried by the following vote:**
- Aye:** 6 - Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Papan, Commissioner Ronen and Chair Worth
- Absent:** 1 - Commissioner Schaaf

**6. Public Comment / Other Business**

Aleta Dupree was called to speak.

**7. Adjournment / Next Meeting:**

**The next meeting of the BATA Oversight Committee is scheduled to be held on Wednesday, January 13, 2021 at 9:35 a.m. at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA 94105 (remotely and by webcast as appropriate depending on the status of any shelter in place orders).**



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 21-0039      **Version:** 1      **Name:**

**Type:** Contract      **Status:** Committee Approval

**File created:** 12/1/2020      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 1/13/2021      **Final action:**

**Title:** Contract Amendment - Financial Advisory Services: PFM Financial Advisors LLC (\$600,000)

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [4b - 21-0039 - Contract Amendment Financial Advisory Services.pdf](#)

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

Contract Amendment - Financial Advisory Services: PFM Financial Advisors LLC (\$600,000)

### Presenter:

Brian Mayhew

### Recommended Action:

Committee Approval

# Bay Area Toll Authority Oversight Committee (BATA Oversight)

January 13, 2021

Agenda Item 4b - 21-0039

## Contract Amendment - Financial Advisory Services: PFM Financial Advisors LLC (\$600,000)

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**Subject:** Staff requests Committee approval of a two-year contract extension with PFM Financial Advisors LLC (PFM) to provide financial advisory services with annual funding of \$300,000. Total cost for PFM financial advisory services will increase from \$1,500,000 to \$2,100,000. Increased funding is subject to approval of future BATA budgets.

**Background:** The five-year financial advisory services contract with PFM (formerly Public Financial Management, Inc.) was approved by this Committee in April 2016 following a competitive selection process. A pre-qualified bench of financial advisors, including PFM, was selected to provide financial advisory services for a five-year period beginning July 1, 2016 through June 30, 2021. The procurement establishing the bench included an option to extend for two years, through June 2023.

PFM has provided valuable assistance over the past five years. This assistance included help structuring, planning and issuing fairness opinions in several BATA refinancing transactions that have produced millions in present value savings. In addition, PFM has assisted in the planning and analysis of the potential FTA/BART car replacement financing. In an ABAG funded project, PFM played a key role in the restructuring of the entire ABAG FAN portfolio.


BATA currently has a financing in development. PFM is playing a key role in the planning and structuring of the refinancing that is scheduled to close April 1, 2021. Transaction-based fees will continue to be paid through transaction proceeds, subject to review and approval by BATA as part of the transaction approval process.

PFM performs other services such as swap valuations and investment portfolio structuring that are not necessarily tied to a financing. For these services, staff recommends an amount not to exceed \$300,000 per fiscal year.

PFM is neither a small business nor a disadvantaged business enterprise and has no subcontractors.

**Recommendation:** Staff recommends that the Committee authorize the Executive Director or designee to negotiate and enter into a contract amendment including a two-year extension with PFM with annual funding of \$300,000. Total costs for PFM financial advisory services will increase from \$1,500,000 to \$2,100,000. Funding is subject to approval of future BATA budgets.

**Attachments:** Request for Committee Approval – Summary of Proposed Contract Amendment

  
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Therese W. McMillan

## REQUEST FOR COMMITTEE APPROVAL

### Summary of Proposed Contract Amendment

Work Item No.:	1254
Consultant:	PFM Financial Advisors LLC Philadelphia, PA
Work Project Title:	Financial Advisory Services
Purpose of Project:	To provide financial advisory services
Brief Scope of Work:	To provide financial advisory services
Project Cost Not to Exceed:	This amendment: \$600,000 (\$300,000 per fiscal year) Current contract amount before this amendment: \$1,500,000 Maximum contract amount after this amendment: \$2,100,000
Funding Source:	BATA Operating Budget
Fiscal Impact:	Funds are subject to inclusion in and approval of the FY 2021-22 and FY 2022-23 BATA Operating budgets
Motion by Committee:	That the Executive Director or designee is authorized to negotiate and enter into a contract amendment with PFM Financial Advisors LLC to continue providing financial advisory services, beginning July 1, 2021 through June 30, 2023 as described above and in the BATA Oversight Committee Summary Sheet dated January 13, 2021 and the Chief Financial Officer is directed to set aside \$300,000 per fiscal year for such contract amendment, subject to the approval of future BATA budgets.
BATA Oversight:	<hr/> Amy Worth, Chair
Approved:	January 13, 2021





# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

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**File #:** 21-0110      **Version:** 1      **Name:**

**Type:** Contract      **Status:** Committee Approval

**File created:** 12/10/2020      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 1/13/2021      **Final action:**

**Title:** Contract Amendment - I-580 Richmond-San Rafael (RSR) Bridge Access Improvement Project - On-Call Construction Management Services: WSP USA, Inc. (\$250,000)

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [4c - 21-0110 - ContractAmend WSP RSRbridge.pdf](#)

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

Contract Amendment - I-580 Richmond-San Rafael (RSR) Bridge Access Improvement Project - On-Call Construction Management Services: WSP USA, Inc. (\$250,000)

### Presenter:

James Go

### Recommended Action:

Committee Approval

# Bay Area Toll Authority Oversight Committee

January 13, 2021

Agenda Item 4c - 21-0110

## Contract Amendment – I-580 Richmond-San Rafael (RSR) Bridge Access Improvement Project – On-Call Construction Management Services: WSP USA, Inc. (\$250,000)

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**Subject:** This item would authorize a contract amendment with WSP USA, Inc. (WSP), formerly known as Parsons Brinkerhoff, Inc. (PB), in an amount not to exceed \$250,000 for on-call construction management services to close out the remaining construction for the I-580 Richmond-San Rafael (RSR) Bridge Access Improvement Project – Construction Package A, Package B1 and Package C.

**Background:** In 2014, BATA took responsibility for funding and implementing the I-580 RSR Bridge Access Improvement Project which comprises of several engineering and construction contracts, including the following:

- Construction Package A: added a peak period use lane to the RSR bridge by conversion of the shoulder on the lower deck (eastbound I-580), added a lane use system, and reconstructed several large retaining walls. The peak period use lane opened to the public in April 2018 and has significantly reduced traffic congestion in the eastbound direction, reducing travel time by half. Construction Package A also improved pedestrian and bicycle travel adjacent to the I-580 corridor by constructing a barrier-separated path connection from the Tewksberry/Standard Avenue Intersection near Point Richmond to Stenmark Drive near Point Molate. Construction Package A is substantially completed.
- Construction Package B1: converted the existing shoulder on the upper deck of the RSR Bridge (westbound I-580) to a two-way bicycle and pedestrian path that is separated from motor vehicles by a moveable concrete barrier system – closing a significant gap in the Bay Trail and providing new travel options across the RSR Bridge. The path opened to the public in November 2019 and has resulted in weekly averages as high as 3,200 users (May 2020). This path starts near Main Street in San Rafael and connects to the path in Richmond that was built under Construction Package A.

In May 2020, staff executed a contract change order, funded by the Transportation Authority of Marin, to construct a barrier separated two-way Class 4 Bikeway adjacent to the westbound direction of the Sir Francis Drake Boulevard off-ramp. An additional contract change order extended this new path closer to the Grange Avenue intersection along East Francisco Blvd in San Rafael. Construction Package B1 is completing remaining contract change order work.

- Construction Package C: contract with Lindsay Transportation Solutions, Inc. to install, operate, and maintain the moveable concrete barrier system that is referenced in Construction Package B1.


**Contractor Selection Process:** In January 2014, after a competitive procurement, the BATA Oversight Committee authorized a pool of eight firms, including PB, to provide on-call construction management services for a two-year term through January 31, 2016, with an option to extend for an additional two-year period. Based on a Request for Qualifications (RFQ) issued in March 2016 to seek construction management services for the I-580 RSR Bridge Access Improvement Project, this Committee authorized a contract with PB on July 6, 2016. In 2017, PB changed its name to WSP.

**Summary:** This amendment would allow WSP to continue providing construction management services for the completion and close-out of all three construction packages, including the remaining contract change order work in Package B1. The anticipated WSP contract completion date is in July 2021.

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

**Recommendation:** Staff recommends that the Committee authorize the Executive Director or designee to negotiate and enter into a contract amendment with WSP USA, Inc. in an amount not to exceed \$250,000 to provide construction management services for the I-580 Richmond-San Rafael Bridge Access Improvement Project.

**Attachments:** Attachment A – Small Business and Disadvantaged Business Enterprise Status; and  
Request for Committee Approval –Summary of Proposed Contract Amendment

  
Therese W. McMillan

## Attachment A

### Small Business and Disadvantaged Business Enterprise Status

Firm Name	Role on Project	DBE* Firm			SBE** Firm		
		Yes	If Yes, List #	No	Yes	If Yes, List #	No
WSP USA, Inc.	Construction Management			X			X
Applied Materials & Engineering	Material Testing	X	38639		X	1195	
CirclePoint	Public Outreach			X	X	40528	
Ganda and Associates	Biological Monitoring			X			X
Kleinfelder, Inc.	Material Source Inspection			X			X
Towill, Inc.	Surveying and Staking			X			X
Zoon Engineering	Inspection and Claims			X	X	58549	

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

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

## REQUEST FOR COMMITTEE APPROVAL

### Summary of Proposed Contract Amendment

Work Item No.:	1251
Vendor:	WSP USA, Inc. Antioch, CA
Work Project Title:	On-Call Construction Management Services: Richmond-San Rafael Bridge Access Improvement Project
Purpose of Project:	To provide construction management services for the Richmond-San Rafael Bridge Access Improvement Project.
Brief Scope of Work:	Consultant shall perform construction management and construction administration services in accordance with Caltrans Construction Manual and Caltrans Standard Specifications and Plans for the construction of the Richmond-San Rafael Bridge Access Improvement Project.
Project Cost Not to Exceed:	This amendment: \$250,000 Current contract amount before this amendment: \$10,406,000 Maximum contract amount after this amendment: \$10,656,000
Funding Source:	Toll Bridge Rehabilitation Funds
Fiscal Impact:	Funds are included in the FY 2020-2021 Toll Bridge Rehabilitation Program Budget.
Motion by Committee:	That the Executive Director or designee is authorized to negotiate and enter into a contract amendment with WSP USA, Inc. to perform construction management services for the Richmond-San Rafael Bridge Access Improvement Project, as described above and in the BATA Oversight Committee Summary Sheet dated January 13, 2021, and the Chief Financial Officer is directed to set aside funds in the amount of \$250,000 for such contract amendment.
BATA Oversight Committee:	
	<hr/> Amy Rein Worth, Chair
Approval Date:	Date: January 13, 2021



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

**File #:** 20-1632      **Version:** 1      **Name:**

**Type:** Contract      **Status:** Committee Approval

**File created:** 10/28/2020      **In control:** Bay Area Toll Authority Oversight Committee

**On agenda:** 1/13/2021      **Final action:**

**Title:** Contract Amendment - On-Call Toll Bridge Asset Management Program Support on Richmond-San Rafael Bridge: WSP USA Inc. (\$400,000)

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** [4d - 20-1632 - Contract WSP.pdf](#)

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

Contract Amendment - On-Call Toll Bridge Asset Management Program Support on Richmond-San Rafael Bridge: WSP USA Inc. (\$400,000)

### Presenter:

Stephen Wolf

### Recommended Action:

Committee Approval

## **Bay Area Toll Authority Oversight Committee**

**January 13, 2021**

**Agenda Item 4d - 20-1632**

### **Contract Amendment – On-Call Toll Bridge Asset Management Program Support on Richmond-San Rafael Bridge: WSP USA Inc. (\$400,000)**

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**Subject:** A request for Committee approval to enter into a contract amendment with WSP USA Inc. (WSP) to provide additional support related to the load rating analysis for the Richmond-San Rafael Bridge (RSR).

**Background:** On April 11, 2018, this Committee approved the selection of a panel of pre-qualified consulting firms to provide on-call asset management program support for the seven state-owned toll bridges (“Bridges”) as the result of a Request for Qualifications (RFQ) issued by staff.

On October 10, 2018, this Committee authorized a contract with WSP for an amount not to exceed \$800,000 to provide asset management support for the RSR Bridge as the result of a mini-RFQ issued by staff. With those funds WSP developed an asset management plan incorporating performance gap, life-cycle, and risk management analyses. Staff presented the results of this work in June 2020.

On March 4, 2019, BATA and Caltrans committed to California Senator Mike McGuire and Assembly Member Marc Levine to analyze the bridge’s structural capacity to accommodate on the upper deck a third westbound lane for peak period traffic, with a movable barrier system for a bicycle and pedestrian path during non-peak hours.

Federal Highway (FHWA) had a separate, concurrent requirement that Caltrans perform a load rating (i.e., a determination of the live load carrying capacity) for the bridge in its current configuration using new FHWA guidelines.

Caltrans and BATA staff concurred that WSP was most qualified to perform this work because of WSP’s concurrent RSR asset management support, access to existing RSR structural analysis models, and staff availability. On April 3, 2019, this Committee authorized a contract amendment with WSP for \$1,500,000, with \$1,000,000 reserved for a load rating to 1) fulfill the Federal Highway Administration (FHWA) requirement of Caltrans; and 2) evaluate the bridge’s structural capacity to accommodate a third westbound traffic lane with a movable barrier system on the upper deck.

Caltrans reviewed WSP’s analysis and found the results indicate the need to perform localized structural improvements to meet the new FHWA


guidelines. Caltrans and staff concur WSP should refine the assumptions used in the load rating analysis and incorporate the improvements in the load rating model. This contract amendment would fund this additional work.

Funds for this work were approved in the Fiscal Year (FY) 2020-21 BATA budget. The work is necessary to complete the RSR load rating in compliance with FHWA requirements.

WSP is neither a small business nor a disadvantaged business enterprise and has no subcontractors for this work.

**Recommendation:** Staff recommends that the Committee authorize the Executive Director or designee to negotiate and enter into a contract amendment in an amount not to exceed \$400,000 with WSP.

**Attachments:** Request for Committee Approval – Summary of Proposed Contract Amendment

  
Therese W. McMillan



## REQUEST FOR COMMITTEE APPROVAL

### Summary of Proposed Contract Amendment

Work Item No.:	1251
Consultant:	WSP USA Inc. (San Francisco, CA)
Work Project Title:	On-Call Toll Bridge Asset Management Program Support on Richmond-San Rafael Bridge
Purpose of Project:	Provide additional support related to the load rating of the Richmond-San Rafael Bridge.
Brief Scope of Work:	Provide additional support related to the load rating of the Richmond-San Rafael Bridge.
Project Cost Not to Exceed:	This contract amendment: \$400,000 Current contract amount before this amendment: \$2,100,000 Maximum contract amount after this amendment: \$2,500,000
Funding Source:	BATA Toll Bridge Rehabilitation Program Budget
Fiscal Impact:	Funds are included in the FY 2020-21 BATA Toll Bridge Rehabilitation Program Budget
Motion by Committee:	That the Executive Director or designee is authorized to negotiate and enter into a contract amendment with WSP USA Inc. for asset management program support services described above and in the BATA Oversight Committee Summary Sheet dated January 13, 2021 and the Chief Financial Officer is directed to set aside \$400,000 for such contract amendment.
BATA Oversight Committee:	<hr/> Amy R. Worth, Chair
Approved:	January 13, 2021



# Metropolitan Transportation Commission

375 Beale Street, Suite 800  
San Francisco, CA 94105

## Legislation Details (With Text)

<b>File #:</b>	20-1721	<b>Version:</b>	1	<b>Name:</b>	
<b>Type:</b>	Resolution	<b>Status:</b>		Authority Approval	
<b>File created:</b>	11/10/2020	<b>In control:</b>		Bay Area Toll Authority Oversight Committee	
<b>On agenda:</b>	1/13/2021	<b>Final action:</b>			
<b>Title:</b>	BATA Resolution No. 142 - Authorizing the 2021 Plan of Finance; and Good Faith Estimate.  i) A request that the Committee refer BATA Resolution No. 142 to the Authority for approval, authorizing the 2021 Plan of Finance; and ii) A request that the Committee approve the receipt of the Good Faith Estimate of costs.				
<b>Sponsors:</b>					
<b>Indexes:</b>					
<b>Code sections:</b>					
<b>Attachments:</b>	<a href="#">5a - 20-1721 - BATA Reso No 0142 - BATA Financing Plan Summary.pdf</a> <a href="#">5a - 20-1721 - Good Faith Estimate.pdf</a> <a href="#">5a - 20-1721 - BATA Reso No 0142 - 2020 BATA Bond Resolution.pdf</a>				
<b>Date</b>	<b>Ver.</b>	<b>Action By</b>	<b>Action</b>		<b>Result</b>

### Subject:

BATA Resolution No. 142 - Authorizing the 2021 Plan of Finance; and Good Faith Estimate.

- i) A request that the Committee refer BATA Resolution No. 142 to the Authority for approval, authorizing the 2021 Plan of Finance; and
- ii) A request that the Committee approve the receipt of the Good Faith Estimate of costs.

### Presenter:

Brian Mayhew

### Recommended Action:

Authority Approval / Committee Approval

# Bay Area Toll Authority Oversight Committee (BATA Oversight)

January 13, 2021

Agenda Item 5a - 20-1721

## **BATA Resolution No. 142 – Authorizing the 2021 Plan of Finance**

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**Subject:** Staff requests that the Committee refer BATA Resolution No. 142 to the Authority for approval, authorizing the 2021 Plan of Finance; and that the Committee approve the receipt of the Good Faith Estimate of Costs.

The 2021 Plan of Finance provides the authority to administer and maintain the BATA debt portfolio. The toll bridge project debt portfolio is currently \$9.0 billion, consisting of \$2.7 billion variable and \$6.3 billion fixed rate bonds. Resolution 142 authorizes maintenance of the current variable rate portfolio and the issuance of refunding bonds to take advantage of refunding opportunities in the fixed rate portfolio for two years, through January 2023.

There is no new money authority being requested at this time. However, depending on the outcome of Regional Measure 3 (RM3) litigation and potential market opportunities, staff may return in the future with proposed amendments to the 2020 Plan of Finance.

BATA Resolution 142 replaces BATA Resolution 132 approved in November, 2019. BATA Resolution 132 granted administrative authority to manage the debt portfolio through December, 2021. However, because of the changes in traffic and toll collection practices arising from the current health emergency, including the need to update disclosure information related to the pandemic, staff is proposing the updated debt resolution and accompanying documentation.

BATA Resolution No. 142 approves the 2021 Plan of Finance, authorizing the administration of the existing variable rate portfolio and authorizes the potential refunding of existing fixed rate bonds, within certain established parameters. Resolution 142 authorization includes:

### **Variable Rate Portfolio**

Administration of the \$2.7 billion variable rate portfolio including structuring the \$372 million rollover in FY 2021 and \$283 million rollover in FY 2022. Staff is also authorized to manage and replace any credit facilities supporting the variable rate portfolio. The short-term market has been a very successful tool in diversifying the portfolio and keeping debt costs down.

### **Refunding**

The resolution authorizes the refunding of existing fixed rate bonds provided the net present value savings are at least 3.0% or, in the opinion of the Chief Financial Officer, Executive Director and Authority financial advisor, the refunding achieves other important business purposes. Refunding opportunities are an important part of keeping debt costs down. BATA successfully refunded \$1.1 billion in 2017 and another \$973 million in 2019 with present value savings of \$143 million and \$213 million, respectively. While the change in federal tax law eliminating advance refunding, on a tax exempt basis, will limit our future refunding opportunities, our finance team is constantly evaluating the market for savings that meet the minimum threshold of 3%.

### **New Money Bonds**

Staff is not requesting authority for new money bonds. Nevertheless, as long as the market continues to offer extremely aggressive pricing we will continue to look for new money opportunities. Possible opportunities include prefunding rehabilitation projects and the remaining Regional Measure 2 projects. Staff will return to the Authority with an amended Plan of Finance if there are clear opportunities for new project funding, including, depending on the outcome of litigation, the final release of the RM3 escrow.

### **Draft Official Statement**

The draft official statement (OS) represents the form of the principal document used to communicate with investors and disclose material information necessary for an investor to make an investment decision. The document provides the investor with a description of BATA and the purpose of the financing as well as a complete history of BATA and our projects, toll collection and a detailed financial picture. The draft OS includes Appendix A providing updated operating and financial information on the BATA enterprise, including updated disclosure on the Covid-19 Pandemic. The draft OS is presented as Attachment A.

### **Issuance Parameters**

BATA Resolution No. 142 includes specific issuance parameters that must be followed for all financing transactions over the next two years, including:

New Money	None
Term Limit	
Tax exempt	40 years
Taxable	50 years
Interest Rate Cap	
Tax exempt:	

Senior Lien	5.00%
Subordinate Lien	5.25%
Taxable	6.50%
Underwriters' Discount/Fee	
Tax exempt	1.0%
Taxable	2.0%
Other costs	1.0%
Refunding savings	3.0% PV


While we are not requesting new money authority the parameters still apply to any short term rollovers as well as any refunding opportunities the market may present. Refunding parameters are the minimum savings requirement for economic refunding however a refunding may be possible for other purposes with the concurrence of the Chief Financial Officer and Executive Director as well as the Authority financial advisor. All financing parameters are confirmed by our financial advisor, PFM as part of the closing process on each financing transaction.

#### **Good Faith Estimate**

In accordance with state law, BATA has received a good faith estimate from the Authority financial advisor, PFM Financial Advisors LLC (PFM). The good faith estimate covers four potential financings over the next two years, two planned remarketing maturities as well as two potential refunding opportunities being evaluated for both cash flow and economic benefits. The good faith estimate details true interest costs, fees and charges paid to third parties, total proceeds received and the total principal and interest payments. In addition, PFM certifies all transactions are conducted in accordance with the limitations of Resolution 142 and the authorized debt policy. The good faith estimate is attached to this memorandum.

**Recommendation:** Staff recommends that the Committee refer BATA Resolution No. 142 to the Authority for approval and approve the receipt of the Good Faith Estimate of Costs prepared by PFM. All funds necessary to carry out the proposed financing plan are included in the approved FY 2020-21 budget.

**Attachments:** Good Faith Estimate; and  
BATA Resolution No. 142

  
Therese W. McMillan



December 2, 2020

## Memorandum

To: Brian Mayhew, Chief Financial Officer  
Susan Woo, Deputy Treasurer  
Bay Area Toll Authority

From: PFM Financial Advisors LLC

Re: Good Faith Estimate of Bond Offerings under Resolution 142

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On January 13, 2021 the Bay Area Toll Authority ("BATA") plans to introduce revisions to Resolution 142, which will authorize BATA's 2021-2022 Plan of Finance, including the issuance of remarketing bonds and refunding bonds from time to time. BATA has four potential financings contemplated in 2021 and 2022 for which PFM Financial Advisors LLC ("PFMFA"), as financial advisor to BATA, has been asked to provide certain Good Faith Estimates related to these financings pursuant to California Government Code Section 5852.1. Section 5852.1 requires that the public body obtain and disclose the following information:

1. The True Interest Cost of the bonds
2. The finance charge of the bonds (all fees and charges paid to third parties)
3. The amount of proceeds received by the public body for the sale of the bonds less the finance charge of the bonds and any reserves and capitalized interest funded with bond proceeds
4. The total payment amount to the final maturity of the bonds, including debt service and any fees and charges not paid with bond proceeds

The four transactions are a tax-exempt refunding/remarketing of the 2014 Series E, 2014 Series H, and 2017 Series D Bonds prior to April 1, 2021 (Transaction One), the taxable refunding of the 2017 Series F1 Bonds for savings (Transaction Two), the tax-exempt refunding/remarketing of the 2017 Series C and 2018 Series B Bonds prior to April 1, 2022 (Transaction Three) and the potential taxable refunding of Subordinate Lien principal due on April 1, 2022 and April 1, 2023 for the 2010 Series S-1, 2017 Series S-7, and 2019 Series S-9 Bonds on or prior to May 3, 2021 (Transaction Four).

PFMFA's good faith estimates are based on an assumption that all of the four transactions are issued as fixed rate bonds consistent with their current amortization schedules. Interest rates are estimated based on the market as of November 30, 2020.

Fees and charges have been calculated based on standard parameters contained in BATA's Debt Policy, which establishes a maximum amount of 1% of the par for cost of issuance. The average underwriters' spread is estimated at \$4.20 per bond.



Transaction One – Refunding/remarketing of 2014 Series E, 2014 Series H, and 2017 Series D Bonds, closing on March 1, 2021

The table below provides the information requested by 5852.1:

True Interest Cost Estimate	1.81%
Fees and Charges	\$4.3 million
Net Proceeds Estimate	\$372.4 million
Total Debt Service Estimate	\$453.9 million

Transaction Two – Taxable refunding of the 2017 Series F1 Bonds, closing on March 1, 2021

The table below provides the information requested by 5852.1:

True Interest Cost Estimate	2.99%
Fees and Charges	\$5.5 million
Net Proceeds Estimate	\$382.7 million
Total Debt Service Estimate	\$782.5

Transaction Three – Tax-exempt refunding/remarketing of the 2017 Series C and 2018 Series B Bonds, closing on July 5, 2021

The table below provides the information requested by 5852.1:

True Interest Cost Estimate	2.58%
Fees and Charges	\$3.4 million
Net Proceeds Estimate	\$279.7 million
Total Debt Service Estimate	\$397.3 million

Transaction Four – Taxable refunding of Subordinate Lien principal due on April 1, 2022 and April 1, 2023 for the 2010 Series S-1, 2017 Series S-7, and 2019 Series S-9 Bonds, closing on May 3, 2021

The table below provides the information requested by 5852.1:

True Interest Cost Estimate	3.09%
Fees and Charges	\$2.0 million
Net Proceeds Estimate	\$139.6 million
Total Debt Service Estimate	\$244.5 million

Should you have any questions, please contact Robert Rich at 609-452-0263 or Sarah Hollenbeck at 415-982-5544.

Date: January 27, 2021  
W.I.: 1254  
Referred by: BATA Oversight

ABSTRACT

BATA Resolution No. 142

This resolution authorizes 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 Bay Area Toll Authority Oversight Summary Sheet dated January 13, 2021.



Date: January 27, 2021  
W.I.: 142  
Referred by: BATA Oversight

BAY AREA TOLL AUTHORITY  
RESOLUTION NO. 142

WHEREAS, the Bay Area Toll Authority (the “Authority”) has outstanding \$5,296,625,000 principal amount of toll bridge revenue bonds (together with any bonds subsequently issued pursuant to the Master Indenture as authorized under this Resolution, 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 \$3,696,755,000 principal amount of subordinate toll bridge revenue bonds (together with any bonds subsequently issued pursuant to the Subordinate Indenture as authorized under this Resolution, the “Subordinate Bonds”) issued pursuant to its Subordinate Indenture, dated as of June 1, 2010, as amended and supplemented (the “Subordinate Indenture”); and

WHEREAS, it will be in the best interests of the Authority to issue (i) refunding Senior Bonds (the “Senior Refunding Bonds”) from time to time to refund outstanding Senior Bonds and related obligations, or (ii) refunding Subordinate Bonds (the “Subordinate Refunding Bonds” and, together with the Senior Refunding Bonds, the “Refunding Bonds”) from time to time to refund outstanding Senior Bonds, outstanding Subordinate Bonds, and related obligations, in each case pursuant to Chapter 4, Chapter 4.3 and Chapter 4.5 of Division 17 of the California Streets and Highways Code, and 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, the Authority desires now to authorize the issuance, sale, execution and delivery of Refunding Bonds in one or more series from time to time through January 31, 2023 or otherwise on a forward delivery or delayed delivery basis; and

WHEREAS, the Authority has entered into a Reimbursement Agreement, dated October 16, 2014, as amended by the First Amendment to the Reimbursement Agreement, dated June 15, 2017 and as further amended by the Second Amendment to the Reimbursement Agreement, dated August 1, 2019 (collectively, 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 to convert outstanding Senior Bonds that are variable rate demand bonds to another interest rate mode or modes; and

WHEREAS, the Authority has outstanding interest rate swaps in the aggregate notional amount of \$1,440,000,000 (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, in whole or in part, including for purposes of specifying alternative reference rates in connection with the anticipated phase out of the London Interbank Offered Rate (“LIBOR”); 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, and asset or other swap agreements; and

WHEREAS, to facilitate the offering and sale of Refunding Bonds and the remarketing of Senior Bonds that are variable rate 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 in connection with, and to reflect the terms and conditions of, the issuance of Refunding Bonds, or the remarketing of Senior Bonds that are variable rate bonds being converted to a new interest rate period, mode or modes, or due to a change in credit or liquidity facility; and

WHEREAS, in compliance with California Government Code Section 5852.1, the Authority has obtained from its financial advisor good faith estimates with respect to the Refunding Bonds which are attached as part of the staff report provided in connection with this Resolution and available to the public at this meeting; 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, sale, execution and delivery (including by bond exchange), from time-to-time, of Refunding Bonds to refund any

outstanding Senior Bonds or outstanding Subordinate Bonds in one or more series and in one or more public offerings or private placements in accordance with the terms of the Master Indenture, the Subordinate Indenture, Chapter 4, Chapter 4.3 and Chapter 4.5 of Division 17 of the California Streets and Highways Code, and 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, bearing either taxable or tax-exempt variable interest rates, fixed interest rates, or fixed interest rates that include coupon payments that change over the life of such bonds according to a schedule or the tax status of the bonds, or any combination thereof, to pay (collectively, the “Bond Refunding Costs”):

- (1) the principal or redemption price of outstanding Senior Bonds, outstanding Subordinate Bonds or Parity Obligations to be refunded;
- (2) all expenses incident to the calling, retiring or paying of such Senior Bonds, Subordinate Bonds or Parity Obligations and the Costs of Issuance of such Refunding Bonds or Parity Obligations (including, without limitation, surety, insurance, liquidity and credit enhancements costs, such as reserve fund deposits, and swap-related payments), provided that the underwriters’ discount (excluding any original issue discount) or underwriting fee shall not exceed 1.00% of the aggregate principal amount of tax-exempt Refunding Bonds issued and 2.00% of the aggregate principal amount of taxable Refunding Bonds issued, and other Costs of Issuance (excluding surety, insurance, liquidity and credit enhancements costs, such as reserve fund deposits, and any costs relating to swaps) shall not exceed 1.00% of the aggregate principal amount of Refunding Bonds issued; and
- (3) interest on all outstanding Senior Bonds, Subordinate Bonds or Parity Obligations to be refunded to the date such Senior Bonds, Subordinate Bonds or Parity Obligations will be called for redemption or paid at maturity; and
- (4) interest on the Refunding Bonds or Parity Obligations from the date thereof to the date of payment or redemption of the Senior Bonds, Subordinate Bonds or Parity Obligations to be refunded;

provided that:

- (A) the net present value economic benefit threshold of 3% in MTC Resolution No. 4265 (as it may be amended, supplemented or replaced from time to time, the “Debt Policy”) shall apply to such refundings unless the Chief Financial Officer and the

Executive Director (or, should the Executive Director not be available, a Deputy Executive Director designated by the Executive Director) 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, such as the refunding of outstanding Senior Bonds or Subordinate Bonds becoming subject to mandatory or optional redemption or tender in connection with the expiration of any interest rate period; and

- (B) the maximum principal amount of Refunding Bonds authorized in this Resolution shall not exceed the amount necessary to pay the Bond Refunding Costs; and
- (C) the Refunding Bonds authorized hereby shall not be issued after January 31, 2023 without further authorization by the Authority; provided that, Refunding Bonds issued on a forward delivery or delayed delivery basis are permitted to be issued and delivered after January 31, 2023 so long as the forward delivery or delayed delivery purchase contract or other sale agreement is executed prior to January 31, 2023; 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 Refunding Bonds and 50 years from their date of issuance in the case of taxable Refunding Bonds), interest rate or rates, terms of redemption, and other terms of each series of Refunding 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 Refunding Bonds as finally executed by the Executive Director or the Chief Financial Officer, provided that the true interest cost for fixed interest rate Refunding Bonds may not exceed 5.00% per annum for additional tax-exempt Senior Bonds, 5.25% per annum for additional tax-exempt Subordinate Bonds, and 6.25% per annum for additional taxable bonds, and the interest rate for variable interest rate Refunding Bonds may not exceed 12% per annum except with respect to any variable interest rate Refunding 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 Refunding 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 Refunding Bonds, the terms of tender and purchase of Refunding Bonds, and the other terms of variable interest rate Refunding 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 private placements of such Refunding Bonds on parity with the Senior Bonds or the Subordinate Bonds or to establish terms and conditions relating to the issuance of fixed interest rate Refunding Bonds having coupon payments that change over the life of the bonds according to a schedule or the tax status of the bonds, 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 be it further

RESOLVED, that 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 Authority's variable interest rate bonds at a price equal to the principal amount of such 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 bonds; and be it further

RESOLVED, that 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 Authority's outstanding fixed interest rate bonds, including without limitation in connection with a tender offer undertaken by the Authority, on a date or dates selected by the Authority, provided that the Chief Financial Officer determines (with the advice of the Authority's financial advisor) that it is in the best interests of the Authority to proceed with such purchase to achieve 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, in each case if such officer determines that it is in the best interests of the Authority to so purchase such bonds; and be it further

RESOLVED, that the Authority hereby authorizes the execution of one or more additional reimbursement agreements, credit or liquidity support agreements (collectively, the "Credit Support Agreements"), in substantially the form of the Authority's existing Reimbursement 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 Credit 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 bonds to interest rates that do not require credit or liquidity support; and be it further

RESOLVED, that the Authority hereby authorizes each Authorized Representative (as defined in the Master Indenture) to cause any variable rate Senior Bonds to be remarketed or converted to a new interest rate period or 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, remarketing costs, 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 Senior Bonds and Subordinate 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 Senior Bonds and Subordinate Bonds, including without limitation for purposes of specifying alternative reference rates in connection with the anticipated phase out of LIBOR, 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 or Subordinate 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, in whole or in part, including to replace or enter into one or more novations with respect to, existing swap agreements related to Senior Bonds and Refunding Bonds;
- (2) to hedge the Authority's exposure to interest rate risk on all or any portion of the Refunding 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 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 any Senior Bonds, Subordinate Bonds or Refunding 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 the resulting fixed payment obligations of the Authority shall not exceed 4.00% per annum if the related Senior Bonds, including Refunding Bonds, bear tax-exempt interest rates, 4.25% per annum if the related Refunding Bonds are Subordinate Bonds and bear tax-exempt interest rates, and 5.50% per annum if the related Senior Bonds, Subordinate Bonds or Refunding 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 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 the Senior Bonds, the Subordinate Bonds, or the Refunding Bonds that are 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 be it further

RESOLVED, that through the period ending January 31, 2023, the Authority hereby authorizes and delegates authority to each Authorized Representative (as defined in the Master Indenture) to update, as required from time-to-time, the Official Statement, including without limitation Appendix A thereto, with such changes, amendments and supplements therein as are approved by either of them, including changes to reflect the Authority's audited financial statements for Fiscal Years ending June 30, 2021 and June 30, 2022, respectively, once they have been finalized, delivered to and accepted by the Authority, 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, through January 31, 2023; and be it further

RESOLVED, that the Authority hereby authorizes and delegates authority to each Authorized Representative (as defined in the Master Indenture) to update the Official Statement for any Refunding Bonds issued on a forward delivery or delayed delivery basis, including updates after January 31, 2023 if such an update is a requirement under the applicable forward delivery or delayed delivery purchase contract or other sale agreement and such agreement is executed prior to January 31, 2023; 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, offers to tender or exchange bonds, offers to purchase bonds, tender agent agreements, dealer manager agreements, purchase/repurchase agreements, exchange agreements, credit or liquidity support agreements, reimbursement agreements, swap agreements, escrow agreements, continuing disclosure agreements and purchase contracts, including purchase contracts on a standard delivery basis or on a forward delivery or delayed delivery basis (all such documents are collectively 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 the anticipated phase out of LIBOR by, among other things, specifying alternative reference rates in connection

new or existing swaps, or to accommodate forward delivery or delayed delivery bonds or private placements of bonds, or to establish terms and conditions related to the issuance of fixed interest rate Refunding Bonds having coupon payments that change over the life of the bonds according to a schedule or by tax status of such Refunding Bonds, 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 (including, without limitation, fee agreements), 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 Refunding 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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[\_\_\_\_\_] , 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 January 27, 2021

**NEW ISSUE—BOOK-ENTRY ONLY**

**RATINGS:** See “RATINGS”

*[In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the 202\_ Series \_\_\_ Bonds is exempt from State of California personal income taxes. Bond Counsel observes that interest on the 202\_ Series \_\_\_ Bonds is not excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986. Bond Counsel expresses no opinion regarding any other federal or state tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the 202\_ Series \_\_\_ Bonds. See “TAX MATTERS.”]*

\$ \_\_\_\_\_ \*

**BAY AREA TOLL AUTHORITY**  
**SAN FRANCISCO BAY AREA [SUBORDINATE]**  
**TOLL BRIDGE REVENUE BONDS 202\_ SERIES \_\_\_**  
**[[FEDERALLY TAXABLE]]**

**Dated:** Date of Delivery

**Due:** As shown in SUMMARY OF OFFERING

**This cover page contains general information only. Investors must read the entire Official Statement to obtain information essential to making an informed investment decision.**

The Bay Area Toll Authority (the “Authority”) will issue its San Francisco Bay Area [Subordinate] Toll Bridge Revenue Bonds, 202\_ Series \_\_\_ [[FEDERALLY TAXABLE]] (the “202\_ Series \_\_\_ Bonds”) pursuant to the [Master Indenture, dated as of May 1, 2001, as supplemented and amended, including as supplemented by the \_\_\_\_\_ Supplemental Indenture, dated as of [\_\_\_\_\_] 1, 202\_ (collectively, the “Senior Indenture”), between the Authority and MUFG Union Bank, N.A., as trustee][Subordinate Indenture, dated as of June 1, 2010, as supplemented and amended, including as supplemented by the \_\_\_\_\_ Supplemental Indenture, dated as of \_\_\_\_\_ 1, 20\_\_ (collectively, the “Subordinate Indenture”), between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Subordinate Indenture Trustee”)]. The 202\_ Series \_\_\_ Bonds will be dated their date of delivery. The principal amounts, interest rates, maturity dates, and other information relating to the 202\_ Series \_\_\_ Bonds are summarized in the SUMMARY OF OFFERING following this cover page. Investors may purchase the 202\_ Series \_\_\_ Bonds in book-entry form only. The Depository Trust Company will act as securities depository for the 202\_ Series \_\_\_ Bonds.

The Authority administers the toll revenues from the seven state-owned toll bridges in the San Francisco Bay Area. The Authority will use the proceeds from the sale of the 202\_ Series \_\_\_ Bonds to \_\_\_\_\_. The 202\_ Series \_\_\_ Bonds are subject to optional and mandatory redemption by the Authority prior to maturity as described in this Official Statement.

**The Authority is not obligated to pay any 202\_ Series \_\_\_ Bonds except from Revenue as defined and provided in the Senior Indenture. The 202\_ Series \_\_\_ Bonds are special obligations of the Authority and do not constitute an obligation of the State of California (the “State”), the Metropolitan Transportation Commission or of any other political subdivision of the State other than the Authority, or a pledge of the full faith and credit of the State or of any other political subdivision of the State or of any other entity, including the Authority.**

The 202\_ Series \_\_\_ Bonds are offered when, as and if issued by the Authority and received by the Underwriters, subject to the approval of validity by Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, and other conditions. Certain legal matters will be passed upon for the Authority by its general counsel, and by Kutak Rock LLP, as Disclosure Counsel to the Authority, and for the Underwriters by their counsel, Nixon Peabody LLP. The Authority expects that the 202\_ Series \_\_\_ Bonds will be available for delivery through DTC on or about \_\_\_\_\_ [\_\_\_\_], 2021.

**[BofA Merrill Lynch**

**J.P. Morgan**

**Citigroup**

**Goldman Sachs & Co. LLC**

[\_\_\_\_], 2021

\* Preliminary, subject to change.

## SUMMARY OF OFFERING

\$ \_\_\_\_\_ \*

**BAY AREA TOLL AUTHORITY**  
**SAN FRANCISCO BAY AREA [SUBORDINATE] TOLL BRIDGE REVENUE BONDS**  
**202\_ SERIES \_\_ [(FEDERALLY TAXABLE)]**

<b><u>Maturity Date (April 1)</u></b>	<b><u>Principal Amount</u></b>	<b><u>Interest Rate</u></b>	<b><u>Price</u></b>	<b><u>CUSIP Number<sup>†</sup></u></b>
	\$	%	%	

[\$ \_\_\_\_\_ 202\_ Series \_\_ Term Bond due April 1, 20\_\_ — Interest Rate: \_\_%;

Price: \_\_% — CUSIP<sup>†</sup>:

\$ \_\_\_\_\_ 202\_ Series \_\_ Term Bond due April 1, 20\_\_ — Interest Rate: \_\_%;

Price: \_\_% — CUSIP<sup>†</sup>: ]

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\* Preliminary, subject to change.

<sup>†</sup> CUSIP information herein is provided by CUSIP Global Services, managed by Standard and Poor's Financial Services LLC. CUSIP numbers are provided for convenience of reference only. Neither the Authority nor the Underwriters assume any responsibility for the accuracy of such numbers.

[INSERT MAP OF BATA BRIDGES]

**BAY AREA TOLL AUTHORITY**

**MTC COMMISSIONERS AND AUTHORITY MEMBERS**

*Voting Members*

SCOTT HAGGERTY, Chair	Alameda County
ALFREDO PEDROZA, Vice Chair	Napa County and Cities
MARGARET ABE-KOGA	Cities of Santa Clara County
EDDIE H. AHN	San Francisco Bay Conservation and Development Commission
CINDY CHAVEZ	Santa Clara County
DAMON CONNOLLY	Marin County and Cities
CAROL DUTRA-VERNACI	Cities of Alameda County
FEDERAL D. GLOVER	Contra Costa County
NICK JOSEFOWITZ	San Francisco Mayor's Appointee
SAM LICCARDO	San Jose Mayor's Appointee
JAKE MACKENZIE	Sonoma County and Cities
GINA PAPAN	Cities of San Mateo County
DAVID RABBITT	Association of Bay Area Governments
HILLARY RONEN	City and County of San Francisco
LIBBY SCHAAF	Oakland Mayor's Appointee
WARREN SLOCUM	San Mateo County
JAMES P. SPERING	Solano County and Cities
AMY R. WORTH	Cities of Contra Costa County

*Non-Voting Members*

DINA EL-TAWANSY	California State Transportation Agency
DORENE M. GIACOPINI	U.S. Department of Transportation
JAMES L. STRACNER	U.S. Department of Housing and Urban Development

\*\*\*\*\*

THERESE W. McMILLAN, Executive Director  
ALIX BOCKELMAN, Deputy Executive Director, Policy  
ANDREW B. FREMIER, Deputy Executive Director, Operations  
BRADFORD PAUL, Deputy Executive Director, Local Government Services  
BRIAN MAYHEW, Chief Financial Officer  
KATHLEEN KANE, General Counsel

**SENIOR INDENTURE TRUSTEE**

MUFG Union Bank, N.A.  
San Francisco, California

**SUBORDINATE INDENTURE TRUSTEE**

The Bank of New York Mellon Trust Company,  
N.A. San Francisco, California

**BOND COUNSEL**

Orrick, Herrington & Sutcliffe LLP  
San Francisco, California

**FINANCIAL ADVISOR**

PFM Financial Advisors, LLC  
San Francisco, California

**DISCLOSURE COUNSEL**

Kutak Rock LLP  
Denver, Colorado



## **IMPORTANT NOTICES**

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the 202\_ Series \_\_\_ Bonds by any person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale. The information set forth herein has been provided by the Authority and other sources that are believed by the Authority to be reliable. The Underwriters have provided the following sentence for inclusion in the Official Statement. The Underwriters have reviewed the information in the Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

Audited financial information relating to the Authority for the Fiscal Year ended June 30, 2020 is posted on the Municipal Security Rulemaking Board's Electronic Municipal Market Access ("EMMA") website and is explicitly incorporated into this Official Statement. See APPENDIX A — "AUTHORITY FINANCIAL AND OPERATING INFORMATION – Financial Statements." Excepting only the incorporation by reference of the audited financial information for the Fiscal Year ended June 30, 2020 posted to EMMA as set forth in APPENDIX A – "AUTHORITY FINANCIAL AND OPERATING INFORMATION – Financial Statements," any references to internet websites contained in this Official Statement are shown for reference and convenience only; the information contained in such websites is not incorporated herein by reference and does not constitute a part of this Official Statement.

No dealer, broker, salesperson or other person has been authorized to give any information or to make any representations other than those contained in the Official Statement. If given or made, such other information or representations must not be relied upon as having been authorized by the Authority or the Underwriters.

This Official Statement is not to be construed as a contract with the purchasers of the 202\_ Series \_\_\_ Bonds.

This Official Statement speaks only as of its date. The information and expressions of opinion herein are subject to change without notice and neither delivery of the Official Statement nor any sale made in conjunction herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority or other matters described herein since the respective dates hereof. The Official Statement is submitted with respect to the sale of the 202\_ Series \_\_\_ Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose, unless authorized in writing by the Authority. Preparation of the Official Statement and its distribution have been duly authorized and approved by the Authority.

All descriptions and summaries of documents and statutes hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to each document and statute for complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each such document and statute. Capitalized terms used but not defined herein are defined in APPENDIX B – "DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE–DEFINITIONS" or APPENDIX C – "DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE–DEFINITIONS."

The Underwriters may offer and sell the 202\_ Series \_\_\_ Bonds to dealers, institutional investors and others at prices lower or yields higher than the public offering prices or yields stated in the SUMMARY OF OFFERING and such public offering prices may be changed from time to time by the Underwriters.



## **202\_ SERIES \_\_\_ BONDS NOT REGISTERED**

The 202\_ Series \_\_\_ Bonds will not be registered under the Securities Act of 1933, as amended, or any state securities laws in reliance upon exemptions contained in such laws. The 202\_ Series \_\_\_ Bonds will not have been recommended by the Securities and Exchange Commission or any other federal or state securities commission or regulatory authority, and no such commission or regulatory authority will have reviewed or passed upon the accuracy or adequacy of this Official Statement. The registration or qualification of the 202\_ Series \_\_\_ Bonds in accordance with the applicable provisions of securities laws of any jurisdiction in which the 202\_ Series \_\_\_ Bonds may have been registered or qualified and the exemption therefrom in other jurisdictions cannot be regarded as a recommendation thereof by any such jurisdiction. Any representation to the contrary may be a criminal offense.

No action has been taken by the Authority that would permit a public offering of the 202\_ Series \_\_\_ Bonds or possession or distribution of the Official Statement or any other offering material in any foreign jurisdiction where action for that purpose is required. Accordingly, each of the Underwriters has agreed that it will comply with all applicable laws and regulations in force in any foreign jurisdiction in which it purchases, offers or sells the 202\_ Series \_\_\_ Bonds or possesses or distributes this Official Statement or any other offering material and will obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the 202\_ Series \_\_\_ Bonds under the laws and regulations in force in any foreign jurisdiction to which it is subject or in which it makes such purchases, offers or sales and the Authority shall have no responsibility therefor.

## **CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THE OFFICIAL STATEMENT**

Some statements contained in the Official Statement reflect not historical facts but forecasts and “forward-looking statements.” In this respect, the words “estimate,” “project,” “anticipate,” “expect,” “intend,” “believe,” “plan,” “budget,” and similar expressions are intended to identify forward-looking statements. Projections, forecasts, assumptions, expressions of opinions, estimates and other forward-looking statements are not to be construed as representations of fact and are qualified in their entirety by the cautionary statements set forth in the Official Statement.

**The achievement of results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The Authority does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations or events, conditions or circumstances on which such statements are based occur or do not occur.**

**[INFORMATION CONCERNING OFFERING RESTRICTIONS  
IN CERTAIN JURISDICTIONS OUTSIDE THE UNITED STATES**

**[INCLUDE RELEVANT INTERNATIONAL SALES LANGUAGE IF TAXABLE AND IF TO BE SOLD  
OVERSEAS]**

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\$ \_\_\_\_\_ \*

**BAY AREA TOLL AUTHORITY  
SAN FRANCISCO BAY AREA [SUBORDINATE]  
TOLL BRIDGE  
REVENUE BONDS 202\_ SERIES F-1  
[(FEDERALLY TAXABLE)]**

**INTRODUCTION AND PURPOSE OF THE 202\_ SERIES \_\_\_\_ BONDS**

This Official Statement provides information concerning the issuance and sale by the Bay Area Toll Authority (the “Authority”) of its \$ \_\_\_\_\_\* San Francisco Bay Area [Subordinate] Toll Bridge Revenue Bonds, 202\_ Series \_\_\_\_[(FEDERALLY TAXABLE)] (the “202\_ Series \_\_\_\_ Bonds”). Investors must review the entire Official Statement to make an informed investment decision concerning the 202\_ Series \_\_\_\_ Bonds.

The Authority will apply the proceeds from the sale of the 202\_ Series \_\_\_\_ Bonds, together with other available funds, to \_\_\_\_\_. See “SUMMARY OF FINANCING PLAN.”

**THE BAY AREA TOLL AUTHORITY**

The Authority administers toll revenue collections and finances improvements for seven state-owned toll bridges in the San Francisco Bay Area: the Antioch Bridge, the Benicia-Martinez Bridge, the Carquinez Bridge, the Dumbarton Bridge, the Richmond-San Rafael Bridge, the San Francisco-Oakland Bay Bridge and the San Mateo-Hayward Bridge (each, a “Bridge” and collectively, the “Bridge System”). Principal of and interest and mandatory sinking fund payments on the 202\_ Series \_\_\_\_ Bonds are payable from Revenue (as defined and provided in the Senior Indenture (defined below)) pursuant to the Senior Indenture, as summarized herein.

[The COVID-19 (as defined herein) pandemic and resulting economic shutdown and recession have negatively impacted California (the “State”) and national economies and are having a material adverse effect on the financial condition of the State and its local governments, including the Authority. The COVID-19 pandemic has significantly reduced traffic on the Bridge System (as defined herein) and has caused a corresponding reduction in Bridge Toll Revenues. The Authority expects that this reduction will continue in the near term but cannot predict the duration or magnitude of that impact on an annualized basis. See “RISK FACTORS - Impact of COVID-19 Pandemic.”]

Further information about the Authority, its finances, its projects, the Bridge System and its other obligations appears in APPENDIX A – “BAY AREA TOLL AUTHORITY.” For the financial statements covering the Authority, see APPENDIX A – “AUTHORITY FINANCIAL AND OPERATING INFORMATION – Financial Statements.”

**DESCRIPTION OF THE 202\_ SERIES \_\_\_\_ BONDS**

**General**

Chapters 4, 4.3 and 4.5 of Division 17 of the California Streets and Highways Code and Chapter 6 of Part 1 of Division 2 of Title 5 of the California Government Code (collectively, as amended from time

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\* Preliminary, subject to change.

to time, the “Act”) authorize the Authority to issue toll bridge revenue bonds, including the 202\_ Series \_\_\_ Bonds, to finance and refinance the construction, improvement and equipping of the Bridge System and other transportation projects authorized by the Act, and the Authority is additionally authorized to issue refunding bonds 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.) (the “Refunding Bond Law”).

The Authority will issue the 202\_ Series \_\_\_ Bonds in book-entry form only. The 202\_ Series \_\_\_ Bonds will be registered in the name of a nominee of The Depository Trust Company (“DTC”), which will act as securities depository for the 202\_ Series \_\_\_ Bonds. Beneficial Owners of the 202\_ Series \_\_\_ Bonds will not receive certificates representing their ownership interests in the 202\_ Series \_\_\_ Bonds purchased. The Authority will make payments of principal of and interest on the 202\_ Series \_\_\_ Bonds to DTC, and DTC is to distribute such payments to its Direct Participants. Disbursement of such payments to Beneficial Owners of the 202\_ Series \_\_\_ Bonds is the responsibility of DTC’s Direct and Indirect Participants and not the Authority. See APPENDIX D – “BOOK-ENTRY ONLY SYSTEM” [and APPENDIX H – “GLOBAL CLEARANCE PROCEDURES.”]

**The 202\_ Series \_\_\_ Bonds are special obligations of the Authority and do not constitute an obligation of the State of California (the “State”), the Metropolitan Transportation Commission or of any other political subdivision of the State other than the Authority, or a pledge of the full faith and credit of the State or of any other political subdivision of the State or of any other entity, including the Authority.**

The Authority will issue the 202\_ Series \_\_\_ Bonds pursuant to the [Master Indenture, dated as of May 1, 2001, as supplemented by the \_\_\_\_\_ Supplemental Indenture, dated as of [\_\_\_\_\_] 1, 202\_ (the “Supplemental Indenture” and, together with the Master Indenture, as previously supplemented and amended, the “Senior Indenture”), between the Authority and MUFG Union Bank, N.A., as trustee (the “Senior Indenture Trustee”)] [ Subordinate Indenture, dated as of June 1, 2010, as supplemented and amended, including as supplemented by the \_\_\_\_\_ Supplemental Indenture, dated as of \_\_\_\_\_ 1, 20\_\_ (collectively, the “Subordinate Indenture”), between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee the “Subordinate Indenture Trustee”)]. The 202\_ Series \_\_\_ Bonds and any other bonds issued under the Senior Indenture are sometimes referred to in this Official Statement as the “Senior Bonds.” The Authority’s Senior Bonds, together with other obligations payable on a parity with the Senior Bonds, are referred to herein as the “Senior Obligations.” See APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE” for a summary of certain terms of the Senior Bonds.

The 202\_ Series \_\_\_ Bonds will be dated their date of delivery, will mature on the dates and will bear interest on the basis of a 360-day year comprised of twelve 30-day months at the rates per annum shown in the SUMMARY OF OFFERING. Interest on the 202\_ Series \_\_\_ Bonds will be payable on [\_\_\_\_\_] commencing on [\_\_\_\_\_] 1, 202\_] (each a “202\_ Series \_\_\_ Interest Payment Date”) and at maturity or upon the prior redemption thereof. The 202\_ Series \_\_\_ Bonds will bear interest payable to the registered owner thereof from the latest of: (i) its Issue Date, (ii) the most recent 202\_ Series \_\_\_ Bonds Interest Payment Date to which interest has been paid thereon or duly provided for, or (iii) if the date of authentication of such 202\_ Series \_\_\_ Bond is after a record date but prior to the immediately succeeding 202\_ Series \_\_\_ Bonds Interest Payment Date, the 202\_ Series \_\_\_ Interest Payment Date immediately succeeding such date of authentication. The record date for 202\_ Series \_\_\_ Bonds will be the fifteenth day (whether or not a Business Day) of the month preceding the month in which the 202\_ Series \_\_\_ Bonds Interest Payment Date occurs. The 202\_ Series \_\_\_ Bonds will be issued in fully registered form in the denominations of \$1,000 and any integral multiple thereof.

For a description of the Authority's Outstanding Senior Bonds and Senior Obligations, see APPENDIX A – "OUTSTANDING AUTHORITY OBLIGATIONS – Outstanding Senior Bonds and Senior Obligations" and APPENDIX F – "PROJECTED DEBT SERVICE SCHEDULE."

**[ADDITIONAL LANGUAGE AS NECESSARY IF VARIABLE RATE]**

**Redemption Terms of the 202\_ Series \_\_\_ Bonds\***

***[TO BE UPDATED TO INDENTURE]Optional Redemption.*** The 202\_ Series \_\_\_ Bonds maturing on or after April 1, 20\_\_ shall be subject to redemption prior to their respective stated maturities, at the option of the Authority, from any source of available funds, as a whole or in part, in Authorized Denominations, on any date on or after April 1, 20\_\_, at a redemption price equal to the principal amount of 202\_ Series \_\_\_ Bonds called for redemption plus accrued and unpaid interest to the date fixed for redemption, without premium.

***[TO BE UPDATED TO INDENTURE][Optional Redemption with 202\_ Series \_\_\_ Make-Whole Premium.*** The 202\_ Series \_\_\_ Bonds shall be subject to redemption prior to their respective stated maturities, at the option of the Authority, from any source of available funds, as a whole or in part on any date prior to [FIRST OPTIONAL REDEMPTION DATE], at a redemption price equal to 100% of the principal amount of the 202\_ Series \_\_\_ Bonds called for redemption plus the 202\_ Series \_\_\_ Make-Whole Premium, if any, together with accrued interest to the date fixed for redemption.

"202\_ Series \_\_\_ Make-Whole Premium" means, with respect to any 202\_ Series \_\_\_ Bonds to be redeemed, an amount calculated by the 202\_ Series \_\_\_ Calculation Agent equal to the positive difference, if any, between:

(a) The sum of the present values, calculated as of the date fixed for redemption of:

(1) Each interest payment that, but for the redemption, would have been payable on the 202\_ Series \_\_\_ Bonds or portion thereof being redeemed on each regularly scheduled 202\_ Series \_\_\_ Bonds Interest Payment Date occurring after the date fixed for redemption through [FIRST OPTIONAL REDEMPTION DATE] (excluding any accrued interest for the period prior to the date fixed for redemption); provided, that if the date fixed for redemption is not a regularly scheduled 202\_ Series \_\_\_ Bonds Interest Payment Date with respect to such 202\_ Series \_\_\_ Bonds, the amount of the next regularly scheduled interest payment will be reduced by the amount of interest accrued on such 202\_ Series \_\_\_ Bonds to the date fixed for redemption; plus

(2) The principal amount that, but for such redemption, would have been payable on the [FIRST OPTIONAL REDEMPTION DATE]; minus

(b) The principal amount of the 202\_ Series \_\_\_ Bonds or portion thereof being redeemed.

The present values of the interest and principal payments referred to in (a) above will be determined by discounting the amount of each such interest and principal payment from the date that each such payment would have been payable but for the redemption to the date fixed for redemption on a semiannual basis (assuming a 360-day year consisting of twelve (12) 30-day months) at a discount rate equal to the 202\_ Series \_\_\_ Comparable Treasury Yield, plus the 202\_ Series \_\_\_ Spread.

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\* Preliminary, subject to change.

For purposes of calculating the 202\_ Series \_\_\_ Make-Whole Premium with respect to the 202\_ Series \_\_\_ Bonds:

“202\_ Series \_\_\_ Calculation Agent” means a commercial bank or an investment banking institution of national standing that is a primary dealer of United States government securities (which may be one of the institutions that served as underwriters for the 202\_ Series \_\_\_ Bonds) designated by the Authority.

“202\_ Series \_\_\_ Comparable Treasury Issue” means the United States Treasury security selected by the 202\_ Series \_\_\_ Calculation Agent as having a maturity comparable to the remaining term to [FIRST OPTIONAL REDEMPTION DATE] that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to [FIRST OPTIONAL REDEMPTION DATE].

“202\_ Series \_\_\_ Comparable Treasury Price” means, with respect to any date on which a 202\_ Series \_\_\_ Bond or portion thereof is being redeemed, either (a) the average of five 202\_ Series \_\_\_ Reference Treasury Dealer quotations for the date fixed for redemption, after excluding the highest and lowest such quotations, and (b) if the 202\_ Series \_\_\_ Calculation Agent is unable to obtain five such quotations, the average of the quotations that are obtained. The quotations will be the average, as determined by the 202\_ Series \_\_\_ Calculation Agent, of the bid and asked prices for the 202\_ Series \_\_\_ Comparable Treasury Issue (expressed in each case as a percentage of principal amount) quoted in writing to the 202\_ Series \_\_\_ Calculation Agent, at 5:00 p.m. New York City time, at least three (3) Business Days but not more than forty-five (45) calendar days preceding the date fixed for redemption.

“202\_ Series \_\_\_ Comparable Treasury Yield” means the yield that represents the weekly average yield to maturity for the preceding week appearing in the most recently published statistical release designated “H.15(519) Selected Interest Rates” under the heading “Treasury Constant Maturities,” or any successor publication selected by the 202\_ Series \_\_\_ Calculation Agent that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded United States Treasury securities adjusted to constant maturity, for the maturity corresponding to the remaining term to [FIRST OPTIONAL REDEMPTION DATE] of the 202\_ Series \_\_\_ Bonds being redeemed. The 202\_ Series \_\_\_ Comparable Treasury Yield will be determined at least three (3) Business Days but not more than forty-five (45) calendar days preceding the date fixed for redemption. If the H.15(519) statistical release sets forth a weekly average yield for United States Treasury securities that have a constant maturity that is the same as the remaining term to [FIRST OPTIONAL REDEMPTION DATE], then the 202\_ Series \_\_\_ Comparable Treasury Yield will be equal to such weekly average yield. In all other cases, the 202\_ Series \_\_\_ Comparable Treasury Yield will be calculated by interpolation on a straight-line basis, between the weekly average yields on the United States Treasury securities that have a constant maturity (i) closest to and greater than the remaining term to [FIRST OPTIONAL REDEMPTION DATE]; and (ii) closest to and less than the remaining term to [FIRST OPTIONAL REDEMPTION DATE]. Any weekly average yields calculated by interpolation will be rounded to the nearest 1/100th of 1%, with any figure of 1/200th of 1% or above being rounded upward. If, and only if, weekly average yields for United States Treasury securities for the preceding week are not available in the H.15(519) statistical release or any successor publication, then the 202\_ Series \_\_\_ Comparable Treasury Yield will be the rate of interest per annum equal to the semiannual equivalent yield to maturity of the 202\_ Series \_\_\_ Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the 202\_ Series \_\_\_ Comparable Treasury Price (each as defined herein) as of the date fixed for redemption.]

“202\_ Series \_\_\_ Reference Treasury Dealer” means a primary dealer of United States Government securities (which may be one of the institutions that served as underwriters for the 202\_ Series \_\_\_ Bonds) appointed by the Authority and reasonably acceptable to the 202\_ Series \_\_\_ Calculation Agent.



“202\_ Series \_\_\_ Spread” means for optional redemptions with 202\_ Series \_\_\_ Make-Whole Premium [ ]%.

In connection with any optional redemption of the 202\_ Series \_\_\_ Bonds, the Authority shall give the Senior Indenture Trustee written notice at least twenty (20) days (or such lesser time period acceptable to the Senior Indenture Trustee) before any date fixed for the redemption of the 202\_ Series \_\_\_ Bonds called for redemption, designating the maturity or maturities of the 202\_ Series \_\_\_ Bonds to be redeemed, the portions thereof to be redeemed and the fact and date of such redemption. Any optional redemption of the 202\_ Series \_\_\_ Bonds and notice thereof may be rescinded and cancelled as described further under “Conditional Notice of Redemption; Rescission.”

***[TO BE UPDATED TO INDENTURE]Mandatory Redemption.*** The 202\_ Series \_\_\_ Term Bonds maturing on April 1, 20\_\_\* shall be subject to mandatory redemption prior to their stated maturity, in part, from Sinking Fund Installments on each date a Sinking Fund Installment is due, in the principal amount equal to the Sinking Fund Installment due on such date and at a redemption price equal to the principal amount thereof, plus accrued interest to the redemption date, without premium. Sinking Fund Installments for the 202\_ Series \_\_\_ Term Bond maturing on April 1, 20\_\_\* shall be due in such amounts and on such dates as follows:

<b>202_ Series ___ Bonds Term Bond</b> <b>Maturing April 1, 20__<sup>†</sup></b>	
<i>Redemption Date</i> <i>(April 1)</i>	<i>Sinking Fund</i> <i>Installment (\$)</i>

†

† Final Maturity

***Purchase In Lieu of Redemption.*** In lieu of mandatory redemption, the Authority may surrender to the Senior Indenture Trustee for cancellation 202\_ Series \_\_\_ Bonds purchased by the Authority and such 202\_ Series \_\_\_ Term Bonds shall be cancelled by the Senior Indenture Trustee. If any 202\_ Series \_\_\_ Term Bonds are so cancelled, the Authority may designate the Sinking Fund Installments or portions thereof that are to be reduced as allocated to such cancellation.

***Selection of 202\_ Series \_\_\_ Bonds for Redemption.*** The Authority will designate which maturities of the 202\_ Series \_\_\_ Bonds are to be redeemed. In the event of an optional redemption of any 202\_ Series \_\_\_ Bonds that are Term Bonds, the Authority may designate the Sinking Fund Installments, or portions thereof, that are to be reduced as allocated to such redemption. If the 202\_ Series \_\_\_ Bonds are not registered in book-entry only form, any redemption of less than all of a maturity of the 202\_ Series \_\_\_ Bonds shall be effected by the [Senior][Subordinate] Indenture Trustee among owners on a pro-rata basis subject to minimum Authorized Denominations. The particular 202\_ Series \_\_\_ Bonds to be redeemed shall be determined by the [Senior][Subordinate] Indenture Trustee using such method as it shall

\* Preliminary, subject to change.

deem fair and appropriate. If the 202\_ Series \_\_\_ Bonds are registered in book-entry only form and so long as DTC or a successor securities depository is the sole registered owner of the 202\_ Series \_\_\_ Bonds, if less than all of the 202\_ Series \_\_\_ Bonds of a maturity are called for prior redemption, the particular 202\_ Series \_\_\_ Bonds or portions thereof to be redeemed shall be selected on a “Pro Rata Pass-Through Distribution of Principal” basis in accordance with DTC procedures, provided that, so long as the 202\_ Series \_\_\_ Bonds are held in book-entry form, the selection for redemption of such 202\_ Series \_\_\_ Bonds shall be made in accordance with the operational arrangements of DTC then in effect that at issuance provided for adjustment of the principal by a factor provided pursuant to DTC operational arrangements. If the [Senior][Subordinate] Indenture Trustee does not provide the necessary information and identify the redemption as on a Pro Rata Pass-Through Distribution of Principal basis, the 202\_ Series \_\_\_ Bonds shall be selected for redemption by lot in accordance with DTC procedures. Redemption allocations made by DTC, the DTC Participants or such other intermediaries that may exist between the Authority and the beneficial owners are to be made on a “Pro Rata Pass-Through Distribution of Principal” basis as described above. If the DTC operational arrangements do not allow for the redemption of the 202\_ Series \_\_\_ Bonds on a Pro Rata Pass-Through Distribution of Principal basis as described above, then the 202\_ Series \_\_\_ Bonds shall be selected for redemption by lot in accordance with DTC procedures.

### **Notice of Redemption**

Each notice of redemption is to be mailed by the [Senior][Subordinate] Indenture Trustee not less than twenty (20) nor more than sixty (60) days prior to the redemption date to DTC. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners of 202\_ Series \_\_\_ Bonds will be governed by arrangements among them, and the Authority and the [Senior][Subordinate] Indenture Trustee will not have any responsibility or obligation to send a notice of redemption except to DTC. Failure of DTC or Beneficial Owners to receive any notice of redemption or any defect therein will not affect the sufficiency of any proceedings for redemption.

### **Conditional Notice of Redemption; Rescission**

Any notice of optional redemption of the 202\_ Series \_\_\_ Bonds delivered in accordance with the Senior Indenture may be conditional and if any condition stated in the notice of redemption is not satisfied on or prior to the redemption date, said notice will be of no force and effect and the Authority will not be required to redeem such 202\_ Series \_\_\_ Bonds and the redemption will be cancelled. The [Senior][Subordinate] Indenture Trustee will within a reasonable time thereafter give notice, to the persons and in the manner in which the notice of redemption was given, that such condition or conditions were not met and that the redemption was cancelled.

In addition, the Authority may, at its option, on or prior to the date fixed for optional redemption in any notice of redemption of the 202\_ Series \_\_\_ Bonds, rescind and cancel such notice of redemption by Written Request of the Authority to the [Senior][Subordinate] Indenture Trustee, and any optional redemption of the 202\_ Series \_\_\_ Bonds and notice thereof will be rescinded and cancelled and the [Senior][Subordinate] Indenture Trustee is to mail notice of such cancellation to DTC.

Any optional redemption of the 202\_ Series \_\_\_ Bonds and notice thereof will be rescinded and cancelled if for any reason on the date fixed for optional redemption moneys are not available in the Redemption Fund or otherwise held in trust for such purpose in an amount sufficient to pay in full on said date the principal of, interest, and any premium due on the 202\_ Series \_\_\_ Bonds called for optional redemption and such failure to optionally redeem the 202\_ Series \_\_\_ Bonds called for redemption is not a default under the Senior Indenture.

## **Effect of Redemption**

Notice of redemption having been duly given pursuant to the Indenture and moneys for payment of the redemption price of, together with interest accrued to the redemption date on, the 202\_ Series \_\_\_\_ Bonds (or portions thereof) so called for redemption being held by the [Senior][Subordinate] Indenture Trustee, on the redemption date designated in such notice, the 202\_ Series \_\_\_\_ Bonds (or portions thereof) so called for redemption shall become due and payable at the redemption price specified, together with interest accrued thereon to the date fixed for redemption. Thereafter, interest on such 202\_ Series \_\_\_\_ Bonds shall cease to accrue, and said 202\_ Series \_\_\_\_ Bonds (or portions thereof) shall cease to be entitled to any benefit or security under the Senior Indenture.

## **[Global Clearance Procedures**

See APPENDIX H hereto, entitled “GLOBAL CLEARANCE PROCEDURES,” for a description of global clearance procedures with respect to the Bonds.

THE AUTHORITY, THE SENIOR INDENTURE TRUSTEE AND THE SUBORDINATE INDENTURE TRUSTEE CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (1) PAYMENTS OF PRINCIPAL OF OR INTEREST OR REDEMPTION PREMIUM ON THE BONDS; (2) CONFIRMATIONS OF THEIR OWNERSHIP INTERESTS IN THE BONDS; OR (3) OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS PARTNERSHIP NOMINEE, AS THE REGISTERED OWNER OF THE BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFERING MEMORANDUM.

THE AUTHORITY, THE SENIOR INDENTURE TRUSTEE AND THE SUBORDINATE INDENTURE TRUSTEE WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO DTC, THE DIRECT PARTICIPANTS, THE INDIRECT PARTICIPANTS OF DTC CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR, EUROCLEAR PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS; (2) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF OR INTEREST OR REDEMPTION PRICE ON THE BONDS; (3) THE DELIVERY BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS OF ANY NOTICE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED TO BE GIVEN TO OWNERS UNDER THE TERMS OF THE CERTIFICATE; OR (4) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE REGISTERED HOLDER OF THE BONDS.

THE INFORMATION CONTAINED HEREIN, IN APPENDIX D AND IN APPENDIX H CONCERNING DTC, CLEARSTREAM AND EUROCLEAR AND THEIR BOOK-ENTRY SYSTEMS HAS BEEN OBTAINED FROM DTC, CLEARSTREAM AND EUROCLEAR, RESPECTIVELY, AND NEITHER THE AUTHORITY NOR THE UNDERWRITERS MAKES ANY

REPRESENTATION AS TO THE COMPLETENESS OR THE ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION.]

## **SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS**

### **Statutory Lien on Bridge Toll Revenues**

Bridge Toll Revenues include all tolls and all other income, including penalties for violations, allocated to the Authority pursuant to the Act derived from the Bridge System and not limited or restricted to a specific purpose. The Act imposes a statutory lien upon all Bridge Toll Revenues in favor of the holders of the Authority's toll bridge revenue bonds and in favor of any provider of credit enhancement for those bonds. The statutory lien is subject to expenditures for operation and maintenance of the Bridges, including toll collection, unless those expenditures are otherwise provided for by statute. See "RISK FACTORS-Impact of COVID-19 Pandemic," APPENDIX A – "BAY AREA TOLL AUTHORITY – Toll Bridge Revenue Bond Program – *Bridge Toll Revenues*," "THE BRIDGE SYSTEM – Bridge Toll Rates," "THE BRIDGE SYSTEM – Bridge System Operations and Maintenance," "AUTHORITY FINANCIAL AND OPERATING INFORMATION – Operations and Maintenance Fund," and "LITIGATION – Challenges to SB 595 and RM3," APPENDIX B – "DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE" and APPENDIX C – "DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE."

### **Pledge by the State**

Pursuant to Section 30963 of the Act, the State has pledged and agreed with the holders of toll bridge revenue bonds and those parties who may enter into contracts with the Authority pursuant to the Act, that the State will not limit, alter, or restrict the rights vested by the Act in the Authority to finance the toll bridge improvements authorized by the Act. The State has further agreed not to impair the terms of any agreements made with the holders of the toll bridge revenue bonds and with parties who may enter into contracts with the Authority pursuant to the Act and has pledged and agreed not to impair the rights or remedies of the holders of any toll bridge revenue bonds or any such parties until the toll bridge revenue bonds, together with interest, are fully paid and discharged and any contracts are fully performed on the part of the Authority.

### **Toll Bridge Revenue Bonds**

Additional toll bridge revenue bonds may be issued in the future as either Senior Obligations or Subordinate Obligations (subject to the requirements of and limitations in the Senior Indenture or the Subordinate Indenture).

The Authority's Senior Bonds (which includes the 202\_ Series \_\_\_ Bonds), together with other obligations payable on a parity with the Senior Bonds, are referred to herein as the "Senior Obligations." Senior Obligations consist of the Senior Bonds and amounts due as regularly scheduled payments under the Authority's Qualified Swap Agreements described in APPENDIX A – "OUTSTANDING AUTHORITY OBLIGATIONS – Qualified Swap Agreements." Senior Obligations also include any amounts due as reimbursement obligations pursuant to the Reimbursement Agreement, dated October 16, 2014, as amended on June 15, 2017 and as further amended on August 1, 2019 (as amended, the "Reimbursement Agreement"), between the Authority and with certain banks and with Bank of America, N.A., as agent for such banks, relating to the issuance of letters of credit securing variable rate demand bonds that are Senior Bonds and for Reserve Facility Costs, which are amounts to repay draws under surety bonds or insurance policies held in the reserve fund for Senior Bonds. See APPENDIX B –

“DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE” for a summary of certain terms of the Senior Bonds.

The Authority’s Subordinate Bonds, together with other obligations payable on a parity with the Subordinate Bonds, are referred to herein as the “Subordinate Obligations.” In addition, if the Authority were to become obligated to make termination payments under the Authority’s Qualified Swap Agreements described above, those obligations would be Subordinate Obligations. The Senior Obligations, the Subordinate Obligations, and any obligations of the Authority that are secured by a pledge of revenue on a basis subordinate to the Subordinate Obligations are referred to herein collectively as the “Secured Obligations.” See APPENDIX C – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE” for a summary of certain terms of the Subordinate Bonds.

### **Certain Provisions of the Senior Indenture**

The Senior Indenture provides that Senior Obligations are payable from and secured by “Revenue,” which consists of tolls paid by vehicles using the seven Bridges in the Bridge System (including income from penalties for toll violations), interest earnings on the Bay Area Toll Account and all other funds held by the Authority, interest earnings on fund balances held under the Senior Indenture, payments received under interest rate swap agreements, and interest subsidy payments received from the federal government on account of the issuance of Senior Bonds as Build America Bonds. Senior Obligations are also secured by and payable from all amounts (including the proceeds of Senior Bonds) held by the Senior Indenture Trustee (except amounts on deposit to be used to make rebate payments to the federal government and amounts on deposit to be used to provide liquidity support for variable rate demand Senior Bonds). The pledge securing Senior Obligations is irrevocable until all Senior Obligations are no longer outstanding.

***Authority for Issuance of Senior Bonds.*** The Senior Indenture permits Senior Bonds to be issued pursuant to the Act for the purpose of toll bridge program capital improvements and for the purpose of refunding Senior Bonds and other Senior Obligations, including in accordance with the Refunding Bond Law.

***Transfers of Revenue.*** Under the Act, all Bridge Toll Revenues are required to be deposited into the Bay Area Toll Account held by the Authority. The Senior Indenture requires the Authority to transfer to the Senior Indenture Trustee, from the Bay Area Toll Account, Revenue sufficient to make payments on all Senior Obligations not later than three Business Days prior to their due dates.

Revenue so received from the Authority by the Senior Indenture Trustee is required by the Senior Indenture to be deposited in trust in the Bond Fund under the Senior Indenture. All Revenue held in that Bond Fund is to be held, applied, used and withdrawn only as provided in the Senior Indenture.

The Trustee under the Subordinate Indenture (the “Subordinate Indenture Trustee”) has been instructed by the Authority to transfer to the Senior Indenture Trustee any Revenue (as defined and provided in the Senior Indenture) on deposit in the Bond Fund held by the Subordinate Indenture Trustee to the extent that there is any shortfall in amounts needed to make timely payments of principal, interest, and premium, if any, on Senior Obligations or to replenish the reserve fund for the Senior Bonds. Any such transfer to the Senior Indenture Trustee will not include proceeds of Subordinate Bonds, amounts attributable to interest subsidy payments received from the federal government on account of the issuance of Subordinate Bonds as Build America Bonds or any amounts attributable to a reserve account for Subordinate Bonds. The Senior Indenture Trustee has been instructed by the Authority to transfer to the Subordinate Indenture Trustee any amounts on deposit in the Fees and Expenses Fund under the Senior Indenture to the extent that there is any shortfall in the Bond Fund under the Subordinate Indenture of amounts needed to make timely payments of principal, interest, and premium, if any, on Subordinate Obligations and to replenish

the reserve fund for the Subordinate Bonds, provided that no such transfer is to be made to the extent there is also a concurrent shortfall in the Bond Fund or reserve fund under the Senior Indenture. The Authority has instructed each trustee to notify the other trustee on the third Business Day preceding each principal or interest payment date of the need for such a transfer and to request such transfer on the second Business Day preceding each such payment date.

***Toll Rate Covenants.*** The Authority covenants in the Senior Indenture that it will at all times establish and maintain tolls on the Bridge System at rates sufficient to pay debt service on all Senior Obligations, to pay certain toll operations expenditures (defined in the Senior Indenture as “Category B” maintenance expenditures) and to otherwise comply with the Act.

The Authority also has covenanted in the Senior Indenture to compute coverage ratios specified in the Senior Indenture within ten Business Days after the beginning of each Fiscal Year and to increase tolls if any of the ratios, based on budgeted amounts for such Fiscal Year, is less than the required level. See APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – THE SENIOR INDENTURE – Covenants of the Authority – Toll Rate Covenants.”

The Authority’s calculations as of the end of Fiscal Year 2020 of historical coverage ratios appear on Schedule \_\_\_ at page \_\_\_ in the Other Supplementary Information Section of the MTC 2020 CAFR. See APPENDIX A – “AUTHORITY FINANCIAL AND OPERATING INFORMATION – Financial Statements” for a reference to and definition of the MTC 2020 CAFR.

#### **[COVID RELATED UPDATES AS NECESSARY]**

***Additional Bonds Test.*** Additional Senior Obligations may be issued under the Senior Indenture only if at least one of the following is true immediately following the issuance of such additional Senior Obligations:

- (a) the additional Senior Obligations are issued for refunding purposes to provide funds for the payment of any or all of the following: (1) the principal or redemption price of the Senior Obligations to be refunded; (2) all expenses incident to the calling, retiring or paying of such Senior Obligations and the Costs of Issuance of such refunding Senior Obligations; (3) interest on all Senior Obligations to be refunded to the date such Senior Obligations will be called for redemption or paid at maturity; and (4) interest on the refunding Senior Obligations from the date thereof to the date of payment or redemption of the Senior Obligations to be refunded; or
- (b) the governing board of the Authority determines that one of the following is true: (1) 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 Obligations, calculated as of the date of sale of, and including such additional Senior Obligations, will not be less than 1.50:1; or (2) the ratio of (A) Net Revenue projected by the Authority for each of the next three Fiscal Years, including in such projections amounts projected to be received from any adopted toll increase or planned openings of an additional Bridge, to (B) Maximum Annual Debt Service on the Senior Obligations, calculated as of the date of sale of, and including such additional Senior Obligations, will not be less than 1.50:1.

The Senior Indenture includes definitions of Net Revenue and Maximum Annual Debt Service and other requirements for the issuance of additional Senior Obligations. See APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – THE SENIOR INDENTURE – Additional Senior Bonds; Subordinate Obligations.”

Pursuant to the Senior Indenture, at such time as the Authority determines to issue additional Senior Bonds, the Authority shall, in addition to fulfilling the requirements of the Senior Indenture described above, file with the Senior Indenture Trustee (a) a certificate of the Authority stating that no Event of Default specified in the Senior Indenture has occurred and is then continuing; (b) a certificate of the Authority stating that the requirements described above have been satisfied; (c) if such additional Senior Bonds are being issued based upon compliance with (b)(1) above, a Certificate of the Authority stating that nothing has come to the attention of the Authority that would lead the Authority to believe that there has been a material adverse change in the operation of the Bay Area Bridges such that Net Revenue for the then current Fiscal Year would be insufficient to meet the debt service coverage requirement set forth in (b)(1) above; (d) the balance in the Reserve Fund will be increased upon receipt of the proceeds of the sale of such additional Senior Bonds, if necessary to an amount at least equal to the Reserve Requirement for all Senior Bonds Outstanding upon issuance of the new Senior Bonds; and (e) an Opinion of Bond Counsel to the effect that the Senior Supplemental Indenture creating such Series of Senior Bonds has been duly authorized by the Authority in accordance with the Senior Indenture and that such Series of Senior Bonds, when duly executed by the Authority and authenticated and delivered by the Senior Indenture Trustee, will be valid and binding obligations of the Authority.

***Reserve Fund.*** The Reserve Fund established pursuant to the Senior Indenture is solely for the purpose of paying principal of and interest on the Senior Bonds when due when insufficient moneys for such payment are on deposit in the Principal Account and the Interest Account under the Senior Indenture. See APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – THE SENIOR INDENTURE – Funds and Accounts – Establishment and Application of the Reserve Fund.”

The balance in the Reserve Fund is required by the Senior Indenture to equal or exceed the “Reserve Requirement” (defined in the Senior Indenture as an amount equal to the lesser of Maximum Annual Debt Service on all Senior Bonds and 125% of average Annual Debt Service on all Senior Bonds). The Reserve Requirement for all outstanding Senior Bonds is expected to be \$\_\_\_\_\_ \* upon the issuance of the 202\_ Series \_\_\_ Bonds and the defeasance of the Refunded Bonds (as defined herein). Cash and investments aggregating the amount of the Reserve Requirement are held in the Reserve Fund in satisfaction of the Reserve Requirement. See APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – DEFINITIONS.”

The Senior Indenture Trustee is to draw on the Reserve Fund to the extent necessary to fund any shortfall in the Interest Account or the Principal Account. The Authority is to replenish amounts drawn from the Reserve Fund by making monthly transfers to the Senior Indenture Trustee equal to one-twelfth (1/12th) of the initial aggregate amount of the deficiency in the Reserve Fund. See APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – THE SENIOR INDENTURE – Funds and Accounts – Establishment and Application of the Reserve Fund” and “— Funding of the Reserve Fund.”

***Build America Bonds Federal Interest Subsidy Payments.*** The Authority has issued Senior Bonds and Subordinate Bonds as taxable Build America Bonds under, and as defined in, the federal American Recovery and Reinvestment Act of 2009 (the “Recovery Act”). Under the Recovery Act, issuers of qualified Build America Bonds may elect to receive from the federal government interest subsidy payments equal to 35% of the amount of interest paid by the issuer on the Build America Bonds. Such payments to the Authority on account of Senior Bonds constitute Revenue under the Senior Indenture. These payments have been reduced as a result of the congressionally-mandated sequestration process, and may continue to be reduced or delayed if federal spending reductions continue as a result of the sequestration or ongoing

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\* Preliminary, subject to change.

shutdowns of the federal government occur. See “RISK FACTORS – Risk of Non-Payment of Direct Subsidy Payments.” Pursuant to the Senior Indenture, the Authority treats such Subsidy Payments as an offset against interest paid on the Build America Bonds for purposes of the rate covenants and additional bonds tests described above under “Toll Rate Covenants” and “Additional Bonds Test,” and such Subsidy Payments are excluded from Net Revenue for purposes of such covenants and tests.

***Special Obligations.*** The Senior Bonds are special obligations of the Authority payable, as to interest thereon, principal and Purchase Price thereof and redemption premium, if any, upon the redemption of any thereof, solely from Revenue as provided in the Senior Indenture and the Authority is not obligated to pay them except from Revenue. The Senior Bonds do not constitute a debt or liability of the State or of any political subdivision of the State other than the Authority, or a pledge of the full faith and credit of the State or of any political subdivision of the State.

## **SUMMARY OF FINANCING PLAN**

The Authority will apply the proceeds from the sale of the 202\_ Series \_\_\_\_ Bonds, together with other available funds, to **[TO COME BASED ON NEEDS AND POSSIBLE REFUNDING CANDIDATES]**

### **[The Refunded Bonds**

The Refunded Bonds of the Series, tenor and maturities set forth below are to be redeemed on the redemption dates and in the amount shown below from amounts held in an escrow fund (the “202\_ Refunded Bonds Escrow Fund”) established pursuant to an Escrow Agreement by and between the Authority and the Senior Indenture Trustee, as escrow agent. Pursuant to the terms of the Escrow Agreement establishing the 202\_ Refunded Bonds Escrow Fund, the amounts on deposit in the 202\_ Refunded Bonds Escrow Fund shall be invested in Government Obligations, the principal and interest on which when due, together with the moneys, if any, remaining on deposit for such purpose, will be sufficient to pay when due the principal of and interest on the Refunded Bonds on the redemption date.

A verification report relating to the adequacy of the maturing principal of and interest on the investments in the 202\_ Refunded Bonds Escrow Fund will be delivered upon the deposit of such funds. See “VERIFICATION REPORT” herein.



**Refunded Bonds**  
**Bay Area Toll Authority**  
**San Francisco Bay Area Toll Bridge Revenue Bonds**  
**201\_ Series \_\_\_\_\***

<u><b>Maturity Date</b></u> <u><b>(April 1)</b></u>	<u><b>Redemption Date</b></u>	<u><b>Principal Amount</b></u>	<u><b>Interest</b></u> <u><b>Rate (%)</b></u>	<u><b>CUSIP<sup>†</sup></b></u> <u><b>Number</b></u> <u><b>(072024)</b></u>
		\$		

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\* Preliminary, subject to change.

<sup>†</sup> CUSIP information herein is provided by CUSIP Global Services, managed by Standard and Poor's Financial Services LLC. CUSIP numbers are provided for convenience of reference only. Neither the Authority nor the Underwriters assume any responsibility for the accuracy of such numbers.

## Estimated Sources and Uses of Funds

The following are the estimated sources and uses of funds with respect to the 202\_ Series \_\_\_\_ Bonds:

### SOURCES:

Bond Proceeds	\$
Other Sources of Funds <sup>(1)</sup> :	
[Authority Deposit]	
[Reserve Fund Release]	
<b>TOTAL SOURCES</b>	<u>\$</u>

### USES:

[Refunded Bonds Escrow Fund]	\$
Costs of Issuance <sup>(2)</sup>	
<b>TOTAL USES</b>	<u>\$</u>

<sup>(1)</sup> Includes the deposit of funds with the Senior Indenture Trustee by the Authority.

<sup>(2)</sup> Costs of issuance include rating agency, legal and financial advisory fees and printing costs and expenses; underwriters' discount; fees of the Senior Indenture Trustee for the Refunded Bonds and the 202\_ Series \_\_\_\_ Bonds; and other miscellaneous expenses and are expected to be paid by the Authority.

## Additional Bonds Test

The Authority is issuing the 202\_ Series \_\_\_\_ Bonds as refunding bonds. The issuance of refunding bonds does not require any certification as to debt service coverage.

## Anticipated Bond Issuances of the Authority

The Authority has authorized the issuance of refunding Bonds and the termination of existing interest rate swaps and the execution of new interest rate swaps. The Authority's governing board may authorize additional issuances of Senior Bonds or Subordinate Bonds in the future. Toll bridge revenue bonds may be issued on a parity with the outstanding Senior Bonds under the Senior Indenture or as Subordinate Bonds on a parity with the outstanding Subordinate Bonds under the Subordinate Indenture. Additional toll bridge revenue bonds could be issued for refunding or restructuring purposes authorized by the Refunding Bond Law. Additional toll bridge revenue bonds could also be issued for additional work on the Bridges or other purposes authorized by the Act.

The principal amount of additional toll bridge revenue bonds (and any Senior Obligations or Subordinate Obligations) to be issued by the Authority and the timing of any such issuance or issuances will be determined by the Authority based on the actual costs of its programs (which are subject to modification by the Authority and by State law) and the resources then available. The Act does not limit the principal amount of Authority obligations that may be issued. The Senior Indenture and the Subordinate Indenture limit the issuance of Senior Bonds, obligations of the Authority that are payable on a parity with the Senior Bonds, Subordinate Bonds, and obligations that are payable on a parity with the Subordinate Bonds. See the information herein and under the captions "SECURITY AND SOURCES OF PAYMENT

FOR THE TOLL BRIDGE REVENUE BONDS – Certain Provisions of the Senior Indenture – Toll Rate Covenants” and “—Additional Bonds Test.”

**[ADD ANYTHING RE RM3?]**

### **Investment Policies and Portfolio**

For information concerning the Authority’s investment policies and the MTC investment portfolio, which includes funds of the Authority, see APPENDIX A – “AUTHORITY FINANCIAL AND OPERATING INFORMATION.”

### **RISK FACTORS**

The primary source of payment for the Authority’s toll bridge revenue bonds is the Authority’s bridge toll revenues. The level of bridge toll revenues collected at any time is dependent upon the level of traffic on the Bridge System, which, in turn, is related to several factors, including without limitation, the factors indicated below. The COVID-19 pandemic is a significant new development material adversely affecting the Authority’s finances and outlook. See APPENDIX A – [“AUTHORITY FINANCIAL AND OPERATING INFORMATION – Public Health Emergency – COVID-19]” and “Impact of COVID-19 Pandemic” below.

#### **Impact of COVID-19 Pandemic**

In recent years, public health authorities have warned of threats posed by outbreaks of disease and other public health threats. On February 11, 2020 the World Health Organization (“WHO”) announced the official name for the outbreak of COVID-19, an upper respiratory tract illness. COVID-19 has since spread across the globe. The spread of COVID-19 is having significant adverse health and financial impacts throughout the world, including the City. See APPENDIX A – “AUTHORITY FINANCIAL AND OPERATING INFORMATION – [Public Health Emergency – COVID-19].” The WHO has declared the COVID-19 outbreak to be a pandemic, and states of emergency have been declared by the Mayor of the City of San Francisco, the Governor of the State and the President of the United States.

The Authority has been closely tracking traffic volume on the Bridge System as a result of these recent developments. See [APPENDIX A – [\_\_\_\_\_].] [While traffic volume has been negatively impacted and will likely remain reduced for the immediate future, the Authority currently has unrestricted funds which are available to pay debt service when due]. However, there is no certainty that such [unrestricted funds together] with toll revenues will be sufficient to pay debt service or that the continued spread of the coronavirus in the United States and the State will not have a material adverse effect on the Authority's operations and its financial condition. [and, while such unrestricted funds are pledged to the payment of the Bonds while they are on deposit in the \_\_\_\_\_ permit the Authority to withdraw such unrestricted funds from the General Surplus Account of the Surplus Fund for any lawful purpose so long as there is no current shortfall in the Debt Service Fund. See “SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS – Certain Provisions of the Senior Indenture.”

The COVID-19 outbreak is ongoing, and the ultimate geographic spread of the virus, the duration and severity of the outbreak, and the economic and other of actions that may be taken by governmental authorities to contain the outbreak or to treat its impact are uncertain. Additional information with respect to events surrounding the outbreak of COVID-19 and responses thereto can be found on State and local government websites, including but not limited to: the Governor's office (<http://www.gov.ca.gov>) and the California Department of Public Health (<https://covid19.ca.gov/>). The information on such websites is not incorporated herein by reference, and neither the Authority nor the Underwriters assumes any

responsibility for the accuracy of the information on such websites. See APPENDIX A – “AUTHORITY FINANCIAL AND OPERATING INFORMATION – [Public Health Emergency – COVID-19]” for additional information regarding the impacts of COVID-19 on the Authority.

### **Uncertainties of Projections, Forecast and Assumptions**

The levels of traffic assumed and toll revenue projected are based solely upon estimates and assumptions made by the Authority. Actual levels of traffic and toll revenue will differ, and may differ materially, from the levels projected. [Historical data presented in this Official Statement (including the appendices) may not predict near term trends accurately in light of the unprecedented and rapid nature of the COVID-19 pandemic and its economic effects [as discussed further in “Impact of COVID-19 Pandemic” above]. Actual interest earnings, debt service interest rates, swap revenues and operations and maintenance expenses could also differ from the forecast. Inevitably, some assumptions will not be realized, and unanticipated events and circumstances may occur. The actual financial results achieved will vary from those forecasts, and the variations may be material.

### **Risk of Earthquake**

The Bay Area’s historical level of seismic activity and the proximity of the Bridge System to a number of significant known earthquake faults (including most notably the San Andreas Fault and the Hayward Fault) increases the likelihood that an earthquake originating in the region could destroy or render unusable for a period of time one or more of the Bridges, their highway approaches or connected traffic corridors, thereby interrupting the collection of bridge toll revenues for an undetermined period of time.

An earthquake originating outside the immediate Bay Area could have an impact on Bridge System operations and bridge toll revenues. On October 17, 1989, the Bay Area experienced the effects of the Loma Prieta earthquake that registered 7.1 on the Richter Scale. The epicenter of the earthquake was located in Loma Prieta about 60 miles south of the City of San Francisco in the Santa Cruz Mountains. The Loma Prieta earthquake caused damage to the east span of the San Francisco-Oakland Bay Bridge and adjacent highways.

On August 24, 2014, a 6.0-magnitude earthquake occurred near Napa, California, the epicenter of which was located approximately 15 miles from the Carquinez and Benicia-Martinez Bridges. The State of California Department of Transportation (“Caltrans”) conducted inspections of the seven bridges of the Bridge System and found no damage from this event.

In March 2015, the Working Group on California Earthquake Probabilities (a collaborative effort of the U.S. Geological Survey (the “U.S.G.S”), the California Geological Society, and the Southern California Earthquake Center) reported that there is a 72% chance that one or more earthquakes of magnitude 6.7 or larger will occur in the Bay Area before the year 2045. In addition, the U.S.G.S. released a report in April 2017 entitled the HayWired Earthquake Scenario, which estimates property damage and direct business disruption losses of \$82 billion (in 2016 dollars) from a magnitude 7.0 earthquake on the Hayward Fault. Such earthquakes may be very destructive. Property within the Bay Area could sustain extensive damage in a major earthquake, Bridges or their highway approach routes could be damaged, destroyed or rendered unusable for a period of time, and a major earthquake could adversely affect the area’s economic activity.

The Seismic Retrofit Program was undertaken to mitigate the risk of major damage to the Bridges due to seismic activity by enhancing the structural integrity of the Bridges to accommodate ground motions along the various identified faults with return periods of between 1,000 and 2,000 years. With the completion of the Seismic Retrofit Program, the need for repairs of this magnitude is expected to be greatly

reduced, especially on the San Francisco-Oakland Bay Bridge and the Benicia-Martinez Bridge, both of which have been strengthened to Lifeline Structure criteria. See APPENDIX A – “THE BRIDGE SYSTEM – General” and “CAPITAL PROJECTS AND FUNDING—Seismic Retrofit Program.”

### **Other Force Majeure Events**

Operation of the Bridge System and collection of bridge tolls is also at risk from other events of force majeure, such as damaging storms, winds and floods, fires and explosions, spills of hazardous substances, collisions involving maritime vessels, strikes and lockouts, sabotage, wars, blockades and riots[, in addition to the impact of the COVID-19 pandemic as discussed further in “Impact of COVID-19 Pandemic” above]. The Authority cannot predict the potential impact of such events on the financial condition of the Authority or on the Authority’s ability to pay the principal of and interest on the Authority’s toll bridge revenue bonds as and when due.

### **Climate Change Issues and Economic Impact of Possible New and Increased Regulation**

In 2006, the California legislature passed Assembly Bill 32, the “California Global Warming Solutions Act of 2006,” which requires the Statewide level of greenhouse gas (“GHG”) emissions to be reduced to 1990 levels by 202\_ and directs the California Air Resources Board (“ARB”) to serve as the lead agency to implement the law. On October 20, 2011, the ARB made the final adjustments to its implementation plan for Assembly Bill 32 - the “California Cap-and-Trade Program” or the “Program” - which was implemented and became effective in January 2012. The Program covers regulated entities emitting 25,000 million metric tons of carbon dioxide equivalent per year or more and entities in certain listed industries, including major industrial sources, electricity generating facilities, fuel suppliers, and, since January 1, 2015, fuel distributors. While various studies anticipated that the Program would cause an immediate increase in the price of gasoline, its impacts are difficult to observe due to market fluctuations in the price of gasoline caused by other determinants.

The Program’s effects on economic activity and transportation mode choices in the Bay Area, both of which may impact Bridge toll revenues, are difficult to predict. Further, the Authority is unable to predict if any additional federal, State and local laws and regulations with respect to GHG emissions or other environmental issues will be adopted, or what effects such laws and regulations will have on the underlying factors that influence vehicle traffic volume on the Bridge System. The effects, while unknown, could be material.

### **Sea Level Rise**

In September 2017, Adapting to Rising Tides (“ART”) released a report on the Bay Area Sea Level Rise Analysis and Mapping Project (the “2017 ART Report”), led by the San Francisco Bay Conservation and Development Commission (“BCDC”), which provides guidance to agencies to help them understand and address complex climate change issues, including the effects of rising sea levels.

The 2017 ART Report highlights areas within each county that may be exposed to sea level rise and flooding impacts in the near term, either due to daily high tides with low to moderate amounts of sea level rise or as a result of significant storm surge events. Two distinct impacts (permanent inundation and temporary flooding) can occur from sea level rise and storm surge or a combination of both. The 2017 ART Report notes that as sea levels rise, San Francisco Bay shoreline and flood protection infrastructure will become increasingly exposed to tide levels currently considered extreme, and over time existing shoreline protection infrastructure will no longer provide the same level of flood protection that it does today. Such shifts in the frequency of extreme tide levels will have important design implications for flood protection infrastructure and for the resilience of valuable shoreline habitats.

Climate change may affect the frequency and intensity of coastal storms, El Niño cycles, and related processes. A clear consensus has not fully emerged on these changes, but a commonly identified trend is a tendency toward increased wind speed and wave height along northern California. This may increase both erosion rates along the ocean beach coast and extreme tide frequency within the Bay. El Niño, storm surge and waves, and for some portions of the San Francisco Bay, freshwater discharge from creeks and sloughs during rainfall-runoff events also elevate the waters of San Francisco Bay along the shoreline. When one or more of these factors combine to raise San Francisco Bay waters above predicted tide levels, the result is a temporarily higher water level, an extreme tide. Extreme tides can reach several feet higher than typical daily high tides and result in damaging coastal floods. Without action, a portion of San Francisco's current land could be permanently inundated by daily high tides by the end of the century.

Sea level rise is not expected to have an adverse effect on the Bridges themselves. However, the effect on motor vehicle traffic in the Bay Area generally, and particularly on Bridge approaches and access routes, could have an adverse impact on Bridge toll revenues.

### **Threats and Acts of Terrorism**

Caltrans and law enforcement authorities have undertaken security measures in an effort to reduce the probability that the Bridges could be attacked by terrorists. However, such measures are not guaranteed to prevent an attack on the Bridges. The Authority cannot predict the likelihood of a terrorist attack on any of the Bridges or the extent of damage or vehicle traffic disruption that might result from an attack. The Bridges are not insured against terrorist attack.

### **No Insurance Coverage**

No business interruption insurance or any other commercially available insurance coverage is currently maintained by the Authority or Caltrans with respect to damage to or loss of use of any of the Bridges. However, pursuant to the Cooperative Agreement the Authority currently maintains a self-insurance fund. The Cooperative Agreement calls for a minimum balance of \$50 million, which would be available for reconstruction, repair and operations in the event of damage due to a major emergency which would result in closure to traffic of a Bridge estimated to extend more than 30 days and to exceed \$10 million in cost. Such reserve is maintained pursuant to the Cooperative Agreement and upon agreement of Caltrans and the Authority may be reduced or eliminated in its entirety. Pursuant to the Cooperative Agreement, replenishment of funds used for such repairs would be made by the Authority from bridge toll revenues.

The Authority's fiscal year 202\_\_ budget contemplates a \$\_\_\_\_\_ reserve, including [\$\_\_\_\_\_ million in the Cooperative Agreement, \$\_\_\_\_\_ million in the operations and maintenance fund, \$\_\_\_\_\_ million for bridge rehabilitation, \$\_\_\_\_\_ million in project contingency and self-insurance reserves and \$\_\_\_\_\_ million in variable interest rate risk reserves.] See the MTC 2020 CAFR at page \_\_ and APPENDIX A – "AUTHORITY FINANCIAL AND OPERATING INFORMATION – Cash Reserves" for more information on the reserve. Moreover, the Authority expects that emergency assistance and loans from the federal government would be made available to the State in the event of major damage to the Bridges caused by a major earthquake or other force majeure event.

### **Economic Factors; Increasing Tolls**

A substantial deterioration in the level of economic activity within the Bay Area could have an adverse impact upon the level of bridge toll revenues collected. In addition, the occurrence of any natural catastrophe such as an earthquake may negatively affect the Bay Area economy or traffic using the Bridge System or both. See ["Impact of COVID-19 Pandemic" and] "Risk of Earthquake" above. Bridge toll

revenues may also decline due to traffic interruptions as a result of construction, greater carpooling or use of mass transit, increased costs of gasoline and of operating an automobile, more reliance on telecommuting in lieu of commuting to work (which has been and may further be increased due to COVID-19), relocation of businesses to suburban locations and similar activities. Recent and future toll increases could have an adverse effect on the level of traffic on the Bridge System and the level of bridge toll revenues collected. Lower traffic levels could result in lower total revenues, even though toll rates might increase. See APPENDIX A – “THE BRIDGE SYSTEM – Toll Setting Authority.”

### **Risk of Non-Payment of Direct Subsidy Payments**

A portion of the payments of interest on certain of the Authority’s toll bridge revenue bonds is expected to be paid with Build America Bond subsidy payments that the Authority expects to receive from the federal government. The U.S. Treasury may offset any subsidy payment to which the Authority is otherwise entitled against any other liability of the Authority payable to the United States of America, including without limitation withholding or payroll taxes, or other penalties or interest that may be owed at any time to the United States of America. The Code authorizes federal regulations and other guidance to carry out the Build America Bond program, which may reduce the certainty of receipt of subsidy payments by the Authority. Subsidy payments do not constitute full faith and credit obligations of or guarantees by the United States of America, but are to be paid as tax credits by the U.S. Treasury under the Recovery Act. Accordingly, no assurance can be given that the U.S. Treasury will make payment of the subsidy payments in the amounts which the Authority expects to receive, or that such payments will be made in a timely manner. No assurance can be given that Congress will not amend or repeal provisions of the program and thereby affect the payment of subsidy payments. Additionally, no assurance can be given as to the payment of subsidy payments in the event of any shutdown of federal government operations.

The Budget Control Act of 2011 (the “Budget Control Act”) provided for increases in the federal debt limit and established procedures designed to reduce the federal budget deficit. The Budget Control Act provided that a failure by Congress to otherwise reduce the deficit would result in sequestration: automatic, generally across-the-board spending reductions. Sequestration became effective March 1, 2013, and resulted in a reduction of the subsidy payments received by the Authority in connection with its Build America Bonds by 8.7% or \$6,161,348 through September 30, 2013. The Bipartisan Budget Act of 2013 extended and made certain modifications to sequestration, but generally did not affect the reduction of subsidy payments for Build America Bonds. The Federal Fiscal Year (“FFY”) runs from October 1 through the succeeding September 30. Subsidy payments received by the Authority in connection with its Build America Bonds were reduced by 7.3% or \$5,588,992 for FFY 2015, 6.8% or \$5,206,185 for FFY 2016, 6.9% or \$5,282,746 for FFY 2017, 6.6% or \$5,053,062 for FFY 2018, 6.2% or \$4,746,815 for FFY 2019, and \_\_\_\_% for FFY 2020.

If the Authority fails to comply with the conditions to receiving the subsidy payments throughout the term of the toll bridge revenue bonds designated as Build America Bonds, it may no longer receive such payments and could be subject to a claim for the return of previously received payments. The Authority is obligated to make payments of principal of and interest on its toll bridge revenue bonds without regard to the receipt of subsidy payments.

### **Variable Rate Obligations and Credit Facilities**

Currently, the Authority has Outstanding Senior Bonds that are variable rate demand bonds bearing interest at a Weekly Rate (the “VRDBs”) that are supported by credit facilities (the “Weekly Rate Credit Facilities”), which are scheduled to expire as described in Appendix A. See APPENDIX A – “OUTSTANDING AUTHORITY OBLIGATIONS – TABLE 8 – SAN FRANCISCO BAY AREA TOLL BRIDGE REVENUE BONDS OUTSTANDING SENIOR WEEKLY RATE BONDS.”

***Ratings Changes.*** Current ratings of the Authority's VRDBs are in part based on the ratings of the providers of the Weekly Rate Credit Facilities ("VRDB Credit Providers"). The rating agencies could in the future announce changes in outlook, reviews for downgrade, or downgrades, of the ratings of the VRDB Credit Providers and/or the VRDBs. Certain events specified in the Weekly Rate Credit Facilities, including adverse ratings developments with respect to the VRDB Credit Providers or the Authority, could lead to the need for purchases by the VRDB Credit Providers of VRDBs pursuant to the Reimbursement Agreement described in Appendix A, which could result in a substantial increase in the Authority's debt service-related costs. See APPENDIX A – "OTHER AUTHORITY OBLIGATIONS – Credit Facilities."

***Acceleration.*** The Senior Bonds that are VRDBs are subject to tender at the option of the owners thereof and if not remarketed will be purchased by the applicable VRDB Credit Provider under the applicable Weekly Rate Credit Facility for such VRDBs. Under certain conditions, the reimbursement obligations related to such purchases may be due and payable immediately on a parity basis with the Senior Bonds. The Senior Bonds and Subordinate Bonds are not otherwise subject to acceleration.

***Maximum Interest Rate.*** Additionally, the interest rate on the VRDBs fluctuates and could increase up to a maximum rate of 12% per annum or, if there is a failure to remarket, 15% per annum when purchased by a VRDB Credit Provider pursuant to a Weekly Rate Credit Facility.

***Acceleration and Renewal.*** Prior to the scheduled expiration dates of any Weekly Rate Credit Facilities, the Authority will evaluate its outstanding debt obligations and determine whether to renew or replace such Weekly Rate Credit Facilities or to restructure its VRDB debt to reduce the need for credit and/or liquidity facilities. The Authority cannot predict the availability or cost of extending or replacing Weekly Rate Credit Facilities in the future or other refinancing strategies that would not require credit support.

## **Remarketing Risk**

As of the date of sale and issuance of the 202\_ Series \_\_\_\_ Bonds, the Authority has Senior Bonds outstanding bearing interest at a Term Rate or an Index Rate and that are not supported by a letter of credit or liquidity facility. These Senior Bonds are subject to mandatory tender on purchase dates ranging from [April 1, 2021 to April 1, 2027]. The Authority expects funds from remarketing these Senior Bonds to be applied to pay the purchase price of such Bonds upon mandatory tender. The Authority is not obligated to provide any other funds for the purchase of such Bonds other than remarketing proceeds and can give no assurance that sufficient remarketing proceeds will be available to pay such Bonds upon mandatory tender. If there are insufficient funds to purchase any Bonds at the end of any Term Rate Period or Index Rate Period, the owners of such Bonds will retain such Bonds and such Bonds will bear interest at a Weekly Rate which shall be the Stepped Rate. The Stepped Rate increases over time as the Bonds are unable to be remarketed and may reach 12%. See APPENDIX A – "OUTSTANDING AUTHORITY OBLIGATIONS – Outstanding Senior Bonds and Senior Obligations – *Term Rate and Index Rate Bonds.*"

## **Index Determination Risk**

***General Considerations.*** The Authority has a substantial amount of obligations and derivative contracts that are based on indices that are determined by third parties, including the SIFMA Swap Index and the LIBOR Index. See APPENDIX A – "OUTSTANDING OBLIGATIONS OF THE AUTHORITY – TABLE 9 – SAN FRANCISCO BAY AREA TOLL BRIDGE REVENUE BONDS OUTSTANDING SENIOR TERM RATE AND INDEX RATE BONDS" and "– TABLE 11 – QUALIFIED SWAP AGREEMENTS" for a detailed listing. The Authority is not responsible or accountable in any way for the determination of these indices or the procedures used in making those determinations and is not a member of or affiliated in any way with the associations or organizations responsible for determining these indices.



The procedures employed in determining these indices may be modified from time to time and the publication of these indices may be delayed or discontinued entirely without any Authority involvement. Also, external market forces may result in the volatility of these indices. Moreover, these indices may be the subject of manipulation, as has been alleged by the Authority in pending litigation. See APPENDIX A – “OUTSTANDING AUTHORITY OBLIGATIONS – Qualified Swap Agreements – *LIBOR Litigation*.”

The SIFMA Swap Index and the LIBOR Index are determined by third parties, and the Authority is not responsible or accountable for its determination, the securities used in its determination or the procedures used in its determination. The Authority, the Underwriters, and the Index Agent have no control over the determination, calculation or publication of the SIFMA Swap Index.

***LIBOR Considerations.*** [On July 27, 2017 the Chief Executive of the UK Financial Conduct Authority (“FCA”) announced that, after the end of 2021, the FCA would no longer use its power to persuade or compel panel banks to submit rate information used to determine LIBOR. It is not clear whether panel banks that currently submit rates in connection with the determination of LIBOR will do so beyond 2021 and, if so, whether the administrator of LIBOR will continue to publish LIBOR beyond 2021. Global regulatory bodies, major banks and others have been developing an adjusted “risk free” rate to replace LIBOR in the various financial markets in which it is used as a reference rate. It is possible that LIBOR and such an alternative rate could both be published for a period of time, which may result in market confusion. It is expected that existing swap contracts will be amended through a multilateral industry “protocol” to replace LIBOR with the alternative rate adopted in the market upon a specific trigger date keyed off of the permanent discontinuance of LIBOR. However, both the Authority and its Qualified Swap Agreement counterparties would have to agree to any such protocol for its amendments to be effective with respect to the Qualified Swap Agreements. In the event that the Authority and/or a Qualified Swap Agreement counterparty fail to amend a Qualified Swap Agreement to refer to the alternative rate adopted in the market, the existing fallbacks for LIBOR under that Qualified Swap Agreement may present significant implementation challenges in the case of a permanent discontinuance of LIBOR. Also, in the event that the Authority and a Qualified Swap Agreement counterparty amend a Qualified Swap Agreement to refer to the alternative rate adopted in the market, that alternative rate may differ, perhaps significantly, from LIBOR.]

## **Swap Related Risks**

The Authority has Qualified Swap Agreements of, as of June 30, 2020, a notional amount of \$\_\_\_\_\_ outstanding with various counterparties pursuant to which the Authority pays a fixed rate and receives a variable rate based on an index (the “Fixed Rate Payer Swaps”). The variable rates received pursuant to such agreements which are LIBOR-based may differ, at times substantially, from the interest rates on the Senior Bonds corresponding to such swap agreements. In addition, if the counterparties to such Qualified Swap Agreements encounter financial difficulties, under certain circumstances payments may not be received from such counterparties or the swap agreements may be terminated requiring, depending on market conditions at the time, termination payments to be made by the Authority. Such termination payments could be substantial and are payable as Subordinate Obligations, on a parity basis with the Subordinate Bonds. Based on the aggregate fair market value of the Fixed Rate Payer Swaps as of June 30, 2020, had all of the Fixed Rate Payer Swaps terminated on such date, the payments due from the Authority would have aggregated approximately \$[\_\_\_\_\_]. For further discussion of the Authority’s Qualified Swap Agreements, see APPENDIX A – “OUTSTANDING AUTHORITY OBLIGATIONS – Qualified Swap Agreements.”

## **Cybersecurity**

The Authority relies on large and complex technology networks, systems, information, and other assets (“Information and Operations Technology”) for efficient operations, provision of services to the public, and collection of tolls and other revenue on its Bridge System. In connection with its delivery of critical services to the public, the Authority’s Information and Operations Technology collects and stores sensitive customer data, including financial information, security information, proprietary business information, information regarding customers, suppliers and business partners, and personally identifiable information of customers and employees (collectively, “PII”).

The Authority implements physical, technical, and administrative safeguards to protect the operations of its Information and Operations Technology and PII, including measures to comply with applicable requirements of federal and state law, including without limitation Streets and Highways Code Section 31490. Despite implementation of a security program and measures to protect its Information and Operations Technology and PII, the Authority’s network, systems, information and other assets are vulnerable to cybersecurity risks and threats, including those that may result in the compromise of PII, theft or manipulation of information, and operational disruptions and outages, by employees through error or malfeasance, criminal or malicious hackers, terrorists, and hacktivists. Any such security incident, intrusion, or attack could result in unauthorized access to or acquisition of sensitive information or PII, disruptions to the Authority’s operations, including toll collection and financial reporting or other activities, legal claims or proceedings, including but not limited to laws that protect the privacy of personal information, and regulatory inquiries and penalties.

## **State Legislation**

State legislation is introduced from time to time that could affect the finances or operations of the Authority or MTC or both, including, the level and expenditure of tolls. The Authority cannot predict whether any such legislation will be introduced or enacted in future legislative sessions.

## **Voter Initiatives**

In 1996, the voters of the State approved Proposition 218, a constitutional initiative, entitled the “Right to Vote on Taxes Act” (“Proposition 218”). Proposition 218 added Articles XIIC and XIID to the California Constitution and contains a number of interrelated provisions affecting the ability of local governments to levy and collect both existing and future taxes, assessments, fees and charges. Proposition 218 requires majority voter approval for the imposition, extension or increase of general taxes and two-thirds voter approval for the imposition, extension or increase of special taxes by a local government. Proposition 218 also provides for broad initiative powers to reduce or repeal any local tax, assessment, fee or charge.

In 2010, the voters of the State approved Proposition 26, another constitutional initiative, entitled the “Supermajority Vote to Pass New Taxes and Fees Act” (“Proposition 26”). Proposition 26, among other things, added a definition of “tax” as used in Article XIII A, which contains certain limitations with respect to changes in State statute that results in any taxpayer paying a higher tax, and Article XIII C of the California Constitution. The Authority does not believe that the levy and collection of bridge tolls are taxes subject to the voter approval provisions of Propositions 26 and 218.

In 2017, Senate Bill 595 (“SB 595”) was enacted and authorized a proposed toll increase of up to \$3.00 for the Bridge System, subject to approval of the increase by a majority of voters in the Bay Area. A regional ballot measure, entitled Regional Measure 3 (“RM3”), was placed on the ballot in all nine counties in the Bay Area and, on June 5, 2018, a majority of Bay Area voters approved RM3, including a toll increase

of \$3.00 phased in over time. Two suits have been filed asserting, among other claims, that SB 595 is a change in state statute resulting in a higher tax, which would require approval of two-thirds of all members of the State Legislature, and RM3 is a tax which requires two-thirds voter approval under Propositions 26 and 218. The Authority disagrees with plaintiffs' allegations and characterizations of SB 595 and RM3 and intends to vigorously defend its position. See APPENDIX A – "LITIGATION – Challenges to SB 595 and RM3."

The Supreme Court of California, in the case of *Bighorn–Desert View Water Agency v. Verjil*, 39 Cal. 4th 205 (2006), also held that the initiative power described in Article XIII C applies to any local taxes, assessments, fees and charges as defined in Articles XIII C and XIII D. Article XIII D defines "fee" or "charge" to mean a levy (other than ad valorem or special taxes or assessments) imposed by a local government "upon a parcel or upon a person as an incident of property ownership", including a user fee for a "property related service." However, the Court also found that the terms "fee" and "charge" in section 3 of Article XIII C may not be subject to a "property related" qualification. The Authority also does not believe that the bridge toll is a "fee" or "charge" as defined in Articles XIII D or XIII C. If ultimately found to be applicable to the bridge tolls, the initiative power could be used to rescind or reduce the levy and collection of bridge tolls under Proposition 218. Any attempt by voters to use the initiative provisions under Proposition 218 in a manner which would prevent the payment of debt service on the Authority's toll bridge revenue bonds arguably violates the Impairment of Contract Clause of the United States Constitution and accordingly should be precluded. The Authority cannot predict the potential financial impact on the financial condition of the Authority and the Authority's ability to pay the purchase price, principal of and interest on its toll bridge revenue bonds as and when due, as a result of the exercise of the initiative power under Proposition 218.

### **ABSENCE OF MATERIAL LITIGATION**

There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, pending or, to the knowledge of the Authority, threatened against the Authority in any way affecting the existence of the Authority or the titles of its officers to their respective offices or seeking to restrain or to enjoin the issuance, sale or delivery of the 202\_ Series \_\_\_ Bonds, the application of the proceeds thereof in accordance with the Senior Indenture, the collection or application of the Bridge Toll Revenues (except as described in APPENDIX A – "BAY AREA TOLL AUTHORITY – LITIGATION – Challenges to SB 595 and RM3"), or the statutory lien thereon, in any way contesting or affecting the validity or enforceability of the 202\_ Series \_\_\_ Bonds or the Senior Indenture, in any way contesting the completeness or accuracy of the Official Statement or the powers of the Authority with respect to the 202\_ Series \_\_\_ Bonds or the Senior Indenture, or which could, if adversely decided, have a materially adverse impact on the Authority's financial position or the Authority's ability to collect Bridge Toll Revenues (except as described in APPENDIX A – "BAY AREA TOLL AUTHORITY – LITIGATION – Challenges to SB 595 and RM3"). For other litigation involving the Authority, see APPENDIX A – "BAY AREA TOLL AUTHORITY – LITIGATION."

### **TAX MATTERS**

**[TAX LANGUAGE TO COME FROM ORRICK FOR TAX-EXEMPT AND TAXABLE DEALS]**

### **LEGAL MATTERS**

The validity of the 202\_ Series \_\_\_ Bonds and certain other legal matters are subject to the approving opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority. A complete copy of the proposed form of opinion of Bond Counsel is contained in Appendix E hereto. Bond Counsel

undertakes no responsibility for the accuracy, completeness or fairness of the Official Statement. Certain legal matters will be passed upon for the Authority by its general counsel and by Kutak Rock LLP, as Disclosure Counsel to the Authority, and for the Underwriters by their counsel, Nixon Peabody LLP.

## **RATINGS**

### **202\_ Series \_\_\_\_ Bonds**

Moody's Investors Service ("Moody's") has assigned a rating of "[\_\_]" to the 202\_ Series \_\_\_\_ Bonds. S&P Global Ratings ("S&P") has assigned a rating of "[\_\_]" to the 202\_ Series \_\_\_\_ Bonds. Fitch Ratings ("Fitch") has assigned a rating of "[\_\_]" to the 202\_ Series \_\_\_\_ Bonds.

### **Meaning of Ratings**

The ratings described above reflect only the views of such organizations and any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same, at the following addresses: Fitch Ratings, One State Street Plaza, New York, New York 10004; Moody's Investors Service, Inc., 99 Church Street, New York, New York 10007; and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., 55 Water Street, New York, New York 10041. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. Such ratings could be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of any of such ratings may have an adverse effect on the market price of the 202\_ Series \_\_\_\_ Bonds.

## **UNDERWRITING**

The Authority has entered into a Purchase Contract (the "Purchase Contract") with respect to the 202\_ Series \_\_\_\_ Bonds with [[BofA Securities, Inc., J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Goldman Sachs & Co. LLC] (collectively, the "Underwriters"). Pursuant to the Purchase Contract, the Underwriters have agreed, subject to conditions, to purchase the 202\_ Series \_\_\_\_ Bonds at a purchase price of \$\_\_\_\_, which represents the aggregate principal amount of the 202\_ Series \_\_\_\_ Bonds less an underwriters' discount of \$\_\_\_\_.

The Underwriters will purchase all of the 202\_ Series \_\_\_\_ Bonds if any are purchased. The Underwriters have agreed to make a public offering of the 202\_ Series \_\_\_\_ Bonds at the prices or yields shown in the SUMMARY OF OFFERING.

[BofA Securities, Inc., an underwriter of the 202\_ Series \_\_\_\_ Bonds, has entered into a distribution agreement with its affiliate Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"). As part of this arrangement, BofA Securities, Inc. may distribute securities to MLPF&S, which may in turn distribute such securities to investors through the financial advisor network of MLPF&S. As part of this arrangement, BofA Securities, Inc. may compensate MLPF&S as a dealer for their selling efforts with respect to the 202\_ Series \_\_\_\_ Bonds.

Citigroup Global Markets Inc., an Underwriter of the 202\_ Series \_\_\_\_ Bonds, has entered into a retail distribution agreement with Fidelity Capital Markets, a division of National Financial Services LLC (together with its affiliates, "Fidelity"). Under this distribution agreement, Citigroup Global Markets Inc. may distribute municipal securities to retail investors at the original issue price through Fidelity. As part of this arrangement, Citigroup Global Markets Inc. will compensate Fidelity for its selling efforts with respect to the 202\_ Series \_\_\_\_ Bonds.

J.P. Morgan Securities LLC (“JPMS”), an Underwriter of the 202\_ Series \_\_\_ Bonds, has entered into negotiated dealer agreements (each, a “Dealer Agreement”) with each of Charles Schwab & Co., Inc. (“CS&Co.”) and LPL Financial LLC (“LPL”) for the retail distribution of certain securities offerings at the original issue prices. Pursuant to each Dealer Agreement, each of CS&Co. and LPL may purchase 202\_ Series \_\_\_ Bonds from JPMS at the original issue price less a negotiated portion of the selling concession applicable to any 202\_ Series \_\_\_ Bonds that such firm sells.]

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, financing, brokerage and other financial and non-financial services. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, a variety of these services for the Authority, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Authority (including the Refunded Bonds that are being refunded with the proceeds of the 202\_ Series \_\_\_ Bonds).

The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

### **[VERIFICATION REPORT**

Upon deposit of funds with, and purchase of securities by, the Senior Indenture Trustee, as escrow agent with respect to the Refunded Bonds, [Causey Demgen & Moore P.C.], independent certified public accountants, will deliver a report stating that the firm has verified the mathematical accuracy of certain computations relating to the adequacy of the maturing principal of and interest on the investments in the Refunded Bonds Escrow Fund and the other moneys in such funds to pay when due the interest on and the maturing principal or redemption price of the Refunded Bonds. See “SUMMARY OF FINANCING PLAN” herein.][**INCLUDE FOR REFUNDINGS**]

### **MUNICIPAL ADVISOR**

The Authority has retained PFM Financial Advisors, LLC, San Francisco, California, as municipal advisor (the “Municipal Advisor”) in connection with the issuance of the 202\_ Series \_\_\_ Bonds. The Municipal Advisor is an Independent Registered Municipal Advisor under section 15B of the Securities Exchange Act of 1934 and the rules promulgated thereunder by the Securities and Exchange Commission. The Municipal Advisor has not undertaken to make an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement.

### **RELATIONSHIP OF CERTAIN PARTIES**

MUFG Union Bank, N.A. is the Senior Indenture Trustee under the Senior Indenture pursuant to which the Senior Bonds (which will include the 202\_ Series \_\_\_ Bonds), are issued and outstanding. MUFG Union Bank, N.A. is a party to the Reimbursement Agreement. The Bank of New York Mellon

Trust Company, N.A. is the Subordinate Indenture Trustee under the Subordinate Indenture pursuant to which the Subordinate Bonds are issued and outstanding. The Bank of New York Mellon has entered into Qualified Swap Agreements with the Authority. The Bank of New York Mellon Trust Company, N.A. and The Bank of New York Mellon are affiliated and are subsidiaries of The Bank of New York Mellon Corporation. Bank of America, N.A. has entered into Qualified Swap Agreements with the Authority. Bank of America, N.A. is also a party to the Reimbursement Agreement. BofA Securities, Inc. is an underwriter with respect to the 202\_ Series \_\_\_ Bonds and is a remarketing agent for some of the Authority's outstanding Senior Bonds. BofA Securities, Inc. and Bank of America, N.A. are affiliated and are subsidiaries of Bank of America Corporation. Citibank, N.A. has entered into Qualified Swap Agreements with the Authority. Citigroup Global Markets Inc. is an underwriter with respect to 202\_ Series \_\_\_ Bonds and is a remarketing agent for some of the Authority's outstanding Senior Bonds. Citigroup Global Markets Inc. and Citibank, N.A. are affiliated and are subsidiaries of Citigroup Inc. JPMorgan Chase Bank, National Association has entered into Qualified Swap Agreements with the Authority. J.P. Morgan Securities LLC is an underwriter with respect to the 202\_ Series \_\_\_ Bonds and is a remarketing agent for some of the Authority's outstanding Senior Bonds. J.P. Morgan Securities LLC and JPMorgan Chase Bank, National Association are affiliated and are subsidiaries of JPMorgan Chase & Co. Goldman Sachs Mitsui Marine Derivative Products, L.P. has entered into Qualified Swap Agreements with the Authority. Goldman Sachs Mitsui Marine Derivative Products, L.P. and Goldman Sachs & Co. LLC are affiliated and are subsidiaries of The Goldman Sachs Group Inc. Goldman Sachs & Co. LLC is an underwriter with respect to the 202\_ Series \_\_\_ Bonds and is a remarketing agent for certain of the Authority's outstanding Senior Bonds. See APPENDIX A – "OUTSTANDING AUTHORITY OBLIGATIONS – Qualified Swap Agreements" and "OTHER AUTHORITY OBLIGATIONS – Credit Facilities."

The Authority's capital improvement projects and related activities, including the sale of the 202\_ Series \_\_\_ Bonds, have been made possible, in part, by hiring underwriters, remarketing agents, bond insurers, reserve surety providers, liquidity providers, letter of credit providers, trustees and interest rate swap counterparties to assist the Authority. Certain of these entities or their affiliates have and continue to participate in more than one capacity in financings for, and contractual relationships with, the Authority.

### **CONTINUING DISCLOSURE**

The Authority has covenanted for the benefit of the owners and beneficial owners of certain of its Bonds, including the 202\_ Series \_\_\_ Bonds, to cause to be provided annual reports to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website ("EMMA") for purposes of Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission (the "Rule"), including its audited financial statements and operating and other information as described in the Continuing Disclosure Agreement. Pursuant to such undertakings, the Authority will provide an annual report through EMMA not later than nine months after the end of each Fiscal Year of the Authority (presently June 30). The form of Continuing Disclosure Agreement for the 202\_ Series \_\_\_ Bonds is attached as Appendix G hereto.

Fitch issued a new rating of "AA-" on the Subordinate Bonds on May 7, 2018, and the Authority filed notice of that new rating assignment on EMMA more than 10 business days after such date.

### **MISCELLANEOUS**

This Official Statement is not to be construed as a contract or agreement between the Authority and holders of any of the 202\_ Series \_\_\_ Bonds. All quotations from and summaries and explanations of the Indenture, and of other statutes and documents contained herein, do not purport to be complete, and reference is made to said documents and statutes for full and complete statements of their provisions.

Any statements in this Official Statement involving matters of opinion are intended as such and not as representations of fact.

The execution and delivery of this Official Statement by an authorized officer of the Authority has been duly authorized by the Authority.

**BAY AREA TOLL AUTHORITY**

By: \_\_\_\_\_  
Executive Director

**APPENDIX A**  
**BAY AREA TOLL AUTHORITY**



## **APPENDIX B**

### **DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE**

## **APPENDIX C**

### **DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE**

## APPENDIX D

### BOOK-ENTRY ONLY SYSTEM

**The following information concerning The Depository Trust Company (“DTC”) and DTC’s book-entry system has been obtained from sources that the Authority and the Underwriters believe to be reliable, but neither the Authority nor the Underwriters take responsibility for the accuracy thereof. Capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Official Statement and in APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE.”**

1. DTC will act as securities depository for the 202\_ Series \_\_\_ Bonds. The 202\_ Series \_\_\_ Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered 202\_ Series \_\_\_ Bond certificate will be issued for each maturity of each Series of the 202\_ Series \_\_\_ Bonds, in the aggregate principal amount of such maturity of the 202\_ Series \_\_\_ Bonds, and will be deposited with DTC.

2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

3. Purchases of the 202\_ Series \_\_\_ Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 202\_ Series \_\_\_ Bonds on DTC’s records. The ownership interest of each actual purchaser of each 202\_ Series \_\_\_ Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 202\_ Series \_\_\_ Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 202\_ Series \_\_\_ Bonds, except in the event that use of the book-entry system for the 202\_ Series \_\_\_ Bonds is discontinued.

4. To facilitate subsequent transfers, all 202\_ Series \_\_\_ Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co, or such other name as may be requested by an authorized representative of DTC. The deposit of 202\_ Series \_\_\_ Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any

change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 202\_ Series \_\_\_ Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 202\_ Series \_\_\_ Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. The Authority and the Senior Indenture Trustee will not have any responsibility or obligation to such DTC Participants or the persons for whom they act as nominees with respect to the 202\_ Series \_\_\_ Bonds.

6. Redemption notices shall be sent to DTC. If less than all of the 202\_ Series \_\_\_ Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 202\_ Series \_\_\_ Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 202\_ Series \_\_\_ Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, principal, premium, if any, and interest payments on the 202\_ Series \_\_\_ Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Authority or the Senior Indenture Trustee, on each payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Senior Indenture Trustee, or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Authority or the Senior Indenture Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the 202\_ Series \_\_\_ Bonds at any time by giving reasonable notice to the Authority, the Senior Indenture Trustee or the Subordinate Indenture Trustee. Under such circumstances, in the event that a successor depository is not obtained, 202\_ Series \_\_\_ Bonds are required to be printed and delivered.

10. The Authority may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 202\_ Series \_\_\_ Bonds certificates will be printed and delivered to DTC.

#### **No Assurance Regarding DTC Practices**

AS LONG AS CEDE & CO. OR ITS SUCCESSOR IS THE REGISTERED HOLDER OF THE 202\_ SERIES \_\_\_ BONDS , AS NOMINEE OF DTC, REFERENCES HEREIN TO THE REGISTERED HOLDERS OF THE 202\_ SERIES \_\_\_ BONDS SHALL MEAN CEDE & CO., AS AFORESAID, AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE 202\_ SERIES \_\_\_ BONDS . ANY FAILURE OF DTC TO ADVISE ANY PARTICIPANT, OR OF ANY PARTICIPANT TO NOTIFY ANY BENEFICIAL OWNER, OF ANY NOTICE AND ITS CONTEXT OR EFFECT WILL NOT AFFECT THE VALIDITY OR SUFFICIENCY OF THE PROCEEDINGS RELATING TO THE REDEMPTION OF THE 202\_ SERIES \_\_\_ BONDS CALLED FOR REDEMPTION OR OF

ANY OTHER ACTION PREMISED ON SUCH NOTICE. Each person for whom a Participant acquires an interest in the 202\_ Series \_\_\_ Bonds, as nominee, may desire to make arrangements with such Participant to receive a credit balance in the records of such Participant, and may desire to make arrangements with such Participant to have all notices of redemption or other communications to DTC, which may affect such person, forwarded in writing by such Participant and to receive notification of all interest payments.

NONE OF THE AUTHORITY, THE SENIOR INDENTURE TRUSTEE, THE SUBORDINATE INDENTURE TRUSTEE OR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATION WITH RESPECT TO THE PAYMENTS TO THE DIRECT PARTICIPANTS, ANY INDIRECT PARTICIPANTS OR THE BENEFICIAL OWNERS, THE SELECTION OF THE BENEFICIAL INTERESTS IN THE 202\_ SERIES \_\_\_ BONDS TO BE REDEEMED IN THE EVENT OF REDEMPTION OF LESS THAN ALL 202\_ SERIES \_\_\_ BONDS OF A PARTICULAR MATURITY OR THE PROVISION OF NOTICE TO THE DIRECT PARTICIPANTS, ANY INDIRECT PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO THE 202\_ SERIES \_\_\_ BONDS . NO ASSURANCE CAN BE GIVEN BY THE AUTHORITY, THE SENIOR INDENTURE TRUSTEE, THE SUBORDINATE INDENTURE TRUSTEE OR THE UNDERWRITERS THAT DTC, DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS OR OTHER NOMINEES OF THE BENEFICIAL OWNERS WILL MAKE PROMPT TRANSFER OF PAYMENTS TO THE BENEFICIAL OWNERS, THAT THEY WILL DISTRIBUTE NOTICES, INCLUDING REDEMPTION NOTICES (REFERRED TO ABOVE), RECEIVED AS THE REGISTERED OWNER OF THE 202\_ SERIES \_\_\_ BONDS TO THE BENEFICIAL OWNERS, THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC WILL ACT IN THE MANNER DESCRIBED IN THE OFFICIAL STATEMENT.

In the event the Authority or the Senior Indenture Trustee determines not to continue the book-entry system or DTC determines to discontinue its services with respect to the 202\_ Series \_\_\_ Bonds, and the Authority does not select another qualified securities depository, the Authority shall deliver one or more 202\_ Series \_\_\_ Bonds in such principal amount or amounts, in authorized denominations, and registered in whatever name or names, as DTC shall designate. In such event, transfer and exchanges of 202\_ Series \_\_\_ Bonds will be governed by the provisions of the Senior Indenture.

## **APPENDIX E**

### **PROPOSED FORM OF OPINION OF BOND COUNSEL**

## APPENDIX F

### PROJECTED DEBT SERVICE SCHEDULE

The table below shows the projected annual debt service requirements<sup>(1)</sup> for all of the Authority's outstanding Senior Bonds (but not including the Refunded Bonds) and Subordinate Bonds as of the date of issuance of the 202\_ Series \_\_\_\_ Bonds assuming the 202\_ Series \_\_\_\_ Bonds are issued consistent with the description set forth under "SUMMARY OF FINANCING PLAN" in the forepart of this Official Statement. [TO BE UPDATED]

<b>Fiscal Year Ending (June 30)</b>	<b>Outstanding Senior Debt Service<sup>(1)</sup></b>	<b>Preliminary 202_ Series ____ Bonds Debt Service <sup>(1)</sup></b>	<b>Outstanding Subordinate Debt Service<sup>(1)</sup></b>	<b>Preliminary 202_ Subordinate Bonds Debt Service <sup>(1)</sup></b>	<b>Outstanding Total Debt Service<sup>(1)</sup></b>
2021					
2022					
2023					
2024				--	
2025				--	
2026				--	
2027				--	
2028				--	
2029				--	
2030				--	
2031				--	
2032				--	
2033				--	
2034				--	
2035				--	
2036				--	
2037				--	
2038				--	
2039				--	
2040				--	
2041				--	
2042				--	
2043				--	
2044				--	
2045				--	
2046				--	
2047				--	
2048				--	
2049				--	
2050				--	
2051				--	
2052				--	
2053				--	
2054				--	
2055		--		--	
2056		--		--	
<b>TOTAL</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

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<sup>(1)</sup> [Reflects actual interest rates for outstanding Fixed Rate Bonds. All variable interest rate bonds are assumed to be in the current rate mode until each series' respective mandatory tender date. Bonds bearing interest in Term mode are projected at actual fixed interest rates. Bonds bearing interest in Index mode, are projected using the Authority's interest rate forecast, which ranges from 2.03% to 2.08%, plus each series' respective fixed spread. Bonds bearing interest in variable interest rate (Weekly Rate) mode, are projected using the Authority's interest rate forecast plus liquidity and remarketing fees estimated to be 1.00%. After the respective mandatory tender dates for each series of bonds bearing interest at Term or Index rates, each such bond is assumed to be in a variable interest rate (Weekly Rate) mode using the Authority's interest rate forecast as described above. All Qualified Swap Arrangements are assumed at the actual fixed interest rates, less a variable rate assumed to be equal to the Authority's interest rate forecast as described above. Except for fiscal year ending June 30, 202\_, debt service shown is net of the full 35% federal interest subsidy for bonds issued under the Build America Bond program. Due to sequestration, the Authority received approximately \$2.37 million less in Build America Bond subsidy payments than expected for the April 1, debt service payment; debt service shown for fiscal year ending June 30, 202\_ also accounts for a reduction of subsidy payments in the same amounts for October 1, 2019 and April 1, 202\_ payments. See "RISK FACTORS – Risk of Non-Payment of Direct Subsidy Payments" in the forepart of this Official Statement. This table is not a contract for future debt service, but rather a projection based on assumptions the Authority believes are reasonable. The debt service presented in this table has not been prepared in accordance with the additional bonds requirements of the Senior Indenture or the Subordinate Indenture.][**Update**]



**APPENDIX G**

**FORM OF CONTINUING DISCLOSURE AGREEMENT**

## APPENDIX H

### [TO BE INCLUDED FOR TAXABLE DEALS SOLD OVERSEAS]

#### [GLOBAL CLEARANCE PROCEDURES]

**The following information concerning Euroclear and Clearstream Banking has been obtained from sources that the Authority and the Underwriters believe to be reliable, but neither the Authority nor the Underwriters take responsibility for the accuracy thereof.**

#### **Euroclear and Clearstream Banking**

Euroclear and Clearstream Banking have advised the Authority as follows:

Euroclear and Clearstream Banking each hold securities for their customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream Banking provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream Banking also deal with domestic securities markets in several countries through established depositary and custodial relationships. Euroclear and Clearstream Banking have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream Banking customers are worldwide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream Banking is available to other institutions that clear through or maintain a custodial relationship with an account holder of either system, either directly or indirectly.

#### ***Clearing and Settlement Procedures***

202\_ Series \_\_\_\_ Bonds sold in offshore transactions will be initially issued to investors through the book-entry facilities of DTC, or Clearstream Banking and Euroclear in Europe if the investors are participants in those systems, or indirectly through organizations that are participants in the systems. For any of such 202\_ Series \_\_\_\_ Bonds, the record holder will be DTC's nominee. Clearstream Banking and Euroclear will hold omnibus positions on behalf of their participants through customers' securities accounts in Clearstream Banking's and Euroclear's names on the books of their respective depositories.

The depositories, in turn, will hold positions in customers' securities accounts in the depositories' names on the books of DTC. Because of time zone differences, the securities account of a Clearstream Banking or Euroclear participant as a result of a transaction with a participant, other than a depository holding on behalf of Clearstream Banking or Euroclear, will be credited during the securities settlement processing day, which must be a business day for Clearstream Banking or Euroclear, as the case may be, immediately following the DTC settlement date. These credits or any transactions in the securities settled during the processing will be report to the relevant Euroclear participant or Clearstream Banking participant on that business day. Cash received in Clearstream Banking or Euroclear as a result of sales of securities by or through a Clearstream Banking participant or Euroclear participant to a DTC Participant, other than the depository for Clearstream Banking or Euroclear, will be received with value on the DTC settlement date but will be available in the relevant Clearstream Banking or Euroclear cash account only as of the business day following settlement in DTC.

Transfers between participants will occur in accordance with DTC rules. Transfers between Clearstream Banking participants or Euroclear participants will occur in accordance with their respective rules and operating procedures. Cross-market transfers between persons holding directly or indirectly through DTC, on the one hand,

and directly or indirectly through Clearstream Banking participants or Euroclear participants, on the other, will be effected in DTC in accordance with DTC rules on behalf of the relevant European international clearing system by the relevant depositories; however, cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in the system in accordance with its rules and procedures and within its established deadlines in European time. The relevant European international clearing system will, if the transaction meets its settlement requirements, deliver instructions to its depository to take action to effect final settlement on its behalf by delivering or receiving securities in DTC, and making or receiving payment in accordance with normal procedures for same day funds settlement applicable to DTC. Clearstream Banking participants or Euroclear participants may not deliver instructions directly to the depositories.

The Authority will not impose any fees in respect of holding the 202\_ Series \_\_\_ Bonds; however, holders of book-entry interests in the 202\_ Series \_\_\_ Bonds may incur fees normally payable in respect of the maintenance and operation of accounts in the Clearing Systems.

### ***Initial Settlement***

Interests in the 202\_ Series \_\_\_ Bonds will be in uncertified book-entry form. Purchasers electing to hold book-entry interests in the 202\_ Series \_\_\_ Bonds through Euroclear and Clearstream Banking accounts will follow the settlement procedures applicable to conventional Eurobonds. Book-entry interests in the 202\_ Series \_\_\_ Bonds will be credited to Euroclear and Clearstream Banking participants' securities clearance accounts on the business day following the date of delivery of the 202\_ Series \_\_\_ Bonds against payment (value as on the date of delivery of the 202\_ Series \_\_\_ Bonds). DTC participants acting on behalf of purchasers electing to hold book-entry interests in the 202\_ Series \_\_\_ Bonds through DTC will follow the delivery practices applicable to securities eligible for DTC's Same Day Funds Settlement system. DTC participants' securities accounts will be credited with book-entry interests in the 202\_ Series \_\_\_ Bonds following confirmation of receipt of payment to the Authority on the date of delivery of the 202\_ Series \_\_\_ Bonds.

### ***Secondary Market Trading***

Secondary market trades in the 202\_ Series \_\_\_ Bonds will be settled by transfer of title to book-entry interests in the Clearing Systems. Title to such book-entry interests will pass by registration of the transfer within the records of Euroclear, Clearstream Banking or DTC, as the case may be, in accordance with their respective procedures. Book-entry interests in the 202\_ Series \_\_\_ Bonds may be transferred within Euroclear and within Clearstream Banking and between Euroclear and Clearstream Banking in accordance with procedures established for these purposes by Euroclear and Clearstream Banking. Book-entry interests in the 202\_ Series \_\_\_ Bonds may be transferred within DTC in accordance with procedures established for this purpose by DTC. Transfer of book-entry interests in the 202\_ Series \_\_\_ Bonds between Euroclear or Clearstream Banking and DTC may be effected in accordance with procedures established for this purpose by Euroclear, Clearstream Banking and DTC.]

**FORM OF APPENDIX A**

**BAY AREA TOLL AUTHORITY**

(FOR BONDS TO BE ISSUED DURING FISCAL YEAR ENDED 2021  
AS AUTHORIZED BY RESOLUTION NO.[ ]<sup>1</sup>)

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<sup>1</sup> All financial and operating data of the Authority in this Form of Appendix A is prepared based on audited financial data for the Fiscal Year Ended 2020. The Authority has authorized updates to Appendix A necessary to provide material, accurate and complete disclosure to investors in connection with the issuance of Bonds under the terms of the Resolution.

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## **INTRODUCTION**

This Appendix A to the Official Statement contains information concerning the Bay Area Toll Authority (the “Authority” or “BATA”), and certain related entities, and includes descriptions of aspects of the Bridge System, capital projects for the Bridge System and other transit programs, and financial and operating information of the Authority and certain other investment considerations. References herein to “FYE” and “Fiscal Year” refer to, as the context requires, the fiscal year or years ended or ending June 30 for the Metropolitan Transportation Commission (“MTC”) and the Authority. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision. Capitalized terms used but not otherwise defined in this Appendix A shall have the meaning given in the forepart of this Official Statement.

## **COVID-19 PANDEMIC**

### **General**

As described in more detail under “RISK FACTORS – Impact of COVID-19 Pandemic” in the forepart of this Official Statement, the spread of COVID-19 is having significant adverse health and financial impacts throughout the world, the State of California (the “State”) and the San Francisco Bay Area. The outbreak of COVID-19, which was first reported in China in December 2019 and has since spread to other countries, including the United States, has been declared a global pandemic by the World Health Organization. The U.S. Department of State and the Centers for Disease Control and Prevention, as well as other governmental authorities, including the State and the nine counties of the San Francisco Bay Area (the “Bay Area Counties”), and companies have issued various orders and guidelines that restrict activities in order to slow the spread of COVID-19. The State and the Bay Area Counties, as well as many states, counties and cities nationwide, have instituted social distancing guidelines and/or stay-at-home orders for various periods of time, with certain exceptions for essential infrastructure and essential governmental functions. Other ongoing orders and guidelines include working from home, conducting school from home, cancelling numerous events, avoiding discretionary travel, limiting social gatherings and restricting the operations of restaurants, bars and other gathering establishments. The Authority cannot predict the scope or duration of these preventative measures, nor when or whether stay-at-home orders may be in effect, modified or rescinded by the Bay Area Counties and/or the State; however, the orders, which began in March 2020, have been and continue to be modified and updated as conditions of the outbreak warrant. The COVID-19 pandemic and related restrictions at the local, state, national and international levels have severely disrupted, and continue to disrupt, the economies of the United States and other countries, resulting in volatility in the securities markets.

### **Bridge Traffic**

As a result of the ongoing COVID-19 pandemic, the Authority has experienced and is continuing to experience declines in motor vehicle traffic on each of the seven State-owned toll bridges in the San Francisco Bay area (the Antioch Bridge, the Benicia-Martinez Bridge, the Carquinez Bridge, the Dumbarton Bridge, the Richmond-San Rafael Bridge, the San Francisco-Oakland Bay Bridge and the San Mateo-Hayward Bridge (each, a “Bridge” and collectively, the “Bridge System”)), when compared to 2019. Table 1 below provides comparative information of total motor vehicle traffic on each of the Bridges for the first four months (July through October) of the Fiscal Years ended June 30, 2019 and 2020 and the current Fiscal Year ending June 30, 2021.

**TABLE 1**  
**TOTAL TRAFFIC**  
**FOUR MONTH PERIOD OF JULY THROUGH OCTOBER**  
**(Number of Vehicles in Thousands)<sup>(1)</sup>**  
**(Unaudited)**

<b>Bridge</b>	<b>FYE 2019</b>	<b>FYE 2020</b>	<b>FYE 2021</b>	<b>Traffic Change (2020 vs. 2021)</b>	<b>Percent Change (2020 vs. 2021)</b>
Antioch Bridge	1,119	1,169	1,018	(151)	(13)%
Bencia-Martinez Bridge	7,674	7,473	5,750	(1,722)	(23)
Carquinez Bridge	8,013	7,768	6,605	(1,163)	(15)
Dumbarton Bridge	4,263	4,232	2,397	(1,835)	(43)
Richmond-San Rafael Bridge	5,275	5,149	3,936	(1,213)	(24)
San Francisco-Oakland Bay Bridge	16,362	16,018	12,909	(3,109)	(19)
San Mateo-Hayward Bridge	7,057	6,926	4,321	(2,605)	(38)
<b>Total Vehicles</b>	<b>49,763</b>	<b>48,735</b>	<b>36,937</b>	<b>(11,798)</b>	<b>(24)%</b>

<sup>(1)</sup> Totals may not add due to rounding.

Source: The Authority

The Authority is closely monitoring traffic volumes on the Bridge System as a result of the COVID-19 pandemic and the actions taken by the Bay Area Counties and State authorities, including the California Department of Transportation (“Caltrans”), to contain the spread of the virus. The Authority cannot predict the extent and duration of changes in traffic volume on the Bridge System as a result of the COVID-19 pandemic and its associated economic impacts, including on Bridge Toll Revenues, as discussed below. It is possible that driving behavior and traffic patterns in the Bay Area may be permanently altered, once the various guidelines and orders implemented in response to the COVID-19 pandemic have been lifted, as a result of residents’ and businesses’ telecommuting experiences during the outbreak.

### **Toll Collections**

Cash toll collection on each of the Bridges is the responsibility of Caltrans. Beginning in March 2020, the State and Caltrans suspended cash toll collections on the Bridges. Starting in April 2020, the Authority converted from cash payment/electronic toll collection to cash invoice/electronic toll collection and suspended violation penalty assessments for unpaid tolls. [Since March 2020, the Authority has invoiced for approximately \$9 million of unpaid cash tolls with approximately 60% resolved by payment or administrative correction.] The balance of the outstanding cash invoices remains to be processed. The Authority has initiated a second invoice process and will be sending out second notices on all unpaid cash invoices. Any unpaid invoices remaining after the second notice will be put into the violation process, without penalties. Any unpaid violations, including both first and second notices, will be transmitted to the California Department of Motor Vehicles, for placement of a hold on the vehicle registration until the outstanding toll obligation is satisfied.

Caltrans has informed the Authority that they will not be reinstating cash toll collections on the Bridges. As such, the Authority has begun development of a regular invoicing system to replace the current cash invoice system. The Authority expects to reinstate full violation penalties with initiation of the new invoicing system which is expected sometime during Fiscal Year 2021.

The Authority cannot predict (i) the ultimate duration or extent of the COVID-19 pandemic or any other outbreak or pandemic; (ii) the scope or duration of the guidelines and orders implemented in response to the COVID-19 pandemic or any other related or new restrictions or warnings related to travel, gatherings



or other activities, and the duration or extent to which such guidelines, orders or other travel restrictions will remain in effect in the Bay Area Counties or the State; (iii) what effect any COVID-19 or other outbreak or pandemic-related restrictions or warnings may have in the future on travel, commerce and the collection and receipt of bridge toll revenues by the Authority; (iv) whether and to what extent COVID-19 or another outbreak or pandemic may disrupt local, State, national or global economies, construction, manufacturing or supply chains; (v) the extent to which the COVID-19 pandemic or another outbreak or pandemic, or the resultant disruption to the local, State, national or global economy, may result in changes in future traffic patterns and use of the Bridge System, generally; or (vi) whether any of the foregoing may in the future have a material adverse effect on the finances and operations of the Authority and bridge toll revenues

### **COVID-19 Pandemic Response and Recovery Planning**

As a result of the continuing effects of reduced traffic volumes on the Bridges and the related reduction of the collection of Bridge Toll Revenues caused by the COVID-19 pandemic, the Authority has taken several proactive steps to make sure it continues to meet all of its financial obligations, including, among others, the payment of all debt service on its outstanding Toll Revenue Bonds and Subordinate Toll Revenue Bonds and complying with its debt service coverage requirements. One of the steps taken by the Authority in order to address certain budget matters and cashflow timing mismatches due to the COVID-19 pandemic, in May 2020, the Authority made a one-time prepayment of approximately \$170 million with respect to the principal and related interest becoming due and payable in FYE 2021 for certain outstanding Toll Revenue Bonds and Subordinate Toll Revenue Bonds. This one-time prepayment was made using operating reserve funds of the Authority. See “HISTORICAL AND PROJECTED REVENUE AND DEBT SERVICE COVERAGE – Projected Revenue, Operations & Maintenance Expenses and Debt Service Coverage – Table 16 Projected Revenue, Operations & Maintenance Expenses and Debt Service Coverage and Note 5, page 79 of the MTC 2020 CAFR (as defined herein).

In June 2020, the governing body of the Authority approved the Authority’s operating and capital budgets for FYE 2021. As a direct result of the ongoing effects of the COVID-19 pandemic, the Authority has budgeted significant reductions in Bridge Toll Revenue collections, operating expenses and expenditures on the Authority’s Bridge System rehabilitation and operational improvement projects. The Authority has budgeted (i) Bridge Toll Revenues of \$[514.3] million for FYE 2021 (a \$[119.6] million (or [18.9]%) decrease from Bridge Toll Revenues collected in FYE 2020), and total operating revenues of \$[632.9] million (a \$[ ] million (or [ ]%) decrease from operating revenues collected in FYE 2020); (ii) operating expenses of \$[632.4] million (a \$[ ] million (or [ ]%) decrease from actual operating expenses for FYE 2020); and (iii) \$[51.3] million for Bridge System rehabilitation and operational improvement projects (the FYE 2020 budget for Bridge System rehabilitation and operational improvement projects was \$[185] million). The Authority was able to achieve a balanced budget as a result of the prepayment of debt service described in the prior paragraph and an expected use of approximately \$[51] million of reserves to pay for the Bridge System rehabilitation and operational improvement projects. The Authority will continue to closely monitor revenues and expenses during FYE 2021 and will take appropriate actions as necessary.

Another step taken by the Authority as a result of the COVID-19 pandemic was the creation of the “Recovery Ad Hoc Working Group” (the “Recovery Working Group”) in [August] 2020. The chair of the governing board of the Authority appointed the Recovery Working Group to assist the Authority in understanding the impacts caused by the COVID-19 pandemic on the Bridge System, and to guide the Authority and Caltrans in addressing these impacts on bridge operations, maintenance and rehabilitation. The Recovery Working Group consists of five commissioners of the board (including the representative from the California State Transportation Agency). The Recovery Working Group also has created an executive steering committee to assist it, which consists of the Executive Director of the Authority, the Deputy Executive Director, Operations of the Authority, the Chief Financial Officer of the Authority, and

a representative from Caltrans. The objectives of the Recovery Working Group include: (i) review and address impacts of constrained revenue on bridge operations, maintenance and rehabilitation; (ii) review and address COVID-19 impacts to traffic, carpool/vanpool, and transit operations on the bridge corridors; (iii) review [California State Transportation Agency] project and funding priorities in light of needs and constraints; and (iv) explore opportunities with Caltrans to more effectively and efficiently manage and deliver on the bridge corridors. The Recovery Working Group is currently developing three work plans; a near-term plan, a mid-term plan and a long-term plan. The near-term plan will consist of reviewing toll collection and traffic response measures during the ongoing pandemic that support transit recovery and address resurgent traffic. The mid-term plan will consist of confirming priorities for a multi-year program that will address asset management and mobility, while also considering various revenue approaches. The long-term plan will consist of strategies that improve the partnership between Caltrans and the Authority. The Recovery Working Group is expected to provide initial recommendations to the Authority's Oversight Committee in [February 2021.]

## **BAY AREA TOLL AUTHORITY**

The Authority administers the toll revenues from seven State-owned toll bridges in the San Francisco Bay area: the Antioch Bridge, the Benicia-Martinez Bridge, the Carquinez Bridge, the Dumbarton Bridge, the Richmond-San Rafael Bridge, the San Francisco-Oakland Bay Bridge and the San Mateo-Hayward Bridge. See "THE BRIDGE SYSTEM."

The Authority is a public agency created in 1997 by California law. It operates pursuant to Chapters 4, 4.3 and 4.5 of Division 17 of the California Streets and Highways Code and the provisions of the Revenue Bond Law of 1941 made applicable to the Authority by California Streets and Highways Code Section 30961 (collectively, as amended from time to time, the "Act"). The Act provides the Authority with broad toll-setting authority for the Bridges.

### **Governance**

The governing body of the Authority has the same governing board members as the MTC, which consists of 18 voting members appointed by local agencies and three nonvoting members appointed by state and federal agencies. MTC is a public agency created in 1970 by California law for the purpose of providing regional transportation planning and organization for the nine San Francisco Bay Area counties of Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma, sometimes collectively referred to herein as the "Bay Area." Each commissioner's term of office is four years or until a successor is appointed. The current term began on February 10, 2019, and ends on February 9, 2023. The chair and vice-chair are elected every two years. The current members and their terms are shown in the table that follows.

## MTC Commissioners and Authority Members

Member Name	Description of Position	Originally Appointed
<i>Voting Members</i>		
Scott Haggerty, Chair	Alameda County	December 2000
Alfredo Pedroza, Vice Chair	Napa County and Cities	January 2017
[Margaret Abe-Koga]	Cities of Santa Clara County	December 2020
Eddie Ahn	San Francisco Bay Conservation and Development Commission	May 2020
Damon Connolly	Marin County and Cities	January 2017
[David Cortese]	Santa Clara County	February 2007
Carol Dutra-Vernaci	Cities of Alameda County	December 2016
Federal D. Glover	Contra Costa County	December 2006
Nick Josefowitz	San Francisco Mayor's Appointee	January 2017
Sam Liccardo	San Jose Mayor's Appointee	February 2011
[Jake Mackenzie]	Sonoma County and Cities	September 2008
Gina Papan	Cities of San Mateo County	February 2019
David Rabbitt	Association of Bay Area Governments	February 2019
Hillary Ronen	City and County of San Francisco	February 2019
Libby Schaaf	Oakland Mayor's Appointee	January 2015
Warren Slocum	San Mateo County	January 2017
James P. Spering	Solano County and Cities	February 1987
Amy R. Worth	Cities of Contra Costa County	February 2007
<i>Non-Voting Members</i>		
Dorene M. Giacomini	U.S. Department of Transportation	August 1995
James L. Stracner	U.S. Department of Housing and Urban Development	July 2019
[Tony Tavares]	California State Transportation Agency	August 2018

### Toll Bridge Revenue Bond Program

**Bridge Toll Revenues.** As defined in the Indenture, Bridge Toll Revenues consist of toll revenues and all other income allocated to the Authority pursuant to Section 30953 of the Act derived from the Bay Area Bridges and not limited or restricted to a specific purpose, including certain revenues derived from toll increases the California State Legislature (the "State Legislature") has authorized from time to time contingent upon approvals of regional measures by Bay Area voters. See "THE BRIDGE SYSTEM – Bridge Toll Rates," "LITIGATION – Challenges to SB 595 and RM3," APPENDIX B — "DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE," and APPENDIX C — "DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE."

In 2017, Senate Bill 595 ("SB 595") was enacted and imposed a proposed toll increase of up to \$3.00 for the Bridge System, subject to approval of the increase and related expenditure plan by a majority of voters in the Bay Area. A regional ballot measure, entitled Regional Measure 3 ("RM3"), was placed on the ballot in all nine counties in the Bay Area and, on June 5, 2018, a majority of Bay Area voters approved RM3, including a toll increase of \$3.00 phased in over time, with a \$1.00 toll increase on January 1, 2019, a \$1.00 toll increase on January 1, 2022, and a \$1.00 toll increase on January 1, 2025, for vehicles traveling on the Bridges (collectively, the "SB 595 Toll Increases"). See THE BRIDGE SYSTEM – Bridge Toll Rates – Table 3 Bridge System Total Toll Rates."

Two suits have been filed challenging the SB 595 Toll Increases (as further defined herein, the "Challenges to SB 595 and RM3"). See "LITIGATION – Challenges to SB 595 and RM3." Pursuant to

Resolution No. 129 adopted by the Authority on December 19, 2018, an escrow account (the “SB 595 Escrow Account”) has been established and is held by MUFG Union Bank, N.A., as escrow agent, for the purpose of depositing proceeds of the SB 595 Toll Increases collected by the Authority while the Challenges to SB 595 and RM3 are pending. The SB 595 Toll Increases will be held in the SB 595 Escrow Account until the Challenges to SB 595 and RM3 reach a final, non-appealable resolution and further action consistent with such final, non-appealable resolutions is taken by the Authority.

**Revenue Bond Program.** From time to time, the Authority has issued Senior Bonds under the Senior Indenture and Subordinate Bonds under the Subordinate Indenture. Prior to the expected delivery of the [2021 Series \_\_\_\_] Bonds, the aggregate principal amount of Senior Bonds outstanding is \$5,296,625,000 and the aggregate principal amount of Subordinate Bonds outstanding is \$3,696,755,000. See “OUTSTANDING AUTHORITY OBLIGATIONS,” “OTHER AUTHORITY OBLIGATIONS” and “HISTORICAL AND PROJECTED REVENUE AND DEBT SERVICE COVERAGE.”

The Authority has used proceeds of its Senior Bonds and Subordinate Bonds, as well as accumulated Bridge Toll Revenues, to fund a number of significant regional transportation and transit projects and programs, including the seismic retrofit of each of the Bridges in the Bridge System. While some bridge rehabilitation programs are ongoing, the projects approved under RM1 (as defined herein) and the Seismic Retrofit Program (as defined below under “THE BRIDGE SYSTEM—General”) are complete and the projects approved under RM2 (as defined herein) are nearing completion. The Authority continues to fund costs of operations and maintenance for the Bridge System and to administer the electronic toll collection system for the Bay Area. The Authority also has responsibility to fund budgeted Bridge rehabilitation and undertake Bridge construction and improvement projects as needed. See “CAPITAL PROJECTS AND FUNDING.”

## **THE BRIDGE SYSTEM**

### **General**

The Bridge System consists of the seven bridges described below. The Golden Gate Bridge, which connects San Francisco with Marin County, is not part of the Bridge System, although the Authority does provide electronic toll collection services for the Golden Gate Bridge. The seven bridges of the Bridge System interconnect various communities within the Bay Area and were used for approximately 119.8 million paid vehicle crossings in FYE 2020. A map of the Bridge System appears in the prefatory pages of this Official Statement. For selected demographic statistics for the Bay Area, see Table 13 on page 153 of the MTC 2020 CAFR.

California laws enacted starting in 1989 have required the seismic retrofit of each Bridge within the Bridge System (the “Seismic Retrofit Program”). As a result, all seven Bridges have been designed and have been retrofitted, at a minimum, to avoid a collapse if the ground motions used to design the projects were to occur at the respective sites. The Seismic Retrofit Program has been implemented using funding from Bridge Toll Revenues, proceeds of Bonds of the Authority, and State and federal funding. The Authority and Caltrans have completed all projects in the Seismic Retrofit Program. See “CAPITAL PROJECTS AND FUNDING—Seismic Retrofit Program” in this Appendix A.

The seismic retrofit projects for each of the Bridges were carried out consistent with the design basis and seismic strategy described in the following table. It is possible, however, that the design strategies employed will not perform to expectations. See “RISK FACTORS – Risk of Earthquake” in the forepart of this Official Statement.

**TABLE 2**  
**TOLL BRIDGE SEISMIC RETROFIT PROJECTS**  
**BRIDGE DESIGN BASIS AND SEISMIC STRATEGY**

Bridge	Opening Year	Design Basis, Seismic Strategy
<b>Antioch</b>	1978	“No Collapse” Strategy Avoid catastrophic failure
<b>Benicia-Martinez</b>	1962 – West Span	Lifeline Structure Minor to moderate damage expected, reopen to traffic quickly
	2007 – East Span	Lifeline Structure Minor to moderate damage expected, reopen to traffic quickly
<b>Carquinez</b>	1958 – East Span	“No Collapse” Strategy Avoid catastrophic failure
	2003 – West Span	Intermediate Strategy Moderate to major damage expected
<b>Dumbarton</b>	1982	Intermediate Strategy Moderate to major damage expected
<b>Richmond-San Rafael</b>	1956	“No Collapse” Strategy Avoid catastrophic failure
<b>San Francisco-Oakland Bay Bridge</b>	1936 – Western Spans	Lifeline Structure Minor to moderate damage expected, reopen to traffic quickly
	2013 – Eastern Spans	Lifeline Structure Minor to moderate damage expected, reopen to traffic quickly
<b>San Mateo-Hayward</b>	1967	Intermediate Strategy Moderate to major damage expected
Source: Caltrans.		

### The Bridges

***San Francisco-Oakland Bay Bridge.*** The San Francisco-Oakland Bay Bridge opened to traffic in 1936 and connects San Francisco with Oakland and neighboring cities and suburban areas. The San Francisco-Oakland Bay Bridge provides the most direct connection between downtown San Francisco and the main transcontinental highways in the Bay Area.



The San Francisco-Oakland Bay Bridge has an overall length of approximately 8.5 miles consisting of two major bridge structures and a connecting tunnel on Yerba Buena Island, which is located at the midpoint of the bridge. The west span of the San Francisco-Oakland Bay Bridge is a double deck structure that consists of two suspension bridges with a common central anchorage and a concrete and steel truss approach spans at the San Francisco end; the length of the west span is 10,300 feet. Each deck has five traffic lanes with westbound traffic on the upper deck and eastbound traffic on the lower deck. Elevated approaches to the bridge carry through-traffic to and from Highway 101 south of San Francisco without use of local San Francisco streets.

Following the 1989 Loma Prieta earthquake that caused a section of the east span of the San Francisco-Oakland Bay Bridge to collapse, it was determined that a seismic retrofit of the west span and approach and the construction of a new east span of the bridge were necessary, and these projects were carried out as part of the Seismic Retrofit Program. The seismic retrofit of the west span was completed in 2004, and a seismic retrofit of the west approach to the bridge was completed in 2009. An approximately 520 foot long viaduct section east of the tunnel on Yerba Buena Island that connects the west span to the east span has been rebuilt.

The new east span, opened in September 2013, is 2.2 miles long and consists of side-by-side decks that transition off Yerba Buena Island, a self-anchored suspension (“SAS”) bridge span, a skyway and an approach/touchdown in Oakland. The SAS bridge span is the world’s longest single tower self-anchored suspension structure, at approximately 2,051 feet long and approximately 525 feet high, matching the tower heights on the west span, with 8-foot diameter foundation piles that are 300 feet deep, three times deeper than the old east span piles. The side-by-side bridge decks each have five lanes plus shoulders. The eastbound deck also carries a 15.5 foot-wide bicycle and pedestrian path. At the eastern terminus, approaches connect through-traffic with Highways 80, 580 and 880. All portions of the old eastern span to be dismantled were removed in September 2018. Existing piers E2 and E19-E22 of the old eastern span were left in place for use as part of a public access facility. See “CAPITAL PROJECTS AND FUNDING—Seismic Retrofit Program” in this Appendix A.

**Carquinez Bridge.** The Carquinez Bridge consists of two parallel spans that cross the Carquinez Strait between the Cities of Vallejo and Crockett and carry Highway 80, linking the Bay Area and Napa and Solano Counties. The spans are 28 miles northeast of San Francisco and 65 miles southwest of Sacramento. The east span is the older of the two bridges and opened in 1958. The east span is a steel through-truss superstructure 3,350 feet long with cantilever spans and carries four lanes of northbound Interstate 80 traffic. A seismic retrofit of the east span was completed in 2002. The west span is a suspension bridge with concrete towers and steel orthotropic box girder decks that opened to traffic in 2003 and carries four lanes of southbound traffic with shoulders and a bicycle and pedestrian path.

**Benicia-Martinez Bridge.** The Benicia-Martinez Bridge consists of two parallel spans that cross the Carquinez Strait approximately six miles east of the Carquinez Bridge and carry Highway 680. The bridge provides a direct connection from the north bay and Sacramento regions to central and eastern Contra Costa and Alameda and Santa Clara Counties. The bridge corridor is a major interstate route and links Highways 80, 680 and 780. The west span, opened to traffic in 1962, is a 6,215 foot-long, steel deck-truss, with seven 528-foot spans. The west span was originally designed to carry four lanes of traffic (two in each direction) and was subsequently expanded to carry six lanes (three in each direction) in the early 1990s. A seismic retrofit of the west span, consisting of the installation of isolation bearings and strengthening the superstructure and substructure, was completed in 2003. Following the opening of the new east span in 2007 carrying five lanes of northbound traffic, the west span was modified to carry four lanes of southbound traffic with shoulders and a bicycle and pedestrian path. The Bay Area’s first open-road tolling was opened along with the new east span. See “—Bridge Toll Collection—*Toll Collection*” below. The east span is a

segmentally-erected, cast-in-place reinforced lightweight concrete structure that is 8,790 feet long including approaches.

***San Mateo-Hayward Bridge.*** The San Mateo-Hayward Bridge is approximately 17 miles south of the San Francisco-Oakland Bay Bridge, and carries Highway 92 across the San Francisco Bay, connecting Highway 101 and the City of San Mateo on the San Francisco peninsula to Highway 880 and the east shore of the San Francisco Bay in Alameda County, approximately five miles southwest of Hayward. The current bridge was built in 1967 and seismically retrofitted in 2000. The high-level section of the current structure consists of steel orthotropic box girders with a polyester concrete overlay. It is approximately two miles long and carries six lanes of traffic (three in each direction). The low-rise trestle section of the bridge was widened to carry six lanes of traffic with shoulders as well in 2003. Additional seismic retrofit work was conducted in October 2012 when the bridge was closed for the installation of a new seismic joint and the replacement of a 60 foot span of the bridge deck.

***Richmond-San Rafael Bridge.*** The Richmond-San Rafael Bridge opened to traffic in 1956 and carries Highway 580 across the San Francisco Bay from a point about three miles west of the City of Richmond in Contra Costa County to the Marin County shore three miles southeast of the City of San Rafael. The Richmond-San Rafael Bridge is a double deck structure that is approximately 5.5 miles long and of cantilever-truss construction. Its major spans are 1,070 feet long. The bridge currently carries three lanes (during peak travel times) on the lower eastbound deck after conversion of the previously existing eastbound shoulder in 2018, and two lanes on the upper westbound deck, with a 10-foot-wide barrier separated pedestrian and bicycle pathway that was added from the previously existing shoulder. A seismic retrofit of the Richmond-San Rafael Bridge was completed in 2005, which together with other rehabilitation projects included the replacement of bridge deck joints. Work is ongoing to replace the remaining joints, which are located on the westbound upper deck and the eastbound lower deck of the bridge's truss sections.

***Dumbarton Bridge.*** The current Dumbarton Bridge opened in 1982. It carries Highway 84 across the San Francisco Bay and is situated approximately 10 miles south of the San Mateo-Hayward Bridge. The western end of the bridge is five miles northeast of the City of Palo Alto, and the eastern end is five miles west of the City of Newark, midway between the Cities of San Jose and Oakland. The Dumbarton Bridge is a six-lane structure that is 1.6 miles long with a bicycle and pedestrian path. The bridge connects Highway 101 and Palo Alto to Highway 880 in Alameda County. The approach spans are composed of pre-stressed lightweight concrete girders that support a lightweight concrete deck. The center spans are twin steel trapezoidal girders that also support a lightweight concrete deck. A seismic retrofit of the Dumbarton Bridge was completed in May 2013.

***Antioch Bridge.*** Located 25 miles east of the Benicia-Martinez Bridge, the Antioch Bridge carries Highway 160 and is the only northerly highway connection across the San Joaquin River linking east Contra Costa County to the delta communities of Rio Vista and Lodi. In 1978, a 1.8 mile long high-level fixed-span structure replaced the original bridge constructed in 1926. The Antioch Bridge spans the 3,600-foot wide San Joaquin River and extends 4,000 feet onto Sherman Island in Sacramento County to the north and 1,000 feet into Contra Costa County to the south. Traffic lanes consist of two 12-foot wide lanes for motor vehicles and two shoulders open to pedestrians and bicyclists. A seismic retrofit of the Antioch Bridge was completed in April 2012.

### **Toll Setting Authority**

California law provides the Authority with broad toll setting authority, and requires the Authority to increase the toll rates specified in its adopted toll schedule in order to meet its obligations and covenants under any toll bridge revenue bond resolution or indenture of the Authority for any outstanding toll bridge revenue bonds issued by the Authority and the requirements of bond-related interest rate swap, credit and

liquidity agreements. California law further authorizes the Authority to increase the toll rates specified in its adopted toll schedule to provide funds for the planning, design, construction, operation, maintenance, repair, replacement, rehabilitation, and seismic retrofit of the Bridges. No legislation, consent or approval by any other entity is required for such toll rate increases, nor are they limited in amount or duration. The Authority is required to hold certain public hearings or meetings, and to provide at least 30 days' notice to the State Legislature, before increasing tolls.

As further described herein, the Authority reviews from time to time the need for increases in toll rates for projects that improve the functioning or use of one or more of the Bridges. The State has in the past, and may in the future, enact additional legislation authorizing toll increases to fund certain projects, including projects that enhance safety, mobility, access or other related benefits in the Bridge System corridor, subject to any conditions the State may choose to specify in such legislation, including voter approval of such increases and expenditures. See "CAPITAL PROJECTS AND FUNDING" and "LITIGATION – Challenges to SB 595 and RM3."

### **Bridge Toll Collection**

***Toll Collection.*** Tolls on each of the Bridges are currently collected from vehicles crossing in one direction only. The Authority is responsible for processing all toll revenue collections. Prior to the COVID-19 pandemic, the Authority operated both cash and electronic toll collection ("ETC") lanes on each Bridge. Cash toll payments are collected at each Bridge at toll booths staffed by employees of Caltrans. Tolls are also collected on the Bridges using the FasTrak system, which is an ETC system operated by the Authority. In December 2018, the Authority adopted a plan to convert existing manual toll operations to all electronic tolling ("AET") through open road tolling ("ORT"), which involves the construction of new overhead gantries and the demolition of toll canopies along with the installation of a new tolling system. The capital cost of implementing the new AET system through ORT is approximately \$55 million, and the Authority expects to pay the costs from rehabilitation capital funds. The Authority expects toll collections on all of the Bridges to be fully converted to AET in [FYE 2025]. As a result of the COVID-19 pandemic, on March 21, 2020, Caltrans suspended manual toll collection operations and the Authority began collecting all tolls from vehicles crossing the Bridges either electronically through the FasTrak system or by invoicing the registered owner of the vehicle. While manual toll operations are suspended, the Authority is billing non-FasTrak toll payers directly, by mailing photo-captured license plate information and bills to the registered owner's address on file with the California Department of Motor Vehicles in accordance with State law. See "*Toll Violators*" below. As of the date of this Official Statement, the Authority cannot predict when, if ever, manual toll collection operations will resume on the Bridges. In the meantime, the Authority is in the process of expanding its toll processing operations in order to substantially increase its capabilities to identify and invoice non-FasTrak users of the Bridges.

***The FasTrak System.*** FasTrak toll devices are read by an overhead antenna in the toll plaza so that customers are able to electronically pay their toll. A driver can obtain a toll device and deposit value into the associated account at a participating retailer, online or by mail, fax, phone or in-person. Toll accounts can be established for individuals and for businesses. Following implementation of ISO 18000-63 ("6C") ETC protocol in 2019 on all toll roads throughout the State, the Authority began phasing out existing toll devices and distributing 6C protocol tags.

When a vehicle enters any toll lane, the entry light curtain and loops detect the vehicle and a camera takes two images of the front license plate. Then, the overhead antenna reads a tag mounted in the vehicle. As a vehicle exits the lane the exit light curtain and loops detect the vehicle and a camera takes two images of the rear license plate with the vehicle axles electronically classified by the in-ground treadle system. All of the toll system information is sent to a lane specific computer where a transaction is created, the vehicle's license plate characters are processed, and the customer's ETC account is charged the proper amount. If a



vehicle does not have a toll tag, the system identifies the vehicle as a violator. Later, the system sweeps its records to identify any existing customer account associated with the license plate number; if there is an associated account, the account is simply debited the proper toll amount.

Revenue from the FasTrak ETC system continues to increase relative to cash toll revenue. For FYE 2020, [ ]% of total toll-paying traffic were FasTrak customers, compared to 72.0% in FYE 2019. The growth in ETC processing has improved traffic flow on the Bridges but has also been associated with increased processing costs and toll violations. See “—Motor Vehicle Traffic” below.

***Toll Violators.*** Toll violators are drivers that intentionally or inadvertently avoid the payment of tolls. The subsequent recovery of payment from a toll violator is reported by the Authority as Revenue. See “HISTORICAL AND PROJECTED REVENUE AND DEBT SERVICE COVERAGE—Historical Revenue and Debt Service Coverage.”

When a vehicle is identified as having crossed a bridge without paying the toll, a violation notice is sent to the vehicle’s registered owner within 21 days of the toll violation at the address on file with the Department of Motor Vehicles (“DMV”), pursuant to State law. The first notice requests payment for the toll amount and a \$25 penalty. However, the first penalty assessment may in the discretion of the Authority be waived if the vehicle’s registered owner opens a prepaid FasTrak ETC account. If the toll and penalty are not paid in response to the first notice, a second notice is sent for the toll amount plus a \$70 penalty (\$25 penalty plus \$45 late penalty). Failure to respond to the second notice results in additional fees and one or more of the following actions: withholding of the vehicle’s registration by the DMV, withholding of tax refunds by the Franchise Tax Board, or referral of the amount due to a collections agency.

As a result of the COVID-19 pandemic, the Authority has temporarily suspended enforcement actions against toll violators. As of the date of this Official Statement, the Authority cannot predict when it will reinstate the enforcement of toll violations. See “COVID-19 PANDEMIC” above.

Under California law that took effect in January 2019, vehicles must be equipped with temporary license plates securely fastened to the vehicle, and the temporary license plates must be replaced and destroyed upon receipt of permanent license plates. A permanent license plate is usually mailed to the registered owner within approximately three weeks of purchase. As a result of the new temporary license plate requirements, “no plate” vehicle crossings reduced to approximately [ ] million in FYE 2020 from approximately 2.52 million in FYE 2019. The Authority makes no representation about future changes in the number of “no plate” vehicle crossings or related changes in the amount of bridge toll revenues.

***FasTrak Regional Customer Service Center.*** The Authority contracts with Conduent Inc. (“Conduent”), previously known as Xerox State and Local Solutions, Inc. (“Xerox”) for the management and operation of the FasTrak Regional Customer Service Center (“CSC”). Operations of the CSC are subject to the terms of a contract that expires on March 28, 2022. Funding for CSC operations is included in the Authority’s annual operating budget. The Authority’s CSC operations expenses for FYE 2020 were approximately \$[ ] million.

CSC operations also support use of FasTrak on tolled facilities operated by other agencies, such as the Golden Gate Bridge and high occupancy toll lanes in the Bay Area. The Authority receives reimbursement for related costs from such other agencies. These reimbursement revenues are not revenues of the Authority pledged for the repayment of its Secured Obligations and amounted to approximately \$[ ] million in FYE 2020.

## Bridge Toll Rates

For purposes of the Authority's Senior Indenture and Subordinate Indenture, all tolls charged on the Bridge System are treated as a single revenue source for accounting and administrative purposes. See "SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS" in the forefront of this Official Statement and "—Toll Setting Authority" above.

**Historic Toll Rates.** In 1988, Bay Area voters approved a ballot measure called Regional Measure 1 ("RM1") establishing a uniform toll rate of \$1.00 on all Bridges for toll-paying, two-axle vehicles and higher tolls for all other toll-paying vehicles and authorizing certain Bridge improvements and transit funding. In 2004, Bay Area voters approved a ballot measure called Regional Measure 2 ("RM2") that authorized a toll increase of \$1.00 for all toll-paying vehicles to fund specified projects and transit expansions.

In 1998, a \$1.00 seismic surcharge was imposed by California law on toll-paying vehicles to fund part of the cost of the Seismic Retrofit Program for the Bridge System. The Act was subsequently amended to authorize the Authority to assume responsibility for administering Bridge tolls and seismic funding as well as to increase the amount of the seismic surcharge, and an additional \$1.00 per toll-paying vehicle increase took effect on January 1, 2007.

In January 2010, the Authority approved a general \$1.00 toll increase on all of the Bridges, effective for two-axle vehicles on July 1, 2010 and effective for multi-axle vehicles (which represent about 3% of total traffic) in stages, on July 1, 2011 and July 1, 2012. The increased tolls for multi-axle vehicles are based on a toll of \$5.00 times the number of axles. Approximately half of the multi-axle increase took effect on July 1, 2011, and the rest of the increase took effect on July 1, 2012.

As of July 1, 2010, the Authority began collecting tolls on the Bridges from high-occupancy vehicles (car pool vehicles and motorcycles) and inherently-low-emission vehicles (such as electric and hybrid cars), which had previously been granted toll-free passage on the Bridges during peak hours. Under the current toll schedule, high occupancy vehicles and inherently-low-emission vehicles pay a reduced-rate toll of \$3.00 on all Bridges during peak hours, which are from 5 a.m. to 10 a.m. and from 3 p.m. to 7 p.m. weekdays on all Bridges. High-occupancy vehicles and inherently-low-emission vehicles pay the two-axle vehicle rate outside of peak hours. Commuter buses and vanpool vehicles are permitted to cross the Bridges toll-free at all hours. Toll-free traffic in FYE 2020, was approximately [ ] million vehicles, representing approximately [ ]% of total traffic. See "—Motor Vehicle Traffic – Table 4 Total Toll-Paying Motor Vehicle Traffic" below.

**Current Toll Rates.** The following table sets forth the Authority's adopted toll schedule as of January 1, 2019. See "COVID-19 PANDEMIC – Effects on Bridge System Traffic and Bridge Toll Revenues," "BAY AREA TOLL AUTHORITY – Toll Bridge Revenue Bond Program – *Bridge Toll Revenues*" and "LITIGATION – Challenges to SB 595 and RM3" herein.

**TABLE 3**  
**BRIDGE SYSTEM TOTAL TOLL RATES<sup>(1)(2)</sup>**  
**(EFFECTIVE DATES)**

Number of Axles Per Vehicle	January 1, 2019 through December 31, 2021	January 1, 2022 through December 31, 2024	Effective January 1, 2025
2 axles <sup>(3)</sup>	\$ 6.00	\$ 7.00	\$ 8.00
3 axles	16.00	17.00	18.00
4 axles	21.00	22.00	23.00
5 axles	26.00	27.00	28.00
6 axles	31.00	32.00	33.00
7 axles or more	36.00	37.00	38.00

<sup>(1)</sup> Tolls as established under BATA Resolution No. 128, Attachment A – Authority Toll Schedule for Toll Bridges (Effective January 1, 2019). Includes SB 595 Toll Increases, which pursuant to Resolution No. 129, are deposited by the Authority into the SB 595 Escrow Account and held until the Challenges to SB 595 and RM3 reach a final, non-appealable resolution and further action consistent with such final, non-appealable resolutions is taken by the Authority. See “BAY AREA TOLL AUTHORITY – Toll Bridge Revenue Bond Program - *Bridge Toll Revenues*” and “LITIGATION – Challenges to SB 595 and RM3” herein.

<sup>(2)</sup> During peak hours on all Bridges, a reduced-rate toll of \$3.00 will be collected on high-occupancy and inherently-low-emission two-axle vehicles.

<sup>(3)</sup> On the San Francisco-Oakland Bay Bridge, a weekday toll of \$7.00 will be collected on all two-axle vehicles during peak hours (5 a.m. to 10 a.m. and from 3 p.m. to 7 p.m.), a weekday toll of \$5.00 will be collected on all two-axle vehicles during non-peak hours, and a weekend toll of \$6.00 will be collected on all two-axle vehicles. Effective January 1, 2022, a weekday toll of \$8.00 will be collected on all two-axle vehicles during peak hours, a weekday toll of \$6.00 will be collected on all two-axle vehicles during non-peak hours, and a weekend toll of \$7.00 will be collected on all two-axle vehicles. Effective January 1, 2025, a weekday toll of \$9.00 will be collected on all two-axle vehicles during peak hours, a weekday toll of \$7.00 will be collected on all two-axle vehicles during non-peak hours, and a weekend toll of \$8.00 will be collected on all two-axle vehicles. As required under SB 595, a discount on the portion of the SB 595 Toll Increase will be available for two-axle vehicles crossing more than one bridge on the same calendar day during peak hours. The Authority does not expect such discount to have a material effect on Bridge Toll Revenues. On April 22, 2020, due to the reduction in congestion as a result of the COVID-19 pandemic, the Authority temporarily suspended congestion pricing for the use of the San Francisco-Oakland Bay Bridge and tolls for all two-axle vehicles using the San Francisco-Oakland Bay Bridge are \$6.00 all day. See “COVID-19 PANDEMIC – Effects on Bridge System Traffic and Bridge Toll Revenues” above.

Source: The Authority.

**The projections in this Appendix A, including those shown in Table 16 herein, exclude any Bridge Toll Revenues resulting from the SB 595 Toll Increases.** See “HISTORICAL AND PROJECTED REVENUE AND DEBT SERVICE COVERAGE – Projected Revenue, Operations & Maintenance Expenses and Debt Service Coverage – Table 16 Projected Revenue, Operations & Maintenance Expenses and Debt Service Coverage” and “LITIGATION – Challenges to SB 595 and RM3.”

### **Motor Vehicle Traffic**

The following table sets forth total toll-paying motor vehicle traffic for FYE 2011 through 2020. As shown below, total toll-paying traffic for FYE 2020 was approximately 119.8 million vehicles, which represents a decrease of approximately 13.4% as compared to FYE 2019. See “COVID-19 PANDEMIC – Effects on Bridge System Traffic and Bridge Toll Revenues” above for a discussion of the effects the COVID-19 pandemic has had, and continues to have, on toll-paying motor vehicle traffic.

**TABLE 4**  
**TOTAL TOLL-PAYING MOTOR VEHICLE TRAFFIC<sup>(1)</sup>**  
(number of vehicles in thousands)

FYE	San Francisco-Oakland Bay Bridge	Carquinez Bridge	Benicia-Martinez Bridge	San Mateo Hayward Bridge	Richmond San Rafael Bridge	Dumbarton Bridge	Antioch Bridge	Total <sup>(2)</sup>	Percent Change
2011 <sup>(3)</sup>	43,282	19,593	17,987	15,209	11,987	9,634	2,118	119,810	6.9 <sup>(3)</sup>
2012	43,382	19,613	17,908	16,016	12,320	9,777	2,124	121,140	1.1
2013	43,872	19,685	18,101	16,426	12,558	10,010	2,078	122,730	1.3
2014	44,037	19,856	18,791	17,434	13,309	10,712	2,142	126,281	2.9
2015	45,535	20,529	19,586	17,902	13,914	11,379	2,289	131,134	3.8
2016	46,038	21,241	20,637	19,079	14,267	11,648	2,346	135,256	3.1
2017	45,979	21,516	21,043	19,404	14,450	11,767	2,655	136,814	1.2
2018	46,042	21,997	21,156	19,701	14,600	11,868	2,938	138,302	1.1
2019	45,761	22,023	21,192	19,732	14,454	12,004	3,118	138,284	0.0
2020 <sup>(4)</sup>	40,114	19,429	18,336	16,531	12,657	9,874	2,841	119,782	(13.4)

(1) Traffic figures exclude toll violators. See “THE BRIDGE SYSTEM – Bridge Toll Collection – *Toll Violators*” above.

(2) Totals may not add due to rounding.

(3) The addition of toll-paying high-occupancy vehicles and inherently-low-emission vehicles accounts for most of the increase in toll-paying traffic on six of the Bridges in FYE 2011.

(4) See discussion and comparative tables showing toll-paying motor vehicle traffic and Bridge Toll Revenue for calendar years 2019 and 2020 above under caption “COVID-19 PANDEMIC – Effects on Bridge System Traffic and Bridge Toll Revenues.”

Source: The Authority.

### Bridge System Operations and Maintenance

The Authority is responsible for paying all of the costs of operating and maintaining the Bridge System. As described below under “CAPITAL PROJECTS AND FUNDING – Seismic Retrofit Program,” the Authority has closed all construction contracts related to the seismic retrofit of the San Francisco-Oakland Bay Bridge, and the Authority expects the full inclusion of operating maintenance expenses associated with the San Francisco-Oakland Bay Bridge to occur during FYE 2021.

The Authority is required by the Senior Indenture and the Subordinate Indenture to maintain Bridge System tolls at rates sufficient to pay such costs. Under current law, the payment of such costs (other than certain Caltrans expenses) is subordinate to the payment of the Authority’s Bonds and other Secured Obligations, unless those costs are otherwise provided for by statute.

The Authority’s operations and maintenance expenses include both payments to Caltrans and direct Authority expenses. Caltrans is responsible for maintaining the Bridge System in good repair and condition. The Authority’s payments to Caltrans are made pursuant to State law and a Cooperative Agreement between the Authority and Caltrans, which may be amended from time to time, that addresses budget matters and allocates responsibilities for the operation and maintenance of the Bridge System between the Authority and Caltrans.

The Authority is responsible for all toll collection, both electronic and cash, including in-lane toll equipment, cash collection equipment, electronic toll collection administration, banking, finance and audits. The Authority’s costs of operating and maintaining the Bridge System for FYE 2016 through 2020 are set out on the following table.

**TABLE 5**  
**HISTORICAL OPERATING EXPENSES**  
**(\$ in millions)**

<b>FYE</b>	<b>Authority Operating Expenses</b>	<b>Caltrans Operating Expenses</b>	<b>TJPA Expenses<sup>(2)</sup></b>	<b>Total<sup>(3)(4)</sup></b>
2016 <sup>(1)</sup>	\$48.9	\$26.4	\$3.8	\$79.1
2017 <sup>(1)</sup>	52.2	25.0	4.7	81.9
2018 <sup>(1)</sup>	61.8	25.5	4.8	92.1
2019	67.3	26.6	5.0	98.9
2020	67.8	26.6	5.2	99.6

<sup>(1)</sup> The information presented for FYE 2016 through FYE 2018 differs from the audited financial statements due to the reclassification of certain expenses from maintenance and operating expenses to capital expenses.

<sup>(2)</sup> As required by Section 30914(b) of the Act, MTC shall allocate toll bridge revenues, which are payable from funds transferred by the Authority, in an amount not to exceed \$3 million, plus a 3.5% annual increase for operation and maintenance expenditures related to the Transbay Joint Powers Authority ("TJPA") and the Transbay Terminal Building. The transfer of funds is subordinate to any obligations of the Authority, such as the Authority's Bonds and other Secured Obligations, having a statutory or first priority lien against the toll bridge revenues. The transfer is further subject to annual certification by TJPA that the total Transbay Terminal Building operating revenue is insufficient to pay the cost of operation and maintenance without the requested funding.

<sup>(3)</sup> The historical operating expenses reflect gross operating and maintenance expenses without factoring in reimbursements received from Caltrans and other operating agencies. In FYE 2016, FYE 2017, FYE 2018, FYE 2019 and FYE 2020, the Authority received approximately \$8.9 million, \$9.5 million, \$9.7 million, \$9.3 million and \$8.6 million, respectively, in reimbursements from other operating agencies, resulting in net operating and maintenance expenses of approximately \$70.2 million, \$72.4 million, \$82.4 million, \$89.6 million and \$91.0 million, respectively. See "HISTORICAL AND PROJECTED REVENUE AND DEBT SERVICE COVERAGE – Historical Revenue and Debt Service Coverage – Table 15 Bridge System Historical Revenue and Debt Service Coverage."

<sup>(4)</sup> Totals may not add due to rounding.

Source: The Authority; Schedule 10 on page 128 of the MTC 2020 CAFR.

## **Payments to MTC**

The Act provides for payments by the Authority to MTC for specified transportation projects and programs. The payments are subordinate to the payment of the Authority's Bonds and other Secured Obligations.

In 2010, MTC determined that certain of the payments, totaling approximately \$22 million in FYE 2010 (collectively, the "Fund Transfers"), were essential to the regional transportation system but that the statutory schedule for Fund Transfers would be inadequate to timely fund some of the projects planned by MTC. To address this timing issue, the Authority and MTC entered into a Funding Agreement (the "Funding Agreement"), under which the Authority paid to MTC in September 2010 an amount of \$507 million, equal to the then present value of the bridge toll revenues that the Authority projected would be used for Fund Transfers for 50 years from July 1, 2010, in exchange for being relieved of responsibility for making Fund Transfers for that 50-year period.

The Authority's obligation to pay RM2 Operating Transfers ("RM2 Operating Transfers," as further described herein) and Authority Administrative Costs, described below, to MTC is not affected by the Funding Agreement. The following table sets forth the Authority's payments to MTC for the past five Fiscal Years.



**TABLE 6**  
**TRANSFERS TO MTC**  
**(\$ in millions)**

<b>FYE</b>	<b>RM2 Operating Transfers<sup>(1)</sup></b>	<b>Authority Administrative Costs<sup>(2)</sup></b>	<b>Total</b>
2016	\$36.52	\$10.79	\$47.31
2017	42.68	10.64	53.32
2018	45.00	13.72	58.72
2019	46.45	14.33	60.78
2020	43.88	19.86	63.74

<sup>(1)</sup> RM2 Operating Transfers are subject to a statutory cap of 38% of RM2 revenue. Total RM2 revenue equaled approximately \$112.2 million in FYE 2020.

<sup>(2)</sup> Authority Administrative Costs are transferred by the Authority to MTC. This amount does not include Authority maintenance and operating expenses, which are shown on Table 5 Historical Operating Expenses.

Source: The Authority; Schedule 10 on page 128 of the MTC 2020 CAFR.

“RM2 Operating Transfers” are transfers by the Authority to MTC to provide operating assistance for transit purposes pursuant to RM2 and Section 30914(d) of the Act. The measure provides that not more than 38% of annual bridge toll revenues derived from the RM2 toll increase imposed in conjunction with RM2 (\$1.00 in the case of all vehicles regardless of the number of axles) may be transferred to MTC as RM2 Operating Transfers, and that all such transfers must first be authorized by MTC. Under Section 129(a)(3) of Title 23 of the United States Code, federal participation is limited on facilities that expend toll revenues for certain types of projects, including transit operations. MTC has received an opinion from the Federal Highway Administration that transit planning is an eligible expense and, as such, the Authority has made transfers to MTC for such purpose. MTC also has received an opinion from the Federal Highway Administration that it may expend toll funds on transit operations, if such funds are collected on bridge facilities that have not received federal assistance. There are four Bridges (Dumbarton, San Mateo-Hayward, Carquinez and Antioch) that have not received federal assistance. The Authority limits RM2 Operating Transfers to revenue derived from the RM2 toll revenue from these four Bridges and expects that tolls from such four Bridges will be sufficient to make RM2 Operating Transfers.

“Authority Administrative Costs” means the amount which the Authority may retain on an annual basis for its cost of administration pursuant to Section 30958 of the Act, which amount may not exceed 1% of the gross annual Bridge System revenues.

A separate provision of State law amended effective January 1, 2014 permits the Authority to make direct contributions to MTC in an amount up to 1% of the gross annual Bridge System revenues with any amounts exceeding 1% required to be in the form of interest-bearing loans to MTC. [No such loans are outstanding at this time.] [Beginning in FYE 2020, the Authority first utilized this ability to make direct contributions to MTC under this statutory authority in order to reduce MTC’s pension liability under CalPERS (as defined herein).] See “OTHER AUTHORITY OBLIGATIONS – CalPERS and MTC Retirement Plan.”

## RELATED ENTITIES

The Authority has interactions with a number of related entities the obligations of which are not obligations of the Authority nor are the obligations of such entities payable from Bridge Toll Revenues. One of these agencies, MTC, and certain of its activities are described below.

## **Metropolitan Transportation Commission**

MTC is a public agency created in 1970 by California law for the purpose of providing regional transportation planning and organization for the nine San Francisco Bay Area counties of Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma, sometimes collectively referred to herein as the “Bay Area.” As such, it is responsible for regularly updating the regional transportation plan, a comprehensive blueprint for the development of mass transit, highway, airport, seaport, ferry, railroad, and bicycle and pedestrian facilities. MTC administers state and federal grants for transportation projects and screens requests from local agencies for such grant funding to determine their compatibility with the regional transportation plan. The regional transportation plan is published within the sustainable communities strategy that is jointly developed for the Bay Area by MTC and the Association of Bay Area Governments (“ABAG”). In July 2017, the staffs of MTC and ABAG consolidated. With approximately 290 staff, this combined work force is supporting the governing boards of both agencies and addressing challenges like housing affordability, access to jobs and congestion across the Bay Area’s highways.

### **AUTHORITY FINANCIAL AND OPERATING INFORMATION**

#### **Financial Statements**

Audited financial information relating to the Authority is included in MTC’s financial statements. MTC does not prepare separate financial statements for the Authority. MTC’s Comprehensive Annual Financial Report for FYE 2020, including MTC’s Financial Statements For FYE 2020 (the “MTC 2020 CAFR”), has been posted to the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access (EMMA) website at [EMMA address to be updated upon filing] and is incorporated herein by such reference as if fully included herein.

The financial statements as of June 30, 2020, incorporated by reference in this Official Statement, have been audited by Crowe LLP, independent accountants, as stated in their report appearing therein.

#### **Cash Reserves**

The Authority’s budget for FYE 2021, includes the continued maintenance of a \$1 billion reserve designated to provide liquidity for debt service, variable costs associated with variable rate demand bonds, rehabilitation and operational improvements on the Bridges, and operating and other expenses to help the Authority maintain operations through various emergency scenarios. The reserve also was maintained at \$1 billion during FYE 2020, however, see “COVID-19 PANDEMIC – COVID-19 Pandemic Response and Recovery Planning” with respect to the discussion about the potential need to draw on the reserves during FYE 2021 to pay for rehabilitation and operational improvement projects in FYE 2021.

Pursuant to the Authority’s budget for FYE 2021, the reserve is designated as follows: \$50 million in the Cooperative Agreement self-insurance emergency fund described below, \$180 million in the Operations and Maintenance fund described below for two years of operation and maintenance of toll facilities, \$210 million for two years of rehabilitation expenses on the Bridges, \$280 million in project contingency and self-insurance reserves, and \$280 million in variable interest rate risk reserves. The Authority is permitted to redesignate the latter three reserve categories from time to time as necessary or desirable, and regularly reviews its options for structuring the project contingency and self-insurance reserve.

For a discussion of the Authority’s cash, cash equivalents and investments as of June 30, 2020, see Note 3 on pages 71-76 of the MTC 2020 CAFR. The Authority is authorized to use available cash and

investments in connection with the issuance of additional toll bridge revenue bonds for refunding or restructuring purposes. See “SUMMARY OF FINANCING PLAN – Anticipated Bond Issuances of the Authority” in the forepart of this Official Statement.

### **Operations and Maintenance Fund**

The Senior Indenture provides that at the beginning of each Fiscal Year, the Authority shall deposit in its Operations and Maintenance Fund from Bridge Toll Revenues such amount as shall be necessary so that the amount on deposit in the Operations and Maintenance Fund equals two times the budgeted expenditures for the Fiscal Year for operation and maintenance of toll facilities on the Bridges, including, but not limited to, toll collection costs, including wages and salaries. The principal amount held in the Operations and Maintenance Fund is to be used and withdrawn by the Authority solely to pay such expenses and is not pledged to the payment of the Authority’s Secured Obligations. Interest and other income from the investment of money in the Operations and Maintenance Fund is pledged to the payment of the Authority’s Secured Obligations. The Authority, in its budget for FYE 2021, requires that the balance in the Operations and Maintenance Fund be maintained at \$180 million. See “THE BRIDGE SYSTEM—Bridge System Operations and Maintenance.”

The Senior Indenture also provides that in the event that Bridge Toll Revenues on deposit in the Bay Area Toll Account are not sufficient at the beginning of any Fiscal Year to enable the Authority to make the transfer described above at the beginning of such Fiscal Year, the Authority shall not be required to make such transfer for such Fiscal Year and failure of the Authority to make such transfer shall not constitute an event of default under the Senior Indenture for as long as the Authority shall punctually pay the principal of and interest on the Senior Bonds as they become due and observe and comply with the toll rate covenants in the Senior Indenture. The Subordinate Indenture does not require the Operations and Maintenance Fund to be funded. See “SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS – Certain Provisions of the Senior Indenture – *Toll Rate Covenants*” in the forepart of this Official Statement and APPENDIX B — “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – THE SENIOR INDENTURE – Covenants of the Authority.”

### **Cooperative Agreement Self-Insurance Fund**

Pursuant to its Cooperative Agreement with Caltrans, the Authority maintains a self-insurance fund. The Cooperative Agreement requires this fund to have a minimum balance of \$50 million, which would be available for reconstruction, repair and operations in the event of damage due to a major emergency that results in closure to traffic of a Bridge estimated to extend more than 30 days and to exceed \$10 million in cost. Pursuant to the Cooperative Agreement, replenishment of funds used for such repairs would be made by the Authority from bridge toll revenues. Upon agreement of Caltrans and the Authority, the minimum balance of the self-insurance fund may be reduced or eliminated in its entirety.

Neither the Authority nor Caltrans maintains business interruption insurance or any other commercially-available insurance with respect to damage to or loss of use of any of the Bridges.

### **Investment Policy**

Funds of the Authority are invested with other funds of MTC and related entities pursuant to an investment policy adopted by MTC, which permits the Authority to invest in some (but not all) of the types of securities authorized by State law for the investment of funds of local agencies (California Government Code Section 53600 et seq.) The securities in which the Authority currently is authorized to invest include United States treasury notes, bonds and bills, bonds, notes, bills, warrants and obligations issued by



agencies of the United States, bankers acceptances, corporate commercial paper of prime quality, negotiable certificates of deposit, medium term corporate notes, shares of beneficial interest in diversified management companies (mutual funds), the State's local agency investment fund, the Alameda County local agency investment fund, collateralized repurchase agreements, debt obligations of the State and local agencies in the State, and other securities authorized under State law as appropriate for public fund investments and not specifically prohibited by the investment policy. The investment policy (which is subject to change in the future) does not allow investment in reverse repurchase agreements, financial futures, option contracts, mortgage interest strips, inverse floaters or securities lending or any investment that fails to meet the credit or portfolio limits of the investment policy at the time of investment.

Funds held by a trustee under the Authority's toll bridge revenue bond indentures are to be invested by the trustee in specified types of investments in accordance with instructions from the Authority. The instructions from the Authority currently restrict those investments to investments permitted by the investment policy adopted by MTC described above (except that the trustee is permitted to invest a greater percentage of funds in mutual funds and in a single mutual fund than the investment policy would otherwise permit).

The Authority's primary investment strategy is to purchase investments with the intent to hold them to maturity. However, the Authority may sell an investment prior to maturity to avoid losses to the Authority resulting from further erosion of the market value of such investment or to meet operation or project liquidity needs.

As explained in the MTC 2020 CAFR at Note 1.W on page 69, and at Note 5 in the discussion of "Derivative Instruments" on page 84, the Authority's investment income for FYE 2020 was comprised of interest income from investments and changes in the fair market value of certain interest rate swaps that were hedges for variable rate demand bonds that were refunded and that no longer had an underlying bond to hedge. This resulted in a non-cash derivative investment loss of \$201,597,075 in FYE 2020. The Authority's Senior Indenture and Subordinate Indenture do not require the Authority to take that non-cash charge into account in calculating Revenue or for purposes of the additional bonds tests and the rate covenants described under "SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS" in the forepart of this Official Statement.

For more information regarding the investment policy and portfolio of MTC and the Authority, including a discussion of certain deposit and investment risk factors, see Note 1.H and Note 3.C, starting at page 61 and page 73, respectively, of the MTC 2020 CAFR.

## Investment Portfolio

[Prior to posting POS, table will be updated with information from MTC's latest Monthly Investment Report] As of [\_\_\_\_], 20[\_\_\_\_], the average maturity of the investment portfolio of MTC, which includes investments on behalf of the Authority, was [\_\_\_\_] days, with an average yield to maturity of approximately [\_\_\_\_]%.

**TABLE 7**  
**INVESTMENT PORTFOLIO INFORMATION<sup>(1)</sup>**  
**as of [\_\_\_\_], 20[\_\_\_\_] (Unaudited)**

<b>Investments</b>	<b>Percent of Portfolio</b>	<b>Par Value</b>	<b>Market Value</b>
Government Sponsored Enterprises <sup>(2)</sup>			
Mutual Funds			
Cash			
Municipal Bonds			
California Asset Management Program			
Government Pools <sup>(3)</sup>			
<b>TOTAL INVESTMENTS</b>	<b>100.0%</b>		

<sup>(1)</sup> The investment portfolio includes funds of MTC and related entities and trustee held funds, approximately \$[\_\_\_\_] billion of which are funds of the Authority. Includes approximately \$[\_\_\_\_] million attributable to the SB 595 Toll Increases, which is held in the SB 595 Escrow Account. See "LITIGATION – Challenges to SB 595 and RM3."

<sup>(2)</sup> Federal Home Loan Mortgage Corp., Federal Home Loan Banks, Federal National Mortgage Association and Federal Farm Credit Bank.

<sup>(3)</sup> Local Agency Investment Fund maintained by the Treasurer of the State of California.

Source: MTC Monthly Investment Report.

## OUTSTANDING AUTHORITY OBLIGATIONS

### Outstanding Senior Bonds and Senior Obligations

Prior to the expected delivery of the [2021 Series \_\_\_\_] Bonds [and refunding of any of the Authority's San Francisco Bay Area Toll Bridge Revenue Bonds, [\_\_\_\_]], the Authority has outstanding Senior Bonds in the aggregate principal amount of \$5,296,625,000 comprised of: (i) \$2,572,915,000 of fixed rate bonds; (ii) \$691,730,000 variable rate demand bonds bearing interest at a Weekly Rate; (iii) \$666,830,000 of bonds bearing interest at Index Rates tied to the SIFMA Swap Index; (iv) \$156,850,000 of bonds bearing interest at an Index Rate tied to 70% of 3-month LIBOR; and (v) \$1,208,300,000 bonds bearing interest at Term Rates, all as more specifically set forth herein.

**Fixed Rate Bonds.** Table 8 below identifies the outstanding Senior Bonds that bear interest at a Fixed Rate, as of [\_\_\_\_], 20[\_\_\_\_], the expected date of delivery of the [2021 Series \_\_\_\_] Bonds:

**TABLE 8\***  
**SAN FRANCISCO BAY AREA TOLL BRIDGE REVENUE BONDS**  
**OUTSTANDING SENIOR FIXED RATE BONDS**

<b>Series</b>	<b>Outstanding Principal Amount</b>	<b>Interest Rate</b>	<b>Final Maturity Date (April 1)</b>
2012 Series F-1 <sup>(1)</sup>	\$ 103,720,000	Fixed	2030
2009 Series F-2	1,300,000,000	Fixed (Taxable)	2049
2019 Series F-1	869,195,000	Fixed (Taxable)	2054
2017 Series F-1 <sup>(1)</sup>	300,000,000	Fixed	2056
[2021/22 Series ____]	_____	[_____]	20__
<b>TOTAL</b>	_____		

\* *Preliminary; subject to change.*

<sup>(1)</sup> Subject to market conditions, all or a portion of the [2012 Series F-1 Bonds and the 2017 Series F-1 Bonds] may be refunded and defeased in connection with the issuance of the [2021 Series \_\_\_\_] Bonds.]

**Weekly Rate Bonds.** Table 9 below identifies the outstanding Senior Bonds that bear interest at a Weekly Rate, together with the letter of credit provider and expiration date of the letter of credit for each Series of such Senior Bonds:

**TABLE 9**  
**SAN FRANCISCO BAY AREA TOLL BRIDGE REVENUE BONDS**  
**OUTSTANDING SENIOR WEEKLY RATE BONDS**

<b>Series</b>	<b>Outstanding Principal Amount</b>	<b>Letter of Credit Provider</b>	<b>Letter of Credit Expiration Date</b>
2007 Series G-1	\$ 50,000,000	Bank of America, N.A.	June 15, 2022
2007 Series A-2	75,000,000	MUFG Bank, Ltd., acting through its New York Branch	June 15, 2022
2007 Series B-2	75,000,000	Sumitomo Mitsui Banking Corporation, acting through its New York Branch	June 15, 2022
2007 Series C-2	25,000,000	MUFG Bank, Ltd., acting through its New York Branch	June 15, 2022
2007 Series D-2	100,000,000	Bank of America, N.A.	June 15, 2022
2008 Series C-1	25,000,000	Sumitomo Mitsui Banking Corporation, acting through its New York Branch	June 15, 2022
2008 Series E-1	50,000,000	MUFG Bank, Ltd., acting through its New York Branch	June 15, 2022
2019 Series A	100,000,000	Bank of America, N.A.	August 1, 2024
2019 Series B	57,160,000	Sumitomo Mitsui Banking Corporation, acting through its New York Branch	August 1, 2024
2019 Series C	52,200,000	Bank of America, N.A.	August 1, 2024
2019 Series D	82,370,000	Sumitomo Mitsui Banking Corporation, acting through its New York Branch	August 1, 2024
<b>TOTAL</b>	<b>\$691,730,000</b>		

**Term Rate and Index Rate Bonds.** Table 10 below identifies the outstanding Senior Bonds that bear interest at a Term Rate or Index Rate, as described below, and are not supported by a letter of credit or liquidity facility:

**TABLE 10**  
**SAN FRANCISCO BAY AREA TOLL BRIDGE REVENUE BONDS**  
**OUTSTANDING SENIOR TERM RATE AND INDEX RATE BONDS**

Series	Principal Amount	Interest Rate	Index Rate	Purchase Date Following End of Index Rate or Term Rate Period <sup>(1)</sup>
2014 Series E <sup>(2)</sup>	\$ 143,675,000	2.000%		April 1, 2021
2014 Series H <sup>(2)</sup>	71,830,000		SIFMA Swap Index plus 0.70%	April 1, 2021
2017 Series D <sup>(2)</sup>	156,850,000		70% of 3-month LIBOR plus 0.55%	April 1, 2021
2017 Series C	151,715,000	2.100		April 1, 2022
2018 Series B	125,000,000	2.250		April 1, 2022
2006 Series C-1	125,000,000		SIFMA Swap Index plus 0.90%	May 1, 2023
2007 Series C-1	50,000,000		SIFMA Swap Index plus 0.90%	May 1, 2023
2008 Series A-1	110,000,000		SIFMA Swap Index plus 0.90%	May 1, 2023
2008 Series B-1	110,000,000		SIFMA Swap Index plus 1.10%	April 1, 2024
2008 Series G-1	50,000,000		SIFMA Swap Index plus 1.10%	April 1, 2024
2017 Series G	153,975,000	2.000		April 1, 2024
2017 Series B	125,225,000	2.850		April 1, 2025
2017 Series H	188,750,000	2.125		April 1, 2025
2017 Series A	125,225,000	2.950		April 1, 2026
2018 Series A	194,735,000	2.625		April 1, 2026
2001 Series A (Francis F. Chin Issue)	150,000,000		SIFMA Swap Index plus 1.25%	April 1, 2027
<b>TOTAL</b>	<b>\$2,031,980,000</b>			

<sup>(1)</sup> The Authority expects funds from remarketing to be applied to pay the purchase price of such Bonds upon mandatory tender. The Authority is not obligated to provide any other funds for the purchase of such Bonds other than remarketing proceeds and can give no assurance that sufficient remarketing proceeds will be available to pay such Bonds upon mandatory tender. If there are insufficient funds to purchase any Series of Bonds identified in the table above at the end of any Term Rate Period or Index Rate Period, the owners of such Bonds will retain such Bonds and such Bonds will bear interest at the Stepped Rate. See "RISK FACTORS – Remarketing Risk" in the forepart of this Official Statement

<sup>(2)</sup> [Subject to market conditions, all or a portion of the 2014 Series E Bonds, the 2014 Series H Bonds and the 2017 Series D Bonds may be refunded and defeased in connection with the issuance of the [2021 Series \_\_] Bonds.] With respect to the 2014 Series E Bonds, the 2014 Series H Bonds and the 2017 Series D Bonds not otherwise refunded with proceeds of the [2021 Series \_\_] Bonds, the Authority is currently reviewing its options for paying the principal of such bonds on or before April 1, 2021, which may include the issuance of additional Senior Bonds or Subordinate Bonds.

## Outstanding Subordinate Bonds

Table 11 below identifies the outstanding Subordinate Bonds, which are secured by a pledge of Revenue that is subordinate to the pledge of Revenue securing the Senior Bonds.

**TABLE 11**  
**SAN FRANCISCO BAY AREA SUBORDINATE TOLL BRIDGE REVENUE BONDS**  
**OUTSTANDING SUBORDINATE BONDS**

<b>Series</b>	<b>Outstanding Principal Amount</b>	<b>Interest Rate</b>	<b>Final Maturity Date</b>
2019 Series S-9	\$ 61,035,000	Fixed (Taxable)	April 1, 2023
2017 Series S-7	1,368,275,000	Fixed	April 1, 2049
2019 Series S-H	126,240,000	Fixed	April 1, 2049
2010 Series S-1	1,462,935,000	Fixed (Taxable)	April 1, 2050
2010 Series S-3	475,000,000	Fixed (Taxable)	October 1, 2050
2019 Series S-8	203,270,000	Fixed	April 1, 2056
<b>TOTAL</b>	<b>\$3,696,755,000</b>		

## Qualified Swap Agreements

The Authority currently has outstanding thirteen Qualified Swap Agreements with seven counterparties that, as of June 30, 2020, had an aggregate notional amount of \$1,440,000,000. Under all Qualified Swap Agreements, the Authority pays a fixed rate and receives a variable rate based on an index. Each Qualified Swap Agreement may terminate prior to its scheduled termination date and prior to the maturity of the Senior Bonds to which it relates. As of June 30, 2020 the aggregate fair market value of the Qualified Swap Agreements was approximately \$644.7 million, payable by the Authority if all Qualified Swap Agreements were terminated on such date. For a discussion of the Authority's outstanding Qualified Swap Agreements as of June 30, 2020, see "Note 5 Long-Term Debt—Derivative Instruments" and "—Objective and Terms of Hedging Derivative Instruments" on pages 84-86 and Schedules 14 through 17 on pages 135-138, of the MTC 2020 CAFR.

The governing board of the Authority has authorized the amendment, restructuring, and termination of existing Qualified Swap Agreements and the governing board has authorized the Authority to enter into additional Qualified Swap Agreements.

There are no automatic termination events under any of the Authority's Qualified Swap Agreements, except in the case of bankruptcy under certain circumstances.

Each of the Authority's Qualified Swap Agreements may be terminated at the option of the Authority or its counterparty upon the occurrence of certain events. Such events include, among other events, the election of the Authority to terminate (in its sole discretion) at any time and the election of the counterparty to terminate if the Authority's unenhanced Senior Bond credit rating is withdrawn, suspended or reduced below "BBB-" by S&P Global Ratings ("S&P") (or in certain cases below "BBB" or "BBB+") or is withdrawn, suspended or reduced below "Baa3" by Moody's Investors Service, Inc. ("Moody's") (or in certain cases below "Baa2" or "Baa1") and that withdrawal, suspension or reduction continues for five business days. In the event a Qualified Swap Agreement is so terminated, a termination payment will be payable by either the Authority or the counterparty, depending on market conditions and the specific provisions of the Qualified Swap Agreement. Any such termination payment payable by the Authority

could be substantial. Termination payments payable pursuant to Qualified Swap Agreements are payable on parity with the Subordinate Bonds and constitute “Parity Obligations” under the Subordinate Indenture.

The Authority is not required to post collateral under its Qualified Swap Agreements. The counterparties are not required to post collateral unless they are rated below either “AA-” by S&P or “Aa3” by Moody’s. Each swap counterparty is required to post collateral to the Authority to secure its exposure in excess of \$10 million if the counterparty is rated between either “A+” and “A-” by S&P or “A1” and “A3” by Moody’s. However, each counterparty must secure its entire exposure if it is rated below either “A-” by S&P or “A3” by Moody’s. Additionally, each of the Qualified Swap Agreements provide the Authority with the right to terminate if the rating of the counterparty (or, if applicable, its credit support provider) to the agreement is withdrawn, suspended or reduced below specified levels by either S&P or Moody’s.

**LIBOR Litigation.** [The Authority has entered into interest rate swap contracts under which periodic payments to the Authority are calculated based on the London InterBank Offered Rate for the U.S. dollar (“LIBOR”). LIBOR is a benchmark rate calculated using an average of daily submissions by a panel of international banks regarding the rates at which they are prepared to lend unsecured funds to one another.

On March 31, 2014, the Authority initiated litigation in the United States District Court for the Northern District of California seeking recovery for damages allegedly suffered by the Authority under interest rate swap contracts with certain of the panel banks and other counterparties, resulting from the alleged manipulation of LIBOR between August 2007 and May 2010 (the “LIBOR Litigation”). The LIBOR Litigation is currently pending in the United States District Court for the Southern District of New York, where that case and cases initiated by numerous other plaintiffs were transferred and coordinated for pretrial proceedings along with related cases that were filed in that District. The Authority filed an amended complaint in October 2014. The complaint asserts claims under federal and state law against 25 defendants, consisting primarily of banks that were on the LIBOR panel during the relevant period. The Authority’s claims arise from the banks’ alleged suppression of LIBOR through making daily submissions that did not accurately reflect their expected borrowing rates. The Authority further alleges that the banks’ suppression of LIBOR caused the Authority to receive lower payments than it was entitled to under its interest rate swap agreements.

As a result of opinions issued between 2015 and 2018 by the district court overseeing the LIBOR Litigation as well as the Second Circuit Court of Appeals, the Authority’s claims against many of the defendants have been dismissed, for lack of personal jurisdiction and on other grounds. But certain of the Authority’s claims against three of the panel banks—Bank of America, N.A., Citibank, N.A., and JPMorgan Chase Bank, N.A.—have been allowed to proceed, at least in part.

Additionally, most of the Authority’s federal and state antitrust claims are currently included in consolidated appeals seeking to overturn the district court’s December 2016 dismissal of those claims. Briefing in those appeals was completed in the spring of 2018, and oral argument was held on May 24, 2019. **[SUBJECT TO REVIEW/UPDATE PRIOR TO POS POSTING]**



**TABLE 12**  
**QUALIFIED SWAP AGREEMENTS**  
(as of July 1, 2020)

Counterparty	Notional Amount	Rate Paid by Authority	Rate Received by Authority
Bank of America, N.A. <sup>(1)</sup>	\$30,000,000 amortizing to \$0 by April 1, 2045	3.633% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
Bank of America, N.A. <sup>(1)</sup>	\$50,000,000 amortizing to \$0 by April 1, 2047	3.6255% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
Bank of America, N.A. <sup>(1)</sup>	\$125,000,000 amortizing to \$0 by April 1, 2045	2.9570% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
Citibank, N.A. <sup>(1)</sup>	\$115,000,000 amortizing to \$0 by April 1, 2045	3.6375% per annum	A floating per annum rate based on 53.80% of the one-month LIBOR Index <sup>(2)</sup> plus 0.74%
Citibank, N.A. <sup>(1)</sup>	\$260,000,000 amortizing to \$0 by April 1, 2047	3.636% per annum	A floating per annum rate based on 53.80% of the one-month LIBOR Index <sup>(2)</sup> plus 0.74%
Goldman Sachs Mitsui Marine Derivative Products, L.P.	\$85,000,000 amortizing to \$0 by April 1, 2047	3.6357% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
Goldman Sachs Mitsui Marine Derivative Products, L.P.	\$60,000,000 amortizing to \$0 by April 1, 2045	3.6418% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
JPMorgan Chase Bank, N.A. <sup>(1)</sup>	\$245,000,000 amortizing to \$0 by April 1, 2045	4.00% per annum	A floating per annum rate based on 75.105% of the one-month LIBOR Index <sup>(2)</sup>
Morgan Stanley Capital Services Inc.	\$75,000,000, amortizing to \$0 by April 1, 2036	4.09% per annum	A floating per annum rate based on 65% of the one- month LIBOR Index <sup>(2)</sup>
The Bank of New York Mellon	\$170,000,000 amortizing to \$0 by April 1, 2047	3.6357% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
The Bank of New York Mellon	\$40,000,000 amortizing to \$0 by April 1, 2047	2.224% per annum	A floating per annum rate based on 68% of the one- month LIBOR Index <sup>(2)</sup>
Wells Fargo Bank, N.A.	\$75,000,000 amortizing to \$0 by April 1, 2036	3.286% per annum	A floating per annum rate based on 65% of the one- month LIBOR Index <sup>(2)</sup>
Wells Fargo Bank, N.A.	\$110,000,000 amortizing to \$0 by April 1, 2045	3.6375% per annum	A floating per annum rate based on 53.80% of the one-month LIBOR Index <sup>(2)</sup> plus 0.74%

<sup>(1)</sup> Named Defendant in LIBOR Litigation described in “OUTSTANDING AUTHORITY OBLIGATIONS – Qualified Swap Agreement – *LIBOR Litigation*.”

<sup>(2)</sup> Defined, generally, as the average interest rate at which a selection of banks in London are prepared to lend to one another in United States dollars with a maturity of one month.



## OTHER AUTHORITY OBLIGATIONS

### Credit Facilities

On October 16, 2014, the Authority entered into a Reimbursement Agreement, as amended on June 15, 2017 and as further amended on August 1, 2019, with certain banks and with Bank of America, N.A., as agent for such banks, pursuant to which the banks provided irrevocable, direct-pay letters of credit (the “Letters of Credit”) for the Authority’s outstanding variable rate demand Senior Bonds. See “OUTSTANDING AUTHORITY OBLIGATIONS – Outstanding Senior Bonds and Senior Obligations – *Weekly Rate Bonds*.”

The Letters of Credit are available to be drawn on for funds to pay principal of and interest on the applicable Senior Bonds and payment of the Purchase Price for such Senior Bonds tendered for purchase or subject to mandatory purchase in accordance with the Senior Indenture and not remarketed. Senior Bonds so purchased with proceeds of draws under the Letters of Credit (“Credit Provider Bonds”) will continue to be Senior Bonds under the Senior Indenture payable on a parity basis with other Senior Bonds, but they will bear interest at the applicable rate of interest set forth in the Reimbursement Agreement. Reimbursement obligations created by unreimbursed principal and interest draws under the Letter of Credit will be Senior Parity Obligations, payable on a parity basis with Senior Bonds. Under the Reimbursement Agreement, fees and other payments due to the banks providing the Letters of Credit are subordinate to Senior Obligations and Subordinate Obligations and are payable from the Fees and Expenses Fund held by the Senior Indenture Trustee. The Authority’s obligation to pay interest on reimbursement obligations and on Credit Provider Bonds evidencing the Authority’s obligation to pay amounts advanced under the Letters of Credit can be as high as 15% per annum.

The Letters of Credit will expire on the dates shown under “OUTSTANDING AUTHORITY OBLIGATIONS – Outstanding Senior Bonds and Senior Obligations – *Weekly Rate Bonds* – Table 9 Outstanding Senior Weekly Rate Bonds” above. An extension of the Letters of Credit or the substitution of another liquidity facility for the applicable Senior Bonds is required by the Indenture until such Senior Bonds are retired or changed to bear interest, as permitted by the Indenture, at a Fixed Rate, a Term Rate, a Commercial Paper Rate, or an Index Rate. The scheduled expiration or the termination by the Authority of a Letter of Credit will, and the substitution of another liquidity facility may, result in a mandatory purchase of the Senior Bonds supported by such Letter of Credit as explained under APPENDIX B – “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE – THE SENIOR INDENTURE – Mechanics of Optional and Mandatory Tenders.”

The Authority’s obligation to reimburse the banks on account of the purchase of the Authority’s Senior Bonds that are tendered for purchase and not successfully remarketed may, under specified circumstances, be converted to a liquidity advance, evidenced by a “Bank Bond.” In such a case, the Reimbursement Agreement requires the Authority to redeem any Bank Bond that is not remarketed in 13 equal quarterly installments beginning on the first Business Day of the twenty-fourth calendar month immediately following the purchase of the Bank Bond by the applicable bank, but that amortization period may be accelerated by the banks in the event of the occurrence of an event of default under the Reimbursement Agreement. Events of default under the Reimbursement Agreement include, among other events, the failure of the Authority to pay debt service on its Senior Bonds or Subordinate Bonds as and when due, the default by the Authority in the observance or performance of covenants or agreements in the Reimbursement Agreement or related documents, and a reduction in the long-term unenhanced ratings of any Senior Obligations below “BBB-”, “BBB-” and “Baa3,” respectively by any two of Fitch Ratings, S&P and Moody’s, or a withdrawal or suspension for credit-related reasons of such ratings by any two of such rating agencies. The Indenture requires Bank Bonds of a Series to be remarketed prior to the remarketing of any other remarketed Bonds of such Series tendered for purchase or subject to mandatory purchase.

In addition, in order for a liquidity drawing to be converted to a liquidity advance under the Reimbursement Agreement, certain preconditions must be satisfied by the Authority. These include, in addition to there being no event of default under the Reimbursement Agreement, the requirement that the Authority be able to make, as of the conversion date, certain representations and warranties set forth in the Reimbursement Agreement, including representations regarding the absence of certain litigation or legislation. Such representations may not be possible under circumstances that are beyond the control of the Authority. If the preconditions to the conversion to a liquidity advance cannot be met, the liquidity drawing is due and payable immediately by the Authority. Liquidity drawings and liquidity advances under the Reimbursement Agreement are required to be paid on a parity with the Senior Bonds and prior to the Subordinate Bonds.

### **Further Subordinated Obligations**

The Authority may issue or incur obligations that would be secured by Revenue on a basis junior and subordinate to the payment of the principal, interest and reserve fund requirements for the Subordinate Obligations. Other than fees and other payments due to the Credit Providers, the Authority had no such obligations outstanding as of the date of this Official Statement. Such obligations could consist of toll bridge revenue bonds or payment obligations under liquidity or credit agreements or interest rate swap agreements. The Authority also has other obligations such as remarketing agent fees that are payable from Revenues.

### **CalPERS and MTC Retirement Plan**

MTC, which includes the Authority, provides a defined benefit pension plan, the Miscellaneous Plan of Metropolitan Transportation Commission (the “MTC Plan”), which provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. The MTC Plan is part of the Public Agency portion of the California Public Employees’ Retirement System (“CalPERS”). CalPERS provides an actuarially determined contribution rate that is applied to eligible covered payroll cost on a monthly basis by MTC, a proportionate share of which is allocated to the Authority.

The following table sets out MTC incurred pension expenses for Fiscal Years 2016 through 2020 and the amount of the pension expense allocated to the Authority for each fiscal year, based on the measurement period ending June 30 of the prior year. [Increases in MTC’s pension expense for FYE 2018 and 2020 result from the increase in employees participating in the MTC Plan as a result of the MTC ABAG consolidation.] See Note 1.K and Note 8, on pages 65 and 88, respectively of the MTC 2020 CAFR for additional information on the MTC Plan.

**TABLE 13**  
**MTC PENSION EXPENSE AND AUTHORITY ALLOCATION**

<b>FYE (June 30)<sup>(1)</sup></b>	<b>MTC Pension Expense</b>	<b>Authority Pension Expense Allocation<sup>(2)</sup></b>
2016	\$2,580,963	\$ 679,825
2017	4,520,718	1,227,908
2018	6,516,422	1,366,116
2019	5,414,566	1,095,777
2020	7,547,136	130,625

<sup>(1)</sup> In Fiscal Year 2015, MTC adopted Governmental Accounting Standards Board (“GASB”) Statement No. 68, Accounting and Financial Reporting for Pensions (“GASB No. 68”). The adoption of the statement changed the recognition of the pension expense from the actuarially determined contribution paid by MTC to the pension expenses arising from the service cost, employees’ contribution, and certain changes in the collective net pension liability during the current measurement period.

<sup>(2)</sup> Under GASB Statement No. 68 and GASB Statement No. 75 Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions, MTC has a net pension liability of \$34.9 million of which \$7.1 million has been allocated to the Authority. See Note 8.D at page 92 of the MTC 2020 CAFR.

Source: The Authority.

In July 2020, CalPERS issued its Actuarial Valuation as of June 30, 2019 for the MTC Plan (the “CalPERS 2019 MTC Actuarial Valuation”), which included, among other things, projected future contribution rates for the MTC plan. According to the CalPERS 2019 MTC Actuarial Valuation, the MTC employer contribution rate for FYE 2021 is 20.756% of covered payroll and is projected to be 18.06% of covered payroll for FYE 2022. See “THE BRIDGE SYSTEM – Payments to MTC.”

The CalPERS 2019 MTC Actuarial Valuation includes the table below that shows the recent history of the actuarial accrued liability, actuarial value of assets, their relationship and the relationship of the unfunded actuarial accrued liability to payroll for MTC for FYE 2015 through 2019.

**TABLE 14**  
**MTC PENSION PLAN INFORMATION**

<b>Valuation Date (June 30)</b>	<b>Accrued Liability</b>	<b>Market Value of Assets (MVA)</b>	<b>Unfunded Liability (UL)</b>	<b>Funded Ratios</b>	<b>Annual Covered Payroll</b>
2015	\$135,380,171	\$105,627,088	\$29,753,083	78.0%	\$22,145,005
2016	143,694,570	107,227,476	36,467,094	74.6	25,340,475
2017	152,229,411	121,450,215	30,779,196	79.8	31,675,025
2018	172,615,556	135,181,133	37,434,423	78.3	32,765,565
2019	186,014,121	146,655,375	39,358,746	78.8	34,737,150

Source: CalPERS 2019 MTC Actuarial Valuation.

CalPERS issues a comprehensive annual financial report and actuarial valuations that include financial statements and required supplementary information. Copies of the CalPERS comprehensive annual financial report and actuarial valuations, including the CalPERS 2019 MTC Plan Report, may be obtained from CalPERS Financial Services Division. The information set forth therein is not incorporated by reference in this Official Statement.

## **HISTORICAL AND PROJECTED REVENUE AND DEBT SERVICE COVERAGE**

### **Historical Revenue and Debt Service Coverage**

The following Table 15 sets forth Bridge System historical revenue and debt service coverage for FYE 2016 through 2020. Information in the table is intended to provide potential investors with information about revenues and gross debt service coverage. The revenue and expense information presented is derived from audited financial statements prepared in accordance with generally accepted accounting principles, however, as presented below the information differs from the audited presentation. This table does not calculate coverage ratio covenants or additional bonds tests that are discussed under “SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS” and “SUMMARY OF FINANCING PLAN – Additional Bonds Test” in the forepart of this Official Statement and in APPENDIX B — “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR INDENTURE” and APPENDIX C — “DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE.” Generally, swap rates are used for variable rate demand bonds that have corresponding qualified swap agreements, the interest rates on taxable Build America Bonds are net of the subsidy payments, which payments are excluded from revenues, and bank fees are excluded from debt service. Maintenance and Operation Expenses shown in the table below include operating expenses incurred by the Authority and other operating agencies. See “THE BRIDGE SYSTEM – Bridge System Operations and Maintenance – Table 5 Historical Operating Expenses” above. Table 15 below and Table 11 include on page 151 of the MTC 2020 CAFR present slightly different revenue, operating expense, debt service and debt service coverage ratio information and therefore are not comparable and should be read separately.

**TABLE 15**  
**BRIDGE SYSTEM**  
**HISTORICAL REVENUE AND DEBT SERVICE COVERAGE**  
**(\$ in thousands)**

<b>Fiscal Year Ended June 30,</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>Revenue</b>					
Bridge Toll Revenues	\$714,132	\$720,784	\$727,350	\$724,914	\$633,932
Interest Earnings <sup>(1)</sup>	12,006	16,159	26,456	65,778	38,281
Other Revenues <sup>(2)</sup>	22,830	26,477	28,379	26,649	29,841
<b>Total Revenue Under Senior Indenture [A]</b>	<b>\$748,968</b>	<b>\$763,420</b>	<b>\$782,185</b>	<b>\$817,341</b>	<b>\$702,054</b>
<b>Debt Service on Senior Bonds and Parity Obligations [B]<sup>(3)(4)</sup></b>	<b>\$255,563</b>	<b>\$262,814</b>	<b>\$273,858</b>	<b>\$267,246</b>	<b>\$290,478</b>
<b>Gross Senior Debt Service Coverage [A/B]</b>	<b>2.93x</b>	<b>2.90x</b>	<b>2.86x</b>	<b>3.06x</b>	<b>2.42x</b>
<b>Less Maintenance and Operation Expenses<sup>(5)</sup> [C]</b>	<b>\$(70,228)</b>	<b>\$(72,377)</b>	<b>\$(82,472)</b>	<b>\$(89,653)</b>	<b>\$(91,031)</b>
<b>Total Available Revenue Under Subordinate Indenture [A-C = D]</b>	<b>\$678,740</b>	<b>\$691,043</b>	<b>\$699,713</b>	<b>\$727,688</b>	<b>\$611,023</b>
<b>Debt Service on Senior Bonds, Parity Obligations and Subordinate Bonds [E]<sup>(3)(6)</sup></b>	<b>\$428,692</b>	<b>\$435,909</b>	<b>\$439,577</b>	<b>\$443,959</b>	<b>\$501,215</b>
<b>Aggregate Debt Service Coverage [D/E]</b>	<b>1.58x</b>	<b>1.59x</b>	<b>1.59x</b>	<b>1.64x</b>	<b>1.22x</b>

<sup>(1)</sup> Does not reflect non-cash derivative investment charges or gains that do not reduce or increase Revenue under provisions of the Senior Indenture.

<sup>(2)</sup> Consists of violation revenues.

<sup>(3)</sup> Including accrual of interest less Build America Bonds Subsidy, which subsidy was reduced by approximately 6.8% in federal fiscal year 2016, 6.9% in federal fiscal year 2017, 6.6% in federal fiscal year 2018, 6.2% in federal fiscal year 2019 and 5.9% in federal fiscal year 2020 as a result of the sequestration order. See “RISK FACTORS—Risk of Non-Payment of Direct Subsidy Payments” in the forepart of this Official Statement and Note 1 AA. on page 70 of the MTC 2020 CAFR.

<sup>(4)</sup> Excludes one-time prepayment of Fiscal Year 2021 principal payments and related interest and expenses using Authority operating reserve funds. Total Senior principal and related interest and expenses is \$88,319,125; and total Subordinate principal and related interest and expenses is \$71,873,894.

<sup>(5)</sup> The maintenance and operation expenses reflect the net operating and maintenance expenses incurred by the Authority, factoring in reimbursements received from other operating agencies. See “THE BRIDGE SYSTEM – Bridge System Operations and Maintenance – Table 5 Historical Operating Expenses.”

<sup>(6)</sup> Excludes optional redemption of Subordinate Bonds, 2014 Series S5 of \$25,000,000 on October 1 2019.

Source: The Authority; Schedule 10 on page 129 of the MTC 2020 CAFR.

### **Projected Revenue, Operations & Maintenance Expenses and Debt Service Coverage**

The following table sets forth projected revenues and expenditures of the Authority and projected debt service coverage for its Fiscal Years ending June 30, 2021 through 2025. [Generally, the Authority’s projections for the Fiscal Year ending June 30, 2021 reflect budgeted revenues and expenses.] These projections were prepared as of [December 1], 2020 and do not reflect actual results and transactions occurring during FYE 2021, including the issuance of the [2021 Series \_\_] Bonds. [Further, the projections do not reflect any FYE 2021 budget actions by the Authority subsequent to [December 1], 2020.] **THE PROJECTIONS OF BRIDGE TOLL REVENUES PRESENTED IN THE FOLLOWING TABLE DO NOT INCLUDE REVENUES RESULTING FROM THE SB 595 TOLL INCREASES.** See “LITIGATION – Challenges to SB 595 and RM3.” Further assumptions made in preparing the projections are detailed below.

The prospective financial information was not prepared with a view toward compliance with published guidelines of the United States Securities and Exchange Commission or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information.

The projections set forth below represent the Authority's forecast of future results as of the date of preparation of the table based on information then available to the Authority as well as estimates, trends and assumptions that are inherently subject to economic, political, regulatory, competitive and other uncertainties, all of which are difficult to predict and many of which will be beyond the control of the Authority. As a result, projected results may not be realized and actual results could be significantly higher or lower than projected. The Authority is not obligated to update, or otherwise revise the financial projections or the specific portions presented to reflect circumstances existing after the date when made or to reflect the occurrence of future events, even in the event that any or all of the assumptions are shown to be in error.

The prospective financial information included in the Official Statement has been prepared by, and is the responsibility of, the Authority's management. Crowe LLP has not audited, reviewed, examined, compiled nor applied agreed-upon procedures with respect to the accompanying prospective financial information and, accordingly, Crowe LLP does not express an opinion or any other form of assurance with respect thereto. The Crowe LLP report incorporated by reference in the Official Statement relates to the Authority's previously issued financial statements. It does not extend to the prospective financial information and should not be read to do so.



**TABLE 16**  
**BRIDGE SYSTEM**  
**PROJECTED REVENUE, OPERATIONS & MAINTENANCE**  
**EXPENSES AND DEBT SERVICE COVERAGE<sup>(1)(2)</sup>**  
**(\$ in thousands)**

		Fiscal Year Ended June 30				
		2021	2022	2023	2024	2025
<b>Senior Obligation Debt Service</b>						
A	Bridge Toll Revenues <sup>(3)</sup>	565,711	656,955	663,524	670,160	676,861
B	Interest Earnings	4,281	5,495	14,253	22,805	30,910
C	Other Revenues <sup>(4)</sup>	7,676	32,898	33,227	33,559	33,895
D	Total Revenue Under Senior Indenture	577,668	695,348	711,004	726,524	741,666
E	Existing Senior Bonds and Parity Obligations <sup>(5)</sup>	185,214	238,190	265,452	268,836	268,816
F	Additional Senior Bonds	—	—	—	—	—
G	Total Senior Bonds and Parity Obligations	185,214	238,190	265,452	268,836	268,816
H	Senior Debt Service Coverage (D/G)	3.12x	2.92x	2.68x	2.70x	2.76x
<b>Projected Subordinate Bond Debt Service</b>						
I	Total Revenue Under Subordinate Indenture	577,668	695,348	711,004	726,524	741,666
J	Debt Service on Senior Bonds and Parity Obligations	185,214	238,190	265,452	268,836	268,816
K	Existing Subordinate Bond Debt Service <sup>(6)</sup>	161,282	238,883	208,611	192,865	191,527
L	Additional Subordinate Bond Debt Service	—	—	—	—	—
M	Aggregate Debt Service	346,495	477,072	474,062	461,701	460,343
N	Gross Aggregate Debt Service Coverage (I/M)	1.67x	1.46x	1.50x	1.57x	1.61x
O	Total Revenue Under Subordinate Indenture	577,668	695,348	711,004	726,524	741,666
P	Less: Maintenance and Operations Expenses <sup>(7)</sup>	(106,908)	(113,040)	(114,755)	(116,511)	(118,310)
Q	Net Available Revenue Under Subordinate Indenture	470,760	582,308	596,249	610,013	623,356
	Net Aggregate Debt Service Coverage (Q/M)	1.36x	1.22x	1.26x	1.32x	1.35x

(1) The projections in this table were prepared as of December 1, 2020 using data available as of FYE 2020, and such projections do not reflect actual results and transactions that may occur during FYE 2021. This table does not calculate coverage ratio covenants or additional bonds tests. Debt payments are shown on a cash payment basis and will differ slightly from the GAAP based accrual costs recorded by the Authority. Projected annual debt service requirements for all of the Authority's outstanding Senior Bonds and Subordinate Bonds reflecting such refinancing are set forth in APPENDIX F – "PROJECTED DEBT SERVICE SCHEDULE."

(2) The projections in this table exclude any Bridge Toll Revenues resulting from the SB 595 Toll Increases. See "LITIGATION – Challenges to SB 595 and RM3."

(3) The projected Bridge Toll Revenues assume FYE 2021 traffic is down 10% when compared to FYE [2019] traffic due to ongoing COVID-19 related shutdowns. Traffic then grows at 1.00% annually thereafter. See "THE BRIDGE SYSTEM – Motor Vehicle Traffic" herein. In accounting for peak traffic tolling, instead of actual revenues, it is assumed that the average 2-axle toll rate on the San Francisco-Oakland Bay Bridge is \$5.00.

(4) Other Revenues include revenues from toll violations. Other Revenues are assumed to increase at the same growth rate as Bridge Toll Revenues. See "THE BRIDGE SYSTEM – Motor Vehicle Traffic" herein.

(5) Reflects actual interest rates for outstanding fixed rate Senior Bonds. Assumes an interest rate per annum for hedged variable rate and term rate Senior Bonds equal to the fixed rate payable under related interest rate swap arrangements plus any fixed spread on relevant bonds while in an Index Mode. Assumes interest rates on unhedged variable rate bonds based on the Authority's forecasts, which range from 0.19% to 2.00% plus any fixed spread, if applicable. Interest on unhedged term rate bonds is calculated at the term rate through the term period and then at the unhedged variable rate assumptions from the mandatory tender date through maturity. Except for FYE 2021 and FYE 2022, debt service shown is net of the full 35% federal interest subsidy for bonds issued under the Build America Bond program. Due to sequestration, the U.S. Treasury Department has announced a decrease in subsidy amounts by 5.7% in federal fiscal year 2021 and federal fiscal year 2022, this decrease is reflected in debt service shown above. See "RISK FACTORS — Risk of Non-Payment of Direct Subsidy Payments" in the forepart of this Official Statement.

(6) Reflects the actual interest rates for outstanding fixed rate Subordinate Bonds. Except for FYE 2021 and FYE 2022, debt service shown is net of the full 35% federal interest subsidy for bonds issued under the Build America Bond program. Due to sequestration, the U.S. Treasury

Department has announced a decrease in subsidy amounts by 5.7% in federal fiscal year 2021 and federal fiscal year 2022, this decrease is reflected in debt service shown above. See “RISK FACTORS — Risk of Non-Payment of Direct Subsidy Payments” in the forepart of this Official Statement.

- (7) [The projected maintenance and operating expenses shown reflect the net operating and maintenance expenses incurred by the Authority and the transition of maintenance expenses to the Authority on all bridges, which for purposes of prior projections was expected to occur as early as FYE 2019, factoring in reimbursements received from other operating agencies. The Authority now expects the full inclusion of operating maintenance expenses associated with all bridges to occur during FYE 2021. See “THE BRIDGE SYSTEM – Bridge System Operations and Maintenance.”]

Source: The Authority.

The levels of traffic assumed, toll revenue projected, additional bonds debt service projected and maintenance and operations expenses projected in the foregoing are based solely upon estimates and assumptions made by the Authority. Actual levels of traffic and toll revenue have differed, will differ, and may differ materially, from the levels projected. Actual interest earnings, debt service interest rates, interest subsidy payments, swap revenues and maintenance and operations expenses could also differ materially from the forecast.

The interest earnings shown in the table above are calculated assuming that the Authority’s investment rate forecasts, which range from 0.19% to 2.00%, are realized, on average, by the Authority in its investment of cash balances, including debt service reserve funds.

Maintenance and Operations Expenses shown in the table above are projected to include all Maintenance and Operation Expenses as defined in the Subordinate Indenture, which include operating expenses incurred by the Authority and other operating agencies.

The debt service coverage ratios set forth in the foregoing table are for information purposes only. The Authority is only required to meet the coverage ratios specified in the Indenture. See “SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS – Certain Provisions of the Senior Indenture – Toll Rate Covenants” and “—Certain Provisions of the Subordinate Indenture – Toll Rate Covenants” in the forepart of this Official Statement. Coverage ratios are also taken into account in determining the amount of toll bridge revenue bonds and parity obligations the Authority can issue. See “SECURITY AND SOURCES OF PAYMENT FOR THE TOLL BRIDGE REVENUE BONDS – Certain Provisions of the Senior Indenture – Additional Bonds Test” and “—Certain Provisions of the Subordinate Indenture – Additional Bonds Test” in the forepart of this Official Statement.

## **CAPITAL PROJECTS AND FUNDING**

The Authority is authorized to use bridge toll revenues to fund capital projects, which have been authorized pursuant to certain programs described below.

### **Bridge Rehabilitation Program**

The Authority funds capital rehabilitation and operational improvement projects on the Bridge System designed to maintain and ensure the long-term safe operation of the Bridge System and associated toll facilities. The Authority commissioned a study by KPMG in 2011, which was most recently updated in November 2017, to assess its planned maintenance, repair and rehabilitation schedules for the Bridge System. The Authority currently anticipates funding such rehabilitation and operational improvement projects in the amount of approximately \$51.3 million for FYE 2021. The Authority spent approximately \$185 million on the rehabilitation and operational improvement projects in FYE 2020. See “COVID-19 PANDEMIC – COVID-19 Pandemic Response and Recovery Planning” for a discussion of the Authority’s decision to reduce spending on the rehabilitation and operational improvement projects in FYE 2021 as a result of the expected decrease of Bridge Toll Revenues caused by the COVID-19 pandemic. The Authority expects that actual maintenance, repair and rehabilitation costs will vary from year to year, largely as a



result of the anticipated schedule for major rehabilitation of individual bridges, and that maintenance and repair costs generally will increase each year, which may result in deferring certain projects until funding is available. The Bridges are inspected regularly, and from time to time those inspections identify necessary maintenance and repair work that is not anticipated in the schedule. Ongoing maintenance, repair and major rehabilitation work on the Bridges may require the temporary closure of a Bridge from time to time. The Authority anticipates undertaking major rehabilitation or replacement of one or more bridges in the Bridge System while its Bonds are Outstanding, but the Authority cannot predict the timing or costs of such work.

### **AB 1171 Capital Projects**

Pursuant to Section 31010 of the Act (as amended by Assembly Bill 1171 (“AB 1171”) adopted in 2001), excess toll revenue generated from the seismic surcharge after a specified commitment for funding the Seismic Retrofit Program projects is achieved is required to be collected by the Authority and remitted to fund transportation and transit projects similar to those authorized by RM1 and RM2. The amount of such funds currently is programmed by MTC to be \$570 million and has been budgeted by the Authority to fund specified transportation projects such as the Doyle Drive replacement project, the extension of the Bay Area Rapid Transit system to east Contra Costa County, the Transbay Transit Center, improvements to the interchange of Highway 80 and Highway 680, and other transit and corridor improvement projects. As of June 30, 2020, approximately \$[ ] million of the funds programmed have been spent on specified transportation projects.

### **Seismic Retrofit Program**

As described above under “THE BRIDGE SYSTEM – Seismic Retrofit of the Bridge System,” since 1989, California laws have required the seismic retrofit of each Bridge within the Bridge System. All seven bridges in the Bridge System have now undergone either a seismic retrofit or a replacement of existing structures. A combination of funding including Bridge tolls, proceeds of Bonds of the Authority, and State and federal funding have provided funds for the Seismic Retrofit Program.

The Seismic Retrofit Program is complete. The new eastern span of the San Francisco-Oakland Bay Bridge has transitioned from a construction phase to an operations and maintenance phase under the oversight of Caltrans and the Authority. The Authority has closed out all construction contracts. The Toll Bridge Program Oversight Committee, which was established by legislation enacted in 2005 to provide project oversight and a project control process for the Seismic Retrofit Program projects, has concluded its oversight role with respect to the Seismic Retrofit Program.

### **Regional Measure 1 and Regional Measure 2 Projects**

Regional Measure 1 (“RM1”), which was approved by voters, authorized the Authority to pay for specified highway and bridge enhancement projects. The RM1 program was completed as of the close of FYE 2013.

Voters also approved Regional Measure 2 (“RM2”), which authorizes the Authority to contribute up to \$1.589 billion to 40 transit, highway and bridge enhancement and improvement projects to reduce congestion or to make improvements to travel in the toll bridge corridors. Generally, RM2 funding covers only a portion of each project’s total cost. RM2 also authorizes the Authority to contribute funds every year for operating costs of specified public transportation agencies as another component of the regional traffic relief plan set forth in the ballot measure (the “RM2 Operating Transfers” described above under “THE BRIDGE SYSTEM – Payments to MTC”).

As of June 30, 2020, only approximately \$[ ] million of RM2 Projects remained to be allocated or spent out of the total budget of \$1.589 billion. Under the Act, the Authority may fund its specified RM2 Projects by issuance of additional toll bridge revenue bonds or transfer of Bridge Toll Revenues in an amount not to exceed \$1.589 billion, but the Authority is under no obligation to provide funding for any project beyond the amount expressly provided in RM2 or to increase funding for all of the RM2 Projects beyond the aggregate authorization.

### **SB 595/Regional Measure 3 Projects**

On June 5, 2018, a majority of Bay Area voters approved RM3, which authorizes the Authority to finance \$4.45 billion of highway and transit improvements in the toll bridge corridors and their approach routes consistent with the RM3 expenditure plan specified by the Legislature in SB 595.

As described below under “LITIGATION – Challenges to SB 595 and RM3,” two legal actions are pending with respect to SB 595 and RM3. The Authority cannot predict the outcome of such litigation at this time. See “LITIGATION – Challenges to SB 595 and RM3.”

### **Additional Projects**

From time to time, the Authority has funded projects based on findings that such projects will improve the functioning or use of one or more of the Bridges. Additionally, the Authority evaluates the need for future projects and the need for any increases in toll rates for such projects. See “THE BRIDGE SYSTEM – Bridge Toll Rates” above.

[The Authority included approximately [\$ ] million in its current capital budget through the Fiscal Year ending June 30, 2021 for projects consisting of the conversion of high-occupancy lanes to express lanes for the regional MTC Express Lanes.] Revenue from the MTC Express Lanes is not pledged as a source of payment for the Authority’s Secured Obligations. See “RELATED ENTITIES – Bay Area Infrastructure Financing Authority – *Bay Area Express Lanes*” for further information on the Bay Area Express Lanes.

The Transit Core Capacity Challenge Grant Program seeks to fund the replacement of all or a portion of the rolling stock of buses, streetcars and rail cars of the Alameda-Contra Costa Transit District, the San Francisco Municipal Transportation Agency and the Bay Area Rapid Transit District. In 2013, the Commission pledged \$7.5 billion in federal, state and local funds over 15 years to fund the program. MTC expects to fund the Core Capacity Challenge grants with more than \$3 billion in federal transportation money, \$875 million expected through the State cap and trade program and some \$250 million of Bridge Toll Revenues through 2028.

## **LITIGATION**

### **General**

There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, pending or, to the knowledge of the Authority, threatened against the Authority in any way affecting the existence of the Authority or the titles of its officers to their respective offices or seeking to restrain or to enjoin the issuance, sale or delivery of the [2021 Series ] Bonds, the application of the proceeds thereof in accordance with the Senior Indenture and the Subordinate Indenture, the collection or application of the Bridge Toll Revenues (except as described below under the heading “—Challenges to SB 595 and RM3” with respect to the SB 595 Toll Increases), or the statutory lien thereon, in any way contesting or affecting the validity or enforceability of the [2021 Series ] Bonds

or the Senior Indenture or the Subordinate Indenture, in any way contesting the completeness or accuracy of this Official Statement or the powers of the Authority with respect to the [2021 Series \_\_\_] Bonds or the Senior Indenture or the Subordinate Indenture, or which could, if adversely decided, have a materially adverse impact on the Authority's financial position or the Authority's ability to collect Bridge Toll Revenues (except as described below under the heading "—Challenges to SB 595 and RM3" with respect to the SB 595 Toll Increases).

Members of the public and advocacy groups from time to time assert that they intend to file a legal action against the Authority challenging certain programs, laws or actions that the Authority or its officers or related entities have taken. Because the Authority cannot be certain as to whether such actions will actually be filed, the legal assertions that may be made in a potential action or the remedy sought in terms of the amount of damages or performance requested of the Authority, the Authority includes as threatened litigation only situations in which the Authority is engaged in active settlement negotiations with a person or advocacy group in order to pre-empt filing of a lawsuit.

See "OUTSTANDING AUTHORITY OBLIGATIONS – Qualified Swap Agreements – *LIBOR Litigation*" for a discussion of another pending lawsuit that was initiated by the Authority.

### **Class Actions**

***[SUBJECT TO REVIEW/UPDATE PRIOR TO POS POSTING]*** [The Authority is defending against three class action complaints, which are now consolidated (collectively, the "AET Lawsuits"), in San Francisco Superior Court against the Authority and other defendants claiming deficiencies in policies and procedures with regard to the processing and assessment of violation penalties by the AET collection system on the Golden Gate Bridge. AET is currently in effect only on the Golden Gate Bridge and is not currently in effect on any of the Bridge System bridges. However, the Authority is currently in the process of converting toll collections on all of the Bridge System bridges to AET, which conversion the Authority expects to complete in [FYE 2025]. Currently, the AET Lawsuits do not directly implicate the toll collection system on any of the Bridge System bridges. The Authority previously contracted with Xerox (now Conduent) for management of the toll collection customer service center for the Golden Gate Bridge as well as all the bridges in the Bridge System as described under "THE BRIDGE SYSTEM – Bridge Toll Collection – *FasTrak Regional Customer Service Center*." Class certification in the AET Lawsuits is complete.

Additional class action lawsuits were filed in San Francisco Superior Court against the Authority and others alleging deficiencies in the tolling program on the Golden Gate Bridge, as well as two of the Bridge System bridges. These class actions also allege that the Authority and other defendants improperly disclose motorists' Personally Identifiable Information in violation of various privacy statutes.

The AET Lawsuits and the additional lawsuits seek actual damages, restitution, attorneys' fees, a writ of mandate (the AET Lawsuits only), and injunctive and declaratory relief. Based on the facts known to the Authority as of the date hereof, the Authority does not expect the AET Lawsuits or the additional lawsuits to have a material adverse impact on its revenues or its ability to pay its obligations, including the [2021 Series \_\_\_] Bonds.

### **Challenges to SB 595 and RM3**

***[SUBJECT TO REVIEW/UPDATE PRIOR TO POS POSTING]*** [On July 5, 2018, several plaintiffs, including the Howard Jarvis Taxpayers Association, filed suit against the Authority and the State Legislature in San Francisco Superior Court (the "Superior Court") seeking to invalidate SB 595 and RM3. On October 10, [2018,] the Superior Court granted the Authority's motion for judgment on the pleadings

with leave for plaintiffs to amend. On October 22, 2018, the plaintiffs filed a First Amended Complaint seeking declaratory relief and invalidation of SB 595 and RM3 (the “FAC”). Plaintiffs in the FAC asserted that: (i) SB 595 is a change in state statute resulting in a higher tax which would require approval of two-thirds of all members of the State Legislature, and it did not meet such vote threshold, and (ii) RM3 is a special tax which would require two-thirds voter approval. On April 3, 2019, the Superior Court granted the Authority’s and the State Legislature’s motions for judgment on the pleadings against the FAC without leave to amend and, on April 17, 2019, entered judgment for the Authority and the State Legislature. On May 20, 2019, the Howard Jarvis Taxpayers Association filed a notice of appeal to the California Court of Appeal, First Appellate District. On June 29, 2020, the Court of Appeal affirmed the Superior Court’s judgment in a precedential opinion, agreeing with the Authority’s arguments. See *Howard Jarvis Taxpayers Ass’n v. Bay Area Toll Auth.* (2020) 51 Cal.App.5th 435. On August 10, 2020, the Howard Jarvis Taxpayers Association petitioned the California Supreme Court for review of that decision. On October 14, 2020, the Supreme Court granted review and deferred further briefing pending resolution of a related case. The Authority continues to disagree with plaintiffs’ allegations and characterizations of SB 595 and RM3 and intends to vigorously defend its position on appeal.

On August 3, 2018, Randall Whitney, representing himself, filed suit against MTC and other unnamed defendants in the Superior Court asserting, among other things, that: (i) SB 595 is unconstitutional, and (ii) that RM3 is a special tax which would require 2/3 voter approval (the “MTC Litigation” and, together with the FAC, the “Challenges to SB 595 and RM3”). The petition in the MTC Litigation seeks, among other things, a writ of mandate “ordering MTC to nullify the RM3 tax.” MTC filed a motion for judgment on the pleadings for all claims in the MTC Litigation with the exception of one relating to a California Public Records Act request and, on June 11, 2019, the Superior Court granted MTC’s motion for judgment on the pleadings without leave to amend. The claim relating to the California Public Records Act request was subsequently dismissed by motion of the plaintiff on July 11, 2019, and judgment was thereafter entered by the court. The plaintiff, and his newly retained attorney from the Howard Jarvis Taxpayers Foundation, filed an appeal of the Superior Court’s ruling on the motion for judgment on the pleadings. A motion to consolidate the appeals in the Challenges to SB 595 and RM3 was granted by the appellate court. The Court of Appeal opinion disposed of this appeal as well, and the case remains consolidated now that it is before the California Supreme Court. The Authority and MTC continue to disagree with plaintiff’s allegations and characterizations of SB 595 and RM3 in the MTC Litigation, and MTC intends to vigorously defend this position.

The Authority believes the Challenges to SB 595 and RM3 are flawed, but the Authority cannot predict the result or timing of any decisions by the appellate courts in these matters. Were an appellate court ultimately to agree with the plaintiffs in connection with the consolidated Challenges to SB 595 and RM3, the Authority might be prohibited from collecting or using any Bridge Toll Revenues derived from the SB 595 Toll Increases for any purpose, including without limitation those specified in SB 595, RM3 and the RM3 expenditure plan. Were SB 595 or RM3 invalidated or otherwise voided by an appellate court in the future, though, the loss of Bridge Toll Revenues attributable to the SB 595 Toll Increases would not impair the ability of the Authority to collect existing tolls and pay principal of and interest on the 2020 Series F-1 Bonds and all other outstanding bonds of the Authority.

As described above, the Authority adopted a new toll schedule effective January 1, 2019, which increased tolls on the Bridges by \$1.00 as part of implementing SB 595 and RM3. The SB 595 Toll Increases, including revenues relating to such \$1.00 increase, are and will continue to be deposited by the Authority and held in the SB 595 Escrow Account until each of the Challenges to SB 595 and RM3 reaches a final, non-appealable resolution and further action consistent with such final, non-appealable resolutions is taken by the Authority. There can be no guarantee that the Authority will not in the future be compelled, by court order in the consolidated Challenges to SB 595 and RM3 or otherwise, to budget, expend, allocate, transfer or otherwise dispose of some or all of the amounts on deposit in the SB 595 Escrow Account.]

## LEGISLATION

***[SUBJECT TO REVIEW/UPDATE PRIOR TO POS POSTING*** [From time to time, bills are introduced in the State Legislature that may impact the Authority. The State Legislature convened in [December 2020] for its 2021-2022 session (the “2021-2022 Legislative Session”), which is ongoing as of the date of this Official Statement. The Authority is not aware of any pending legislation which could have a material adverse effect on the Authority’s finances or operations. [The Authority cannot predict the bills that may be introduced in the State Legislature during the 2021-2022 Legislative Session and what impact they might have on the Authority.]

Date: January 27, 2021  
W.I.: 1254  
Referred by: BATA Oversight

ABSTRACT

BATA Resolution No. 142

This resolution authorizes 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 Bay Area Toll Authority Oversight Summary Sheet dated January 13, 2021.

Date: January 27, 2021  
W.I.: 142  
Referred by: BATA Oversight

BAY AREA TOLL AUTHORITY  
RESOLUTION NO. 142

WHEREAS, the Bay Area Toll Authority (the “Authority”) has outstanding \$5,296,625,000 principal amount of toll bridge revenue bonds (together with any bonds subsequently issued pursuant to the Master Indenture as authorized under this Resolution, 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 \$3,696,755,000 principal amount of subordinate toll bridge revenue bonds (together with any bonds subsequently issued pursuant to the Subordinate Indenture as authorized under this Resolution, the “Subordinate Bonds”) issued pursuant to its Subordinate Indenture, dated as of June 1, 2010, as amended and supplemented (the “Subordinate Indenture”); and

WHEREAS, it will be in the best interests of the Authority to issue (i) refunding Senior Bonds (the “Senior Refunding Bonds”) from time to time to refund outstanding Senior Bonds and related obligations, or (ii) refunding Subordinate Bonds (the “Subordinate Refunding Bonds” and, together with the Senior Refunding Bonds, the “Refunding Bonds”) from time to time to refund outstanding Senior Bonds, outstanding Subordinate Bonds, and related obligations, in each case pursuant to Chapter 4, Chapter 4.3 and Chapter 4.5 of Division 17 of the California Streets and Highways Code, and 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, the Authority desires now to authorize the issuance, sale, execution and delivery of Refunding Bonds in one or more series from time to time through January 31, 2023 or otherwise on a forward delivery or delayed delivery basis; and

WHEREAS, the Authority has entered into a Reimbursement Agreement, dated October 16, 2014, as amended by the First Amendment to the Reimbursement Agreement, dated



June 15, 2017 and as further amended by the Second Amendment to the Reimbursement Agreement, dated August 1, 2019 (collectively, 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 to convert outstanding Senior Bonds that are variable rate demand bonds to another interest rate mode or modes; and

WHEREAS, the Authority has outstanding interest rate swaps in the aggregate notional amount of \$1,440,000,000 (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, in whole or in part, including for purposes of specifying alternative reference rates in connection with the anticipated phase out of the London Interbank Offered Rate (“LIBOR”); 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, and asset or other swap agreements; and

WHEREAS, to facilitate the offering and sale of Refunding Bonds and the remarketing of Senior Bonds that are variable rate 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 in connection with, and to reflect the terms and conditions of, the issuance of Refunding Bonds, or the remarketing of Senior Bonds that are variable rate bonds being converted to a new interest rate period, mode or modes, or due to a change in credit or liquidity facility; and



WHEREAS, in compliance with California Government Code Section 5852.1, the Authority has obtained from its financial advisor good faith estimates with respect to the Refunding Bonds which are attached as part of the staff report provided in connection with this Resolution and available to the public at this meeting; 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, sale, execution and delivery (including by bond exchange), from time-to-time, of Refunding Bonds to refund any outstanding Senior Bonds or outstanding Subordinate Bonds in one or more series and in one or more public offerings or private placements in accordance with the terms of the Master Indenture, the Subordinate Indenture, Chapter 4, Chapter 4.3 and Chapter 4.5 of Division 17 of the California Streets and Highways Code, and 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, bearing either taxable or tax-exempt variable interest rates, fixed interest rates, or fixed interest rates that include coupon payments that change over the life of such bonds according to a schedule or the tax status of the bonds, or any combination thereof, to pay (collectively, the “Bond Refunding Costs”):

- (1) the principal or redemption price of outstanding Senior Bonds, outstanding Subordinate Bonds or Parity Obligations to be refunded;
- (2) all expenses incident to the calling, retiring or paying of such Senior Bonds, Subordinate Bonds or Parity Obligations and the Costs of Issuance of such Refunding Bonds or Parity Obligations (including, without limitation, surety, insurance, liquidity and credit enhancements costs, such as reserve fund deposits, and swap-related payments), provided that the underwriters’ discount (excluding any original issue discount) or underwriting fee shall not exceed 1.00% of the aggregate principal amount of tax-exempt Refunding Bonds issued and 2.00% of the aggregate principal amount of taxable Refunding Bonds issued, and other Costs of Issuance (excluding

surety, insurance, liquidity and credit enhancements costs, such as reserve fund deposits, and any costs relating to swaps) shall not exceed 1.00% of the aggregate principal amount of Refunding Bonds issued; and

- (3) interest on all outstanding Senior Bonds, Subordinate Bonds or Parity Obligations to be refunded to the date such Senior Bonds, Subordinate Bonds or Parity Obligations will be called for redemption or paid at maturity; and
- (4) interest on the Refunding Bonds or Parity Obligations from the date thereof to the date of payment or redemption of the Senior Bonds, Subordinate Bonds or Parity Obligations to be refunded;

provided that:

- (A) the net present value economic benefit threshold of 3% in MTC Resolution No. 4265 (as it may be amended, supplemented or replaced from time to time, the “Debt Policy”) shall apply to such refundings unless the Chief Financial Officer and the Executive Director (or, should the Executive Director not be available, a Deputy Executive Director designated by the Executive Director) 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, such as the refunding of outstanding Senior Bonds or Subordinate Bonds becoming subject to mandatory or optional redemption or tender in connection with the expiration of any interest rate period; and
- (B) the maximum principal amount of Refunding Bonds authorized in this Resolution shall not exceed the amount necessary to pay the Bond Refunding Costs; and
- (C) the Refunding Bonds authorized hereby shall not be issued after January 31, 2023 without further authorization by the Authority; provided that, Refunding Bonds issued on a forward delivery or delayed delivery basis are permitted to be issued and

delivered after January 31, 2023 so long as the forward delivery or delayed delivery purchase contract or other sale agreement is executed prior to January 31, 2023; 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 Refunding Bonds and 50 years from their date of issuance in the case of taxable Refunding Bonds), interest rate or rates, terms of redemption, and other terms of each series of Refunding 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 Refunding Bonds as finally executed by the Executive Director or the Chief Financial Officer, provided that the true interest cost for fixed interest rate Refunding Bonds may not exceed 5.00% per annum for additional tax-exempt Senior Bonds, 5.25% per annum for additional tax-exempt Subordinate Bonds, and 6.25% per annum for additional taxable bonds, and the interest rate for variable interest rate Refunding Bonds may not exceed 12% per annum except with respect to any variable interest rate Refunding 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 Refunding 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 Refunding Bonds, the terms of tender and purchase of Refunding Bonds, and the other terms of variable interest rate Refunding 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 private placements of such Refunding Bonds on parity with the Senior Bonds or the Subordinate Bonds or to establish terms and conditions relating to the issuance of fixed interest rate Refunding Bonds having coupon payments that change over the life of the bonds according to a schedule or the tax status of the

bonds, 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 be it further

RESOLVED, that 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 Authority's variable interest rate bonds at a price equal to the principal amount of such 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 bonds; and be it further

RESOLVED, that 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 Authority's outstanding fixed interest rate bonds, including without limitation in connection with a tender offer undertaken by the Authority, on a date or dates selected by the Authority, provided that the Chief Financial Officer determines (with the advice of the Authority's financial advisor) that it is in the best interests of the Authority to proceed with such purchase to achieve 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, in each case if such officer determines that it is in the best interests of the Authority to so purchase such bonds; and be it further

RESOLVED, that the Authority hereby authorizes the execution of one or more additional reimbursement agreements, credit or liquidity support agreements (collectively, the "Credit Support Agreements"), in substantially the form of the Authority's existing Reimbursement 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 Credit 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 bonds to interest rates that do not require credit or liquidity support; and be it further

**RESOLVED**, that the Authority hereby authorizes each Authorized Representative (as defined in the Master Indenture) to cause any variable rate Senior Bonds to be remarketed or converted to a new interest rate period or 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, remarketing costs, 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 Senior Bonds and Subordinate 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 Senior Bonds and Subordinate Bonds, including without limitation for purposes of specifying alternative reference rates in connection with the anticipated phase out of LIBOR, 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 or Subordinate 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, in whole or in part, including to replace or enter into one or more novations with respect to, existing swap agreements related to Senior Bonds and Refunding Bonds;
- (2) to hedge the Authority's exposure to interest rate risk on all or any portion of the Refunding 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 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 any Senior Bonds, Subordinate Bonds or Refunding 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 the resulting fixed payment obligations of the Authority shall not exceed 4.00% per annum if the related Senior Bonds, including Refunding Bonds, bear tax-exempt interest rates, 4.25% per annum if the related Refunding Bonds are Subordinate Bonds and bear tax-exempt interest rates, and 5.50% per annum if the related Senior Bonds, Subordinate Bonds or Refunding 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 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 the Senior Bonds, the Subordinate Bonds, or the Refunding Bonds that are 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 be it further

RESOLVED, that through the period ending January 31, 2023, the Authority hereby authorizes and delegates authority to each Authorized Representative (as defined in the Master Indenture) to update, as required from time-to-time, the Official Statement, including without limitation Appendix A thereto, with such changes, amendments and supplements therein as are approved by either of them, including changes to reflect the Authority's audited financial statements for Fiscal Years ending June 30, 2021 and June 30, 2022, respectively, once they have been finalized, delivered to and accepted by the Authority, 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, through January 31, 2023; and be it further

RESOLVED, that the Authority hereby authorizes and delegates authority to each Authorized Representative (as defined in the Master Indenture) to update the Official Statement for any Refunding Bonds issued on a forward delivery or delayed delivery basis, including updates after January 31, 2023 if such an update is a requirement under the applicable forward delivery or delayed delivery purchase contract or other sale agreement and such agreement is executed prior to January 31, 2023; 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, offers to tender or exchange bonds, offers to purchase bonds, tender agent agreements, dealer manager agreements, purchase/repurchase agreements, exchange agreements, credit or liquidity support agreements, reimbursement agreements, swap agreements, escrow agreements, continuing disclosure agreements and purchase contracts, including purchase contracts on a standard delivery basis or on a forward delivery or delayed delivery basis (all such documents are collectively 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 the anticipated



phase out of LIBOR by, among other things, specifying alternative reference rates in connection new or existing swaps, or to accommodate forward delivery or delayed delivery bonds or private placements of bonds, or to establish terms and conditions related to the issuance of fixed interest rate Refunding Bonds having coupon payments that change over the life of the bonds according to a schedule or by tax status of such Refunding Bonds, 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 (including, without limitation, fee agreements), 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 Refunding 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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Scott Haggerty, Chair

The above resolution was entered into by  
the Metropolitan Transportation  
Commission at a regular meeting of the  
Commission held in San Francisco,  
California and at remote locations on  
January 27, 2021.