



Metropolitan Transportation Commission Meeting Minutes

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

Bay Area Toll Authority Oversight Committee

Committee Members:

Amy R. Worth, Chair Warren Slocum, Vice Chair

*Jeannie Bruins, Carol Dutra-Vernaci, Federal D. Glover,
Nick Josefowitz, Alfredo Pedroza, Hillary Ronen, Libby Schaaf
Non-Voting Member: Tony Tavares*

Wednesday, February 13, 2019

9:35 AM

Board Room - 1st Floor

Call Meeting to Order

1. Roll Call / Confirm Quorum

Present: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth, and Commissioner Slocum

Absent: 2 - Ronen, and Commissioner Schaaf

Non-Voting Member Absent: Commissioner Tavares

Ex Officio Voting Members Present: Commission Chair Mackenzie and Commission Vice Chair Haggerty

Ad Hoc Non-Voting Members Present: Commissioner Giacomini, Commissioner Halsted, Commissioner Papan, and Commissioner Rabbitt

2. Consent Calendar

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

Aye: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth and Commissioner Slocum

Absent: 2 - Ronen and Commissioner Schaaf

2a. [19-0032](#) Minutes of the January 9, 2019 meeting

Action: Committee Approval

2b. [19-0033](#) BATA Financial Statements for December 2018

Action: Information

Presenter: Raymond Woo

- 2c. [19-0048](#) Bond Counsel and Public Finance Counsel Bench and Contracts - Law Firms Pre-Qualified to Provide Bond Counsel and Public Finance Counsel Services (\$200,000 per year):
- i. Orrick, Herrington & Sutcliffe, LLP (Orrick)
 - ii. Kutak Rock LLP (Kutak)

Action: Committee Approval

Presenter: Matthew Lavrinets

- 2d. [19-0052](#) Contract Change Order - FasTrak® Regional Customer Service Center: Support VTA 237 Express Lane: Conduent State and Local Solutions, Inc. (\$1,500,000)

Action: Committee Approval

Presenter: Beth Zelinski

- 2e. [19-0089](#) Contract Amendment - On-Call Design Services: Dumbarton Forward Operational Improvements Project: HDR Engineering, Inc. (\$2,000,000)

Action: Committee Approval

Presenter: Michelle Go

3. Approval

- 3a. [18-1040](#) Contract: Credit Card Processing for the FasTrak® Electronic Toll Collection (ETC) Program: Bank of America Merchant Services (\$80,000,000)

A request for approval of a five-year contract with Bank of America Merchant Services for credit card processing services for the FasTrak® Customer Service Center.

Action: Committee Approval

Presenter: Brian Mayhew

Upon the motion by Commissioner Pedroza and the second by Commissioner Dutra-Vernaci, the Committee unanimously approved the contract with Bank of America Merchant Services. The Committee also directed staff to look into the GSA contract as an option for future credit card processing. The motion carried by the following vote:

Aye: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth and Commissioner Slocum

Absent: 2 - Ronen and Commissioner Schaaf

3b. [19-0075](#) Resilient SR 37 Program Memorandum of Understanding

A request for approval of an MOU between BATA, Caltrans, and the four North Bay Congestion Management Agencies that defines roles and responsibilities for delivering the Resilient SR 37 Program to address flooding, congestion, and sea level rise adaptation in corridor.

Action: Authority Approval

Presenter: Ashley Nguyen

Upon the motion by Commissioner Dutra-Vernaci and the second by Commissioner Glover, the Committee unanimously approved the referral of the Resilient SR 37 Program Memorandum of Understanding to the Authority for approval. The motion carried by the following vote:

Aye: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth and Commissioner Slocum

Absent: 2 - Ronen and Commissioner Schaaf

3c. [19-0071](#) Commercial Lease Extension - 375 Beale Street, Suites 200A and 300C: Bay Area Headquarters Authority - FasTrak® Regional Customer Service Center (estimated at \$4,200,000)

A request for authorization to enter into an extension of the lease agreement (the BATA Lease) with the Bay Area Headquarters Authority (BAHA) for the FasTrak® Regional Customer Service Center (CSC) space.

Action: Authority Approval

Presenter: Andrew Fremier

Upon the motion by Commissioner Glover and the second by Commissioner Bruins, the Committee unanimously approved the referral of the FasTrak® Regional Customer Service Center commercial lease extension to the Authority for approval. The motion carried by the following vote:

Aye: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth and Commissioner Slocum

Absent: 2 - Ronen and Commissioner Schaaf

3d. [19-0077](#) Good Faith Estimate \$150 million BATA Refunding

A request for acceptance of a good faith estimate prepared by Public Financial Management (PFM) covering the upcoming refinancing of BATA 2007 Series A-1 and 2007 Series E-3 bonds.

Action: Committee Approval

Presenter: Brian Mayhew

Upon the motion by Commissioner Bruins and the second by Commissioner Glover, the Committee unanimously approved the Good Faith Estimate of costs for the \$150 million BATA Refunding. The motion carried by the following vote:

Aye: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth and Commissioner Slocum

Absent: 2 - Ronen and Commissioner Schaaf

3e. [19-0081](#) Funding Agreement - Bay Restoration Regulatory Integration Team: San Francisco Bay Restoration Authority (\$500,000)

A request for Committee authorization to enter into a funding agreement with the San Francisco Bay Restoration Authority (SFBRA) to support the Bay Restoration Regulatory Integration Team (BRRIT) with flood management and public access on the San Francisco Bay shoreline.

Action: Committee Approval

Presenter: Peter Lee

Upon the motion by Commissioner Bruins and the second by Commissioner Dutra-Vernaci, the Committee unanimously approved the funding agreement with San Francisco Bay Restoration Authority. The motion carried by the following vote:

Aye: 7 - Commissioner Bruins, Commissioner Dutra-Vernaci, Commissioner Glover, Commissioner Josefowitz, Commissioner Pedroza, Worth and Commissioner Slocum

Absent: 2 - Ronen and Commissioner Schaaf

4. Public Comment / Other Business

5. Adjournment / Next Meeting

The next meeting of the Bay Area Toll Authority Oversight Committee will be held on March 6, 2019 at 1:30 p.m. at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA 94105.