

**AMENDMENT NO. 2 TO  
RESTATED AND AMENDED COOPERATIVE AGREEMENT BETWEEN  
THE CALIFORNIA DEPARTMENT OF TRANSPORTATION  
AND THE BAY AREA TOLL AUTHORITY  
RELATING TO THE BRIDGES**

THIS AMENDMENT NO. 2 TO THE RESTATED AND AMENDED COOPERATIVE AGREEMENT BETWEEN THE CALIFORNIA DEPARTMENT OF TRANSPORTATION AND THE BAY AREA TOLL AUTHORITY RELATED TO THE BRIDGES, IS MADE, ENTERED INTO AND EFFECTIVE ON July 1, 2020 by and between the STATE OF CALIFORNIA, acting by and through its Department of Transportation, hereinafter referred to as “DEPARTMENT,” and the BAY AREA TOLL AUTHORITY (BATA), hereinafter referred to as “AUTHORITY.”

RECITALS

1. AUTHORITY was created pursuant to Section 30950, *et seq.* of the California Streets and Highways Code (SHC), which transferred certain California Transportation Commission (CTC) and DEPARTMENT responsibilities for the disposition of toll revenues collected from toll bridges owned and operated by DEPARTMENT in the San Francisco Bay Area.
2. DEPARTMENT and AUTHORITY (PARTIES) entered into an Agreement (Master Cooperative Agreement 4-2078) on April 25, 2006, which was amended and restated on June 13, 2011(4-2078-A1) and then amended again on July 1, 2015 (4-2078-A2), hereinafter referred to as “AGREEMENT” to cooperatively maintain, operate, construct, rehabilitate, and retrofit the toll bridges owned and operated by DEPARTMENT in the San Francisco Bay Area.
3. Section VIII, Article 6 of the amended and restated AGREEMENT (4-2078-A1) provides that AGREEMENT shall be subject to re-adoption as amended by the parties effective July 1, 2015, and every ten (10) years thereafter. PARTIES entered into an amendment 4-2078-A2 re-adopting the AGREEMENT and reducing the subsequent periods of re-adoption to five (5) year terms.
4. PARTIES were in the process of amending AGREEMENT prior to re-adoption this year. However, due to COVID-19 related circumstances, PARTIES have agreed to proceed with re-adoption without amending the terms of the AGREEMENT. PARTIES intend to execute an amendment to the AGREEMENT within one year from the date of re-adoption.
5. The PARTIES hereto wish to enter into this Amendment No. 2 to re-adopt the AGREEMENT.

IT IS THEREFORE MUTUALLY AGREED:

- 6. As hereby amended, the terms and conditions of the AGREEMENT shall remain in full force and effect to July 1, 2025.
- 7. This Amendment to the AGREEMENT (4-2078-A3) is hereby deemed to be part of AGREEMENT.

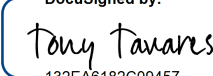
PARTIES have delegated to the undersigned the authority to execute this AMENDMENT on behalf of their respective agencies. PARTIES have followed all the necessary legal requirements and covenants to validly execute this AMENDMENT.

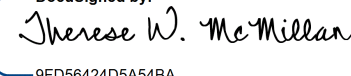
This AMENDMENT may be executed and delivered in counterparts, and by each PARTY in a separate counterpart, each of which when so executed and delivered shall constitute an original and all of which taken together shall constitute one and the same instrument.

The PARTIES acknowledge that executed copies of this AMENDMENT may be exchanged by facsimile or electronic mail (E-Mail), and that such copies shall be deemed to be effective as originals.

STATE OF CALIFORNIA  
Department of Transportation

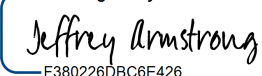
BAY AREA TOLL AUTHORITY

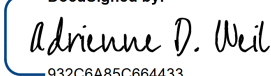
DocuSigned by:  
  
 By: \_\_\_\_\_  
 Tony Tavares, District Director  
 Department of Transportation

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Therese W. McMillan, Executive Director  
 Bay Area Toll Authority

Certified as to budgeting of funds:

Approved as to form:

DocuSigned by:  
  
 \_\_\_\_\_  
 District Budget Manager  
 Department of Transportation

DocuSigned by:  
  
 \_\_\_\_\_  
 Adrienne D. Weil, General Counsel  
 Bay Area Toll Authority