



**BAY AREA TOLL AUTHORITY**  
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**January 3, 2014**  
**REQUEST FOR QUALIFICATIONS**  
**for**  
**UNDERWRITING SERVICES**

Dear Underwriter:

The Bay Area Toll Authority (BATA) invites your firm to submit a Statement of Qualifications (SOQ) to provide underwriting services.

This letter, together with its enclosures, comprises the Request for Qualifications (RFQ) for this project. Responses to the RFQ should be submitted according to the instructions outlined herein.

This letter together with its enclosures comprises the Request for Qualifications (RFQ) for this project. You may download a copy of the RFQ and additional available reference material from the Metropolitan Transportation Commission's (MTC's) website at <http://procurements.mtc.ca.gov/>. Responses should be submitted according to the instructions set forth in this RFQ.

**I. SOQ Due Date**

Interested firms are asked to submit an original and six (6) hard copies of their SOQs meeting the requirements specified herein by **4:00 p.m. (PST), Friday, January 17, 2014**. **SOQs received after that date and time will not be considered.** SOQs shall be considered firm offers to enter into a contract and provide the services described for a period of one hundred twenty (120) days from the date of submittal.

**II. BATA Point of Contact**

SOQs and all inquiries relating to this RFQ shall be submitted to the BATA Project Manager at the contact information shown below.

Susan Woo, Project Manager  
Bay Area Toll Authority  
Joseph P. Bort MetroCenter  
101 Eighth St.  
Oakland, CA 94607-4700  
Telephone: (510) 817-5729  
Email: [swoo@mtc.ca.gov](mailto:swoo@mtc.ca.gov)

Thank you for your participation.

Sincerely,

A handwritten signature in blue ink that reads "Andy Fremier". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Andrew B. Fremier  
Deputy Executive Director, Operations

SH:sw

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REQUEST FOR QUALIFICATIONS

to the

BAY AREA TOLL AUTHORITY

UNDERWRITING SERVICES

January 3, 2014

Joseph P. Bort MetroCenter  
101 Eighth Street  
Oakland, CA 94607-4700

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## **I. BACKGROUND & DESCRIPTION OF WORK**

### **A. *Background***

The Bay Area Toll Authority (BATA) was created by California statute in 1997 to administer toll revenue collections, as well as the financing of improvement programs, for the following seven state-owned toll bridges in the San Francisco Bay area. The bridges are the Antioch, Benicia, Carquinez, Dumbarton, Richmond-San Rafael, San Francisco Oakland Bay Bridge (SFOBB), and San Mateo bridges. BATA currently has an \$8.6 billion debt portfolio, a \$1.9 billion swap portfolio, and a \$4.0 billion investment portfolio dedicated to the following programs:

#### **Regional Measure 1 (RM-1) Program**

Bay Area voters approved RM-1 in 1988 and authorized a base toll of \$1 for all seven state-owned Bay Area toll bridges. The toll revenues collected from the operation of the Bay Area Bridges were designed to fund certain highway and bridge improvement projects (the “RM-1 Capital Projects”), the on-going operations and maintenance of the toll facilities, bridge rehabilitation and operational improvement projects, and public transit and other congestion relieving activities on the Bay Area Bridges. The \$2.4 billion RM-1 capital program is now completed. Ongoing Rehab Projects are projected at \$60 million/year over the next 10 years.

#### **Regional Measure 2 (RM-2) Program**

Bay Area voters approved RM-2 in 2004. The measure raised tolls from \$2 to \$3 on the Bay Area’s seven state-owned toll bridges and was effective on July 1, 2004. The additional dollar provided by the measure is anticipated to generate sufficient toll to provide financing of up to \$1.5 billion for transportation projects over 35 years. There are 38 capital projects and 11 operating projects committed to the RM-2 program. The capital projects are approximately complete with approximately \$505 million remaining.

#### **Seismic Retrofit Program (SRP)**

In 2005, California State Legislation approved Assembly Bill (AB) 144 which transferred Caltrans responsibilities to BATA. The responsibility included consolidation of all the bridge revenue, including the state seismic dollar for the seven bridges, under BATA’s administration. The seismic dollar was formerly administered by Caltrans to be used to complete the \$8.7 billion SRP. The seismic retrofit program is substantially complete with the opening of the San Francisco/Oakland Bay Bridge with only \$800 million in residual projects and demolition of the old span remaining.

#### **Express Lane Network (ELN)**

BATA is authorized to operate and maintain approximately 800 miles of express lanes. The first phase is currently in planning phase and is expected to be operational in 2016. The network is to be operated through a joint powers authority, the Bay Area Infrastructure Financing Authority (BAIFA), established pursuant to a joint power agreement between BATA and MTC. The entire network is expected to cost approximately \$1.2 billion.

Regional Transit Projects: BATA is considering investment in certain regional transportation projects. The projects are as yet undetermined, but examples could include joint express lanes operation, infrastructure replacement and project support.

### ***B. Description of Project***

BATA is seeking SOQs from qualified firms to serve as senior managing and/or co-senior managing, co-managing and a selling syndicate for future toll revenue financing needs.

BATA intends to select a pool of firms to underwrite BATA transactions for a period of approximately five years. During the five-year term, BATA will select from the pool of firms to underwrite each transaction. The total number of firms selected will be determined at the sole discretion of BATA. The financing team will consist of three distinct levels:

- BATA will select a team of senior managers who may rotate from senior to co-senior manager for each transaction.
- Co-managers will be selected from applicants not selected to be senior managers or who choose to be co-managers.
- Selling group members will be selected from applicants not selected to be senior managers or co-manager.

In the event BATA chooses to replace or supplement the senior bankers, BATA expects to make selection from the existing co-manager list.

This RFQ does not guarantee that any individual firm will serve as underwriter for a financing. Such appointments will be made at the sole discretion of BATA at the time of each financing.

**Joint SOQs from a team of bankers are acceptable. The lead banker on the team will be responsible for the costs incurred by co-members of the team. The lead banker will also decide how the fee will be divided. Joint submissions do not guarantee that all team members of the team will be selected.**

## **II. MINIMUM QUALIFICATIONS**

To be eligible to submit an SOQ for the senior managing, co-senior managing and/or co-managing position, a firm must demonstrate that it meets all of the following minimum qualifications. To be eligible to submit an SOQ for the selling syndicate position, a firm must demonstrate that it meets Criteria #2 of the following minimum qualifications. If a team of firms is submitting a joint SOQ, one member of the team must meet all of the minimum qualifications:

- 1) Firm must have a minimum of ten (10) years of experience in providing comprehensive investment banking services, which shall include:
  - a) Five (5) years with at least 20 public tax exempt financings per year; and

- b) Senior or co-managing underwriting on at least five (5) \$500 million financings over the last five (5) years; one of which must be in transportation financing and one of which must be toll related.
- 2) Firm must have a significant presence in the State of California as demonstrated by the following:
- a) Firm shall have at least ten (10) different California government entity clients;
  - b) Firm shall have at least one office in California. Please list address of office and the names of the support staff located at the office; and
  - c) At least one senior team member must be located in California.

### **III. SCOPE OF WORK, PERIOD OF PERFORMANCE**

#### ***A. Scope of Work***

The work scope for this RFQ is described in *Appendix A, Scope of Work*.

#### ***B. Period of Performance***

The performance period resulting from this RFQ is expected to begin on March 1, 2014 through March 1, 2019. The initial five-year term is subject to annual budget approval and review as well as the right of BATA to terminate any engagement at any time with 30 days written notice.

#### ***C. Project Budget***

All fees associated with planning, analyzing, or completing a transaction will be fully contingent on the successful completion of a bond issuance.

### **IV. PROPOSERS' CONFERENCE, REQUESTS FOR CLARIFICATION OR EXCEPTIONS, AND ADDENDA**

A proposers' conference will be held to review the RFQ and the project scope at 2:30 p.m., on January 8, 2014. The conference will be held at 101 8<sup>th</sup> Street, Oakland, CA in the Fishbowl Conference Room on the 3<sup>rd</sup> floor. **Please arrive by the start time listed.** Attendance at the conference is not mandatory for proposers.

Any requests for clarification, or questions regarding RFQ requirements, or requests for exceptions to or modifications of RFQ provisions must be received by BATA no later than 4:00 p.m. on January 10, 2014, to guarantee consideration.

Any addenda to this RFQ that may be issued by BATA will be posted at <http://procurements.mtc.ca.gov/>. It is the proposer's responsibility to check for addenda and

questions and answers related to this RFQ and comply with new or revised requirements that may be stated therein.

### V. CONSULTANT SELECTION TIMETABLE

2:30 p.m., Wednesday, January 8, 2014	Proposers' conference to be held at BATA in the MTC offices at 101 8 <sup>th</sup> Street, Oakland, CA, Fishbowl Conference Room, 3rd Floor
4:00 p.m., Friday, January 10, 2014	Closing date/time for receipt of requests for clarification/exceptions
No later than three (3) working days prior to the date SOQs are due.	Deadline for protesting RFQ provisions
<b>4:00 p.m., Friday, January 17, 2014</b>	<b>Closing date/time for receipt of SOQs</b>
*Week of January 27, 2014 (approximate)	Interviews (if necessary)
*February 2014 (approximate)	Recommendation to BATA Oversight Committee

\*Dates are approximate and are subject to change.

### VI. FORM OF SOQ

SOQ content and completeness are most important to the overall evaluation. Clarity is essential and will be considered in assessing the proposers' capabilities. Proposers are asked to print on both sides of each page and encouraged to use recycled paper. Each SOQ must include the following:

#### ***A. Transmittal Letter***

SOQ must include a transmittal letter signed by an official authorized to solicit business and enter into contracts for the firm, including the name, email address, and telephone number of a contact person, if different from the signature.

#### ***B. Title Page***

SOQ must include a title page that includes the RFQ subject, the name of the proposing firm, local address, telephone number, name of contact person, and the date.

#### ***C. Table of Contents***

SOQ must include a table of contents that includes a clear identification of the material by section and page number.

#### ***D. Financials***

IN A SEPARATE SEALED ENVELOPE, each team member of the joint team must provide the most currently published and prior two years financial statements. The most current must be dated no later than December 2012. Financial statements will be reviewed to determine financial responsibility only. Based on the financial statements, BATA may find the firm non-responsible, BATA reserves the right to request additional information, if necessary to determine financial responsibility. Each firm's financial statements will be returned prior to selection.

#### ***E. Minimum Qualifications***

A description of the firm's qualifications relative to the minimum qualifications listed above. The description shall be sufficiently detailed for the BATA Project Manager to determine whether your firm is in compliance with the qualifications. Other sections of the proposal may be cross-referenced.

#### ***F. Litigation/Sanctions***

- a) Certify whether your firm or any of the owners or principals is currently subject to any pending or threatened litigation or sanctions with regards to public finance. If so, the certified statement should cover the size and scope of any pending litigation or sanctions. If no litigation or sanction is pending, include a statement to that effect.
- b) Indicate whether your firm is currently or, in the past five (5) years has been, the subject of an SEC, NASD, MSRB, federal, state or local government inquiry or involving public finance. If so, describe the nature and disposition of any and all such inquiries or investigations. Have any of these entities invoked sanctions against your firm or your staff currently or in the past five (5) years?

#### ***G. Experience and Qualifications***

- a. Demonstrate that your firm has sufficient number of qualified staff available to dedicate to BATA's account. Identify key staff and their qualifications, their anticipated roles for the BATA account, (attach resumes as appropriate) and office location.
- b. Summarize the firm's experience over the past ten (10) years as senior managing or co-senior managing underwriter; emphasize recent transportation and toll revenue financing experience. Please state the names, dollar size, and role in each transaction. Provide an additional list summarizing the same information for all California clients.
- c. Describe any services your firm offers in support of the client's financing program in addition to underwriting bonds.
- d. Demonstrate the firm's experience over the past ten (10) years in providing *value* added services ***to the transaction and client.***

#### ***H. Ethical Standards***

The Municipal Securities Rulemaking Board (MSRB) has established ethical standards and disclosure requirements. Describe how your firm enforces their rules regarding gifts and campaign contributions, individual and ballot initiatives.

***I. Lobbying***

State whether your firm engages in lobbying. If so, explain where, in what capacity, and for what clients.

***J. References (if joint submission, from each team member)***

- a) Provide references from five (5) different clients. Include the names, email, and telephone number for a contact person from each reference.
- b) Provide three (3) professional client references, one of which is a financial advisor and one of which is bond counsel.

***K. Project Approach***

Provide a brief analysis no longer than four (4) single-sided pages (total) with legible font and reasonable margins to the comments below:

- a) Based on your firm's experience, describe what you consider to be the "proper" role for a financial advisor to best fit into a financing structure and what distinguishes a financial advisor from a banker. What responsibilities distinguish a financial advisor from a banker? Based on your firm's experience, describe what doesn't work?
- b) Credit support, including line of credit, letter of credit, floating rate notes, or direct purchase have come, gone and returned again. Based on your firm's experience, what are the future opportunities in the short term variable market? What is in mode for this past year?
- c) BATA is considering a number of projects including an 800-mile express lane project and other various transit projects. Describe what financing mechanism your firm would recommend and address what risk profile toll payers will be taking?
- d) BATA has a large debt and swap portfolio. Provide your best analytical evaluation of risks, opportunities, and any necessary mitigation to manage these portfolios into the future. Specifically, what recommendations would you make to BATA to maintain, change or pay off the debt and swap portfolios?

***L. Supplemental Questions (Not to exceed 2 pages for all three questions combined)***

- 1) BATA prides itself in promoting team work with fellow colleagues. Provide a non-BATA example of demonstrating team work.
- 2) BATA intends to contract with highly qualified teams. How does your team qualify to be on BATA's team?
- 3) Underwriters or bankers? Pick one group as your firm's rainmaker and why. (Points will be deducted if the responses are couched resulting in no rainmaker.)

***M. California Levine Act***

Submit a signed Levine Act Statement (*Appendix B*).

**VII. SOQ EVALUATION**

***A. Verification Qualifications***

The Project Manager will review SOQs to ensure that each SOQ meets all of the Minimum Qualification requirements. Proposers failing to meet the Minimum Qualifications will not be considered.

***B. Review for General Responsiveness***

The Project Manager will conduct an initial review of the SOQs for general responsiveness. Any SOQ that does not include enough information to permit the evaluators to rate the SOQ in any one of the evaluation factors listed below will be considered non-responsive and will not be evaluated. BATA reserves the right to request additional information from responsive proposers at any time during the evaluation process. An SOQ that fails to include one or more items requested in Section VI, Form of SOQ, may be considered complete and generally responsive, if evaluation in all criteria is possible.

***C. Evaluation Criteria***

Responsive SOQs will then be evaluated on the basis of the following evaluation factors, in descending order of relative importance:

- Firm and staff qualifications and experience including, but not limited to, senior managing and co-managing transactions, transportation and toll revenue financings of at least \$300 million
- Experience with transportation clients
- Experience with toll-related clients
- Firm's approach and responses to supplemental questions
- Firm's added value to the financing team
- Client references

Following this evaluation, the project manager may elect to recommend award to a particular firm(s) or may interview firms, prior to final evaluation. The Project Manager will then recommend a list of final firms to the Executive Director. If approved by the Executive Director, the recommendation will be presented to the BATA Oversight Committee for approval.

BATA reserves the right to not convene interviews and to recommend an award(s) on the basis of written SOQs alone. Further BATA reserves the right to accept or reject any and all SOQs submitted, to waive minor irregularities in proposals, and to request additional information from the proposers at any stage of the evaluation. Any award made will be to the firm(s) whose SOQs are the most advantageous to BATA, based on the evaluation criteria listed above.

Cost will not be a factor in the evaluation. However, BATA reserves the right after the firm(s) has been selected to negotiate hourly rates with the firm(s) as well as to decline to enter into a contract with any firm whose rates and other costs are unreasonable, in BATA's sole judgment.

## **VIII. GENERAL CONDITIONS**

### ***A. Limitations***

This RFQ does not commit BATA to award a contract or to pay any costs incurred in the preparation of the SOQ.

### ***B. Award***

Any award made will be to the firm(s) whose SOQ is most advantageous to BATA based on the evaluation criteria outlined above. BATA reserves the right in its sole discretion not to enter into any contract as a result of this RFQ.

### ***C. Binding Offer***

A signed SOQ submitted to BATA in response to this RFQ shall constitute a binding offer from Consultant to contract with BATA according to the terms of the SOQ for a period of one hundred twenty (120) days after its date of submission, which shall be the date SOQs are due to BATA.

### ***D. Contract Arrangements***

The selected firm(s) will be expected to enter into a Bond Purchase Contract at terms acceptable to BATA for each financing.

### ***E. Selection Disputes***

A Proposer may object to a provision of the RFQ on the grounds that it is arbitrary, biased, or unduly restrictive, or to the selection of a particular consultant(s) on the grounds that BATA procedures, the provisions of the RFQ or applicable provisions of federal, state or local law have been violated or inaccurately or inappropriately applied by submitting to the Project Manager a written explanation of the basis for the protest:

1. No later than 4:00 p.m. five (5) working days prior to the date SOQ's are due, for objections to RFQ provisions; or
2. No later than 4:00 p.m. on the third working day after the date the firm is notified that it did not meet the Minimum Qualifications, or was found to be non-responsive; or
3. No later than 4:00 p.m. on the third working day after the date on which contract award is authorized by BATA or the date the Proposer is notified that it was not selected, whichever is later, for objections to consultant selection.

The evaluation record shall remain confidential until the BATA Executive Director authorizes award. Protests of recommended awards must clearly and specifically describe the basis for the protest in sufficient detail for the BATA review officer to recommend a resolution to the

Executive Director. The BATA Executive Director will respond to the protest in writing, based on the recommendation of a staff review officer.

Should the Proposer wish to appeal the decision of the Executive Director, it may file a written appeal with BATA, no later than 4:00 p.m. on the third working day after receipt of the written response from the Executive Director. The BATA Oversight Committee's decision will be the final agency decision.

Authorization to award a contract to a particular Consultant by BATA shall be deemed conditional until the expiration of the protest period or, if a protest is filed, the issuance of a written response to the protest by the Executive Director, or if the decision of the Executive Director is appealed, the BATA Oversight Committee's decision.

#### ***F. Public Records***

This RFQ and any material submitted in response to this RFQ are subject to public inspection under the California Public Records Act (Government Code § 6250 *et seq.*), unless exempt by law. Proposals will remain confidential until the BATA Oversight Committee has authorized award. Other than proprietary information or other information exempt from disclosure by law, the content of proposals submitted to BATA will be made available for inspection consistent with its policy regarding Public Records Act requests.

Each proposer must clearly mark each page of the proposal, including financial responsibility information submitted under Section VI.D. of this RFQ, that the proposer considers as containing trade secrets or other commercial or financial information that the proposer believes would cause substantial injury to the proposer's competitive position, if disclosed, and include the following notice at the front of its proposal:

“The data on the following pages of this proposal, including financial responsibility information submitted under Section VI.D. of the RFQ, marked along the right margin with a vertical line, contain technical or financial information which are trade secrets and/or which, if disclosed, would cause substantial injury to the proposer's competitive position. The proposer requests that such data be used for review by BATA only, but understands that exemption from disclosure will be limited by BATA's obligations under the California Public Records Act. [List pages].”

Failure to include this notice with relevant page numbers shall render any individual markings inadequate. Individual pages shall accordingly not be treated confidentially. **Any language purporting to render the entire proposal confidential or proprietary will be regarded as ineffective and will be disregarded.**

In the event properly marked data is requested pursuant to the California Public Records Act, the proposer will be advised of the request. If the Proposal requests that BATA withhold such data from disclosure and BATA complies with the proposer's request, the proposer shall assume all responsibility for any challenges resulting from the non-disclosure; indemnify and defend BATA and hold it harmless from and against all claims, legal proceedings, and resulting damages and costs (including, but not limited to attorneys' fees that may be awarded to the party requesting

such proposer information); and pay any and all costs and expenses relating to the withholding of the proposer information.

If the proposer does not mark each page containing proprietary information as confidential, does not include the statement described above at the front of its Proposal, and does not request that BATA withhold information marked as confidential and requested under the California Public Records Act, BATA shall have no obligation to withhold the information from disclosure, and the proposer shall not have a right to make a claim or maintain any legal action against BATA or its commissioners, officers, employees or agents in connection with such disclosure.

### ***G. Conflict of Interest***

By submitting a SOQ, the Proposer represents and warrants that no commissioner, officer or employee of BATA is in any manner interested directly or indirectly in the SOQ or in the contract that may be made under it or in any profits expected to arise therefrom, as set forth in California Government Code Section 1090.

The Proposer further warrants and represents that it presently has no interest and agrees that it will not acquire any interest that would present a conflict of interest under California Government Code Sections 1090 *et seq.* or 87100 *et seq.* during the performance of services under any contract resulting from this RFQ and that it will not knowingly employ any person having such an interest. Violation of this provision may result in the contract being deemed void and unenforceable.

Whenever BATA is awarding a contract that involves the rendering of advice, it will consider whether there exists the potential for bias, because of other activities, relationships or contracts of the Proposer, and if so, whether any potential bias can be mitigated acceptably by BATA and the Proposer. After award, the Consultant shall take all reasonable measures to preclude the existence or development of an organizational conflict of interest in connection with work performed under the agreement resulting from this and other BATA solicitations. An organizational conflict of interest occurs when, due to other activities, relationships, or contracts, a firm or person is unable, or potentially unable, to render impartial assistance or advice to BATA; a firm or person's objectivity in performing the contract work is or might be impaired; or a firm or person has an unfair competitive advantage in proposing for award of a contract as a result of information gained in performance of this or some other project.

Proposers shall not engage the services of any subcontractor or independent contractor on any work related to this RFQ if the subcontractor or independent contractor, or any employee of the subcontractor or independent contractor, has an actual or apparent organizational conflict of interest related to work or services contemplated under this RFQ.

## **APPENDIX A, SCOPE OF WORK**

Key activities anticipated for the underwriter will include, but not limited to, the following:

- Task 1: Provide underwriting services to include marketing and distribution of BATA's bonds
- Task 2: Work with BATA's staff, bond counsel, disclosure counsel, and financial advisor to develop and evaluate financing
- Task 3: Present financial service, options, and products appropriate for BATA's use for proposed transactions
- Task 4: Work with a member of BATA's financing team to prepare for and support presentations to rating agencies, bond insurers and investors, as necessary
- Task 5: Assist with financial modeling and planning
- Task 6: Assist with investors relations
- Task 7: Assist with preparing Official Statement and all other disclosure documents to be used in sale of bonds
- Task 8: Assist in making presentations to BATA, its Commissioners and to BATA management
- Task 9: Projects as assigned

## APPENDIX B, CALIFORNIA LEVINE ACT STATEMENT

California Government Code § 84308, commonly referred to as the “Levine Act,” precludes an officer of a local government agency from participating in the award of a contract if he or she receives any political contributions totaling more than \$250 in the 12 months preceding the pendency of the contract award, and for three months following the final decision, from the person or company awarded the contract. This prohibition applies to contributions to the officer, or received by the officer on behalf of any other officer, or on behalf of any candidate for office or on behalf of any committee.

BATA’s commissioners include:

Alicia C. Aguirre	Federal D. Glover	Joe Pirzynski
Tom Azumbrado	Scott Haggerty	Jean Quan
Tom Bates	Anne W. Halsted	Bijan Sartipi
David Campos	Steve Kinsey	James P. Spering
Dave Cortese	Sam Liccardo	Adrienne J. Tissier
Bill Dodd	Mark Luce	Scott Wiener
Dorene M. Giacopini	Jake Mackenzie	Amy Rein Worth

1. Have you or your company, or any agent on behalf of you or your company, made any political contributions of more than \$250 to any BATA commissioner in the 12 months preceding the date of the issuance of this request for qualifications?

YES       NO

If yes, please identify the commissioner: \_\_\_\_\_

2. Do you or your company, or any agency on behalf of you or your company, anticipate or plan to make any political contributions of more than \$250 to any BATA commissioners in the three months following the award of the contract?

YES       NO

If yes, please identify the commissioner: \_\_\_\_\_

Answering yes to either of the two questions above does not preclude BATA from awarding a contract to your firm. It does, however, preclude the identified commissioner(s) from participating in the contract award process for this contract.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
(SIGNATURE OF AUTHORIZED OFFICIAL)

\_\_\_\_\_  
(TYPE OR WRITE APPROPRIATE NAME, TITLE)

\_\_\_\_\_  
(TYPE OR WRITE NAME OF COMPANY)

**APPENDIX C, REQUESTS FOR EXCEPTIONS OR MODIFICATIONS**

<b>RFQ Section</b>	<b>Relevant Provision</b>	<b>Requested Action</b>
	1.	
	2.	
	3.	
	4.	
	5.	