



To: Contra Costa Transportation Authority
3478 Buskrik Avenue, Suite 100
Pleasant Hill, CA 94523
Attn: Randall Carlton
Telephone: 925 256 4725
Fax: 925 407 0128

From: Bank of America, N.A.
233 South Wacker Drive - Suite 2800
Chicago
Illinois 60606
U.S.A.

Department: Swaps Operations
Telephone: (+1) 312 234 2732
Fax: (+1) 866 255 1444

Date: 18th September 2009

Our Reference No: 54868315
Reference Name: Michael Moss
Internal Tracking No: 54868315

Re: Amendment of the Transaction between Contra Costa Transportation Authority and Bank of America, N.A. (our ref.: 4374408) with a Trade Date of 22nd November 2005 and Termination Date of 1st March 2034 ("Original Transaction 1").

And

Re: Amendment of the Transaction between Contra Costa Transportation Authority and Bank of America, N.A. (our ref.: 54007612) with a Trade Date of 22nd November 2005 and Termination Date of 1st March 2034 ("Original Transaction 2").

Dear Sir/Madam,

The purpose of this letter agreement (this "Confirmation") is to amend and restate the terms and conditions of Original Transaction 1 and Original Transaction 2 ("Original Transactions", as amended and restated herein, the "Transaction") (the terms of which are set out in the Confirmations with our ref.: 4374408 and 54007612 (each an "Original Transaction Confirmation"), which have been amended as set forth below. This letter agreement constitutes a "Confirmation" as referred to in the ISDA Master Agreement specified below (the "Agreement").

The definitions and provisions contained in the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc (the "Definitions"), are incorporated into this Confirmation. In the event of any inconsistency between the Definitions and this Confirmation, this Confirmation will govern.

This Confirmation supplements, forms part of, and is subject to, the ISDA Master Agreement dated as of November 22, 2005, as amended and restated as of September 18, 2009, as further amended and supplemented from time to time, between the parties. All provisions contained in the Agreement govern this Confirmation except as expressly modified below.

In this Confirmation, "Party A" means Bank of America, N.A. and "Party B" means Contra Costa Transportation Authority.

General Terms:

The terms of the particular Transaction to which this Confirmation relates are as follows:

Notional Amount:	\$200,000,000, reducing on the dates and in the amounts set forth in Schedule A attached hereto
Trade Date:	22 nd November 2005
Amended Effective Date:	23 rd September 2009
Termination Date:	1 st March 2034

Fixed Amounts:

Fixed Rate Payer:	Party B
Fixed Rate Payer Payment Dates:	The 1 st of each Month, commencing on 1 st November 2009 and ending on the Termination Date, subject to adjustment in accordance with the Modified Following Business Day Convention.
Fixed Rate Payer Period End Dates:	The 1 st of each Month, commencing on 1 st November 2009 and ending on the Termination Date. No Adjustment shall apply to Period End Dates.
Fixed Rate:	3.6574%
Fixed Rate Day Count Fraction:	30/360

Floating Amounts:

Floating Rate Payer:	Party A
Floating Rate Payer Payment Dates:	The 1st of each Month, commencing on 1 st November 2009 and ending on the Termination Date, subject to adjustment in accordance with the Modified Following Business Day Convention
Floating Rate Payer Period End Dates:	The 1st of each Month, commencing on 1st November 2009 and ending on the Termination Date. No Adjustment shall apply to Period End Dates.
Floating Rate for initial Calculation Period:	to be determined
Floating Rate Option:	The sum of (i) 63.5% of USD-LIBOR-BBA and (ii) 0.29%.
Designated Maturity:	1 Month
Spread:	None
Floating Rate Day Count Fraction:	Actual/360
Reset Dates:	The first day of each Calculation Period. As specified in the Definitions, the rate for each Reset Date shall be the rate which appears on the Reuters Screen LIBOR01 as of 11:00 a.m., London time, on the day that is two London Banking Days preceding that Reset Date.
Business Days:	New York
Calculation Agent:	Party A
Method of Averaging:	Inapplicable
Business Days:	New York

Other Provisions:

Novation of Original Transaction 2. Original Transaction 2 was originally entered into between Party B and Merrill Lynch Capital Services, Inc. ("MLCS") on November 22, 2005 and was transferred by novation from MLCS to Party A pursuant to the terms of the Novation Agreement, dated as of September 18, 2009 (the "Novation Agreement") among MLCS, Party A and Party B. Pursuant to the terms of the Novation Agreement, Original Transaction 2 is subject to the terms of the Agreement.

Amended and Restated Transaction. This Transaction collectively amends and restates the Original Transactions. The Original Transactions, as documented under the Original Transaction Confirmations, shall be of no further force or effect, and neither Party A nor Party B shall owe any amounts or have any other obligations thereunder. In connection with the amendment and restatement of the Original Transactions, Party A and Party B have agreed to partially terminate the Original Transactions, such that the initial Notional Amount of this Transaction as of September 18, 2009 is \$200,000,000. In consideration of the partial termination of the Original Transactions, Party B shall pay to Party A \$11,417,000 on September 23, 2009. The Fixed Rate payable by Party B under this Transaction has been increased from 3.653% to 3.6574%, to reflect both (i) the modifications to the amortization of the Notional Amount of this Transaction as described herein and (ii) the amendments to the terms of the Credit Support Annex to the Schedule to the Agreement.

Account Details:

As advised under separate cover with reference to this Confirmation, each party shall provide appropriate payment instructions to the other party in writing and such instructions shall be deemed to be incorporated into this Confirmation.

Offices:

The Office of Party A for this
Transaction is: Charlotte - NC, United States
Please send reset notices to fax no. (+1) 866 218 8487

The Office of Party B for this
Transaction is: Pleasant Hill- CA, United States

Governing Law: the laws of the State of New York

Schedule A	
Calculation Period scheduled to commence	Notional Amount
23-Sep-2009	USD 200,000,000.00
1-Nov-2009	USD 200,000,000.00
1-Dec-2009	USD 200,000,000.00
1-Jan-2010	USD 200,000,000.00
1-Feb-2010	USD 200,000,000.00
1-Mar-2010	USD 200,000,000.00
1-Apr-2010	USD 200,000,000.00
1-May-2010	USD 200,000,000.00
1-Jun-2010	USD 200,000,000.00
1-Jul-2010	USD 200,000,000.00
1-Aug-2010	USD 200,000,000.00
1-Sep-2010	USD 200,000,000.00
1-Oct-2010	USD 200,000,000.00
1-Nov-2010	USD 200,000,000.00
1-Dec-2010	USD 200,000,000.00
1-Jan-2011	USD 200,000,000.00
1-Feb-2011	USD 200,000,000.00
1-Mar-2011	USD 200,000,000.00
1-Apr-2011	USD 200,000,000.00
1-May-2011	USD 200,000,000.00
1-Jun-2011	USD 200,000,000.00
1-Jul-2011	USD 200,000,000.00
1-Aug-2011	USD 200,000,000.00
1-Sep-2011	USD 200,000,000.00
1-Oct-2011	USD 200,000,000.00
1-Nov-2011	USD 200,000,000.00
1-Dec-2011	USD 200,000,000.00
1-Jan-2012	USD 200,000,000.00
1-Feb-2012	USD 200,000,000.00
1-Mar-2012	USD 200,000,000.00
1-Apr-2012	USD 200,000,000.00
1-May-2012	USD 200,000,000.00
1-Jun-2012	USD 200,000,000.00
1-Jul-2012	USD 200,000,000.00
1-Aug-2012	USD 200,000,000.00
1-Sep-2012	USD 200,000,000.00

1-Oct-2012	USD 200,000,000.00
1-Nov-2012	USD 200,000,000.00
1-Dec-2012	USD 200,000,000.00
1-Jan-2013	USD 200,000,000.00
1-Feb-2013	USD 200,000,000.00
1-Mar-2013	USD 200,000,000.00
1-Apr-2013	USD 200,000,000.00
1-May-2013	USD 200,000,000.00
1-Jun-2013	USD 200,000,000.00
1-Jul-2013	USD 200,000,000.00
1-Aug-2013	USD 200,000,000.00
1-Sep-2013	USD 200,000,000.00
1-Oct-2013	USD 200,000,000.00
1-Nov-2013	USD 200,000,000.00
1-Dec-2013	USD 200,000,000.00
1-Jan-2014	USD 200,000,000.00
1-Feb-2014	USD 200,000,000.00
1-Mar-2014	USD 200,000,000.00
1-Apr-2014	USD 200,000,000.00
1-May-2014	USD 200,000,000.00
1-Jun-2014	USD 200,000,000.00
1-Jul-2014	USD 200,000,000.00
1-Aug-2014	USD 200,000,000.00
1-Sep-2014	USD 200,000,000.00
1-Oct-2014	USD 200,000,000.00
1-Nov-2014	USD 200,000,000.00
1-Dec-2014	USD 200,000,000.00
1-Jan-2015	USD 200,000,000.00
1-Feb-2015	USD 200,000,000.00
1-Mar-2015	USD 200,000,000.00
1-Apr-2015	USD 200,000,000.00
1-May-2015	USD 200,000,000.00
1-Jun-2015	USD 200,000,000.00
1-Jul-2015	USD 200,000,000.00
1-Aug-2015	USD 200,000,000.00
1-Sep-2015	USD 200,000,000.00
1-Oct-2015	USD 200,000,000.00
1-Nov-2015	USD 200,000,000.00
1-Dec-2015	USD 200,000,000.00
1-Jan-2016	USD 200,000,000.00
1-Feb-2016	USD 200,000,000.00
1-Mar-2016	USD 200,000,000.00
1-Apr-2016	USD 200,000,000.00
1-May-2016	USD 200,000,000.00
1-Jun-2016	USD 200,000,000.00
1-Jul-2016	USD 200,000,000.00
1-Aug-2016	USD 200,000,000.00
1-Sep-2016	USD 200,000,000.00

1-Oct-2016	USD 200,000,000.00
1-Nov-2016	USD 200,000,000.00
1-Dec-2016	USD 200,000,000.00
1-Jan-2017	USD 200,000,000.00
1-Feb-2017	USD 200,000,000.00
1-Mar-2017	USD 200,000,000.00
1-Apr-2017	USD 200,000,000.00
1-May-2017	USD 200,000,000.00
1-Jun-2017	USD 200,000,000.00
1-Jul-2017	USD 200,000,000.00
1-Aug-2017	USD 200,000,000.00
1-Sep-2017	USD 200,000,000.00
1-Oct-2017	USD 200,000,000.00
1-Nov-2017	USD 200,000,000.00
1-Dec-2017	USD 200,000,000.00
1-Jan-2018	USD 200,000,000.00
1-Feb-2018	USD 200,000,000.00
1-Mar-2018	USD 200,000,000.00
1-Apr-2018	USD 200,000,000.00
1-May-2018	USD 200,000,000.00
1-Jun-2018	USD 200,000,000.00
1-Jul-2018	USD 200,000,000.00
1-Aug-2018	USD 200,000,000.00
1-Sep-2018	USD 200,000,000.00
1-Oct-2018	USD 200,000,000.00
1-Nov-2018	USD 200,000,000.00
1-Dec-2018	USD 200,000,000.00
1-Jan-2019	USD 200,000,000.00
1-Feb-2019	USD 200,000,000.00
1-Mar-2019	USD 200,000,000.00
1-Apr-2019	USD 200,000,000.00
1-May-2019	USD 200,000,000.00
1-Jun-2019	USD 200,000,000.00
1-Jul-2019	USD 200,000,000.00
1-Aug-2019	USD 200,000,000.00
1-Sep-2019	USD 200,000,000.00
1-Oct-2019	USD 200,000,000.00
1-Nov-2019	USD 200,000,000.00
1-Dec-2019	USD 200,000,000.00
1-Jan-2020	USD 200,000,000.00
1-Feb-2020	USD 200,000,000.00
1-Mar-2020	USD 200,000,000.00
1-Apr-2020	USD 200,000,000.00
1-May-2020	USD 200,000,000.00
1-Jun-2020	USD 200,000,000.00
1-Jul-2020	USD 200,000,000.00
1-Aug-2020	USD 200,000,000.00
1-Sep-2020	USD 200,000,000.00

1-Oct-2020	USD 200,000,000.00
1-Nov-2020	USD 200,000,000.00
1-Dec-2020	USD 200,000,000.00
1-Jan-2021	USD 200,000,000.00
1-Feb-2021	USD 200,000,000.00
1-Mar-2021	USD 200,000,000.00
1-Apr-2021	USD 200,000,000.00
1-May-2021	USD 200,000,000.00
1-Jun-2021	USD 200,000,000.00
1-Jul-2021	USD 200,000,000.00
1-Aug-2021	USD 200,000,000.00
1-Sep-2021	USD 200,000,000.00
1-Oct-2021	USD 200,000,000.00
1-Nov-2021	USD 200,000,000.00
1-Dec-2021	USD 200,000,000.00
1-Jan-2022	USD 200,000,000.00
1-Feb-2022	USD 200,000,000.00
1-Mar-2022	USD 200,000,000.00
1-Apr-2022	USD 200,000,000.00
1-May-2022	USD 200,000,000.00
1-Jun-2022	USD 200,000,000.00
1-Jul-2022	USD 200,000,000.00
1-Aug-2022	USD 200,000,000.00
1-Sep-2022	USD 200,000,000.00
1-Oct-2022	USD 200,000,000.00
1-Nov-2022	USD 200,000,000.00
1-Dec-2022	USD 200,000,000.00
1-Jan-2023	USD 200,000,000.00
1-Feb-2023	USD 200,000,000.00
1-Mar-2023	USD 200,000,000.00
1-Apr-2023	USD 200,000,000.00
1-May-2023	USD 200,000,000.00
1-Jun-2023	USD 200,000,000.00
1-Jul-2023	USD 200,000,000.00
1-Aug-2023	USD 200,000,000.00
1-Sep-2023	USD 200,000,000.00
1-Oct-2023	USD 200,000,000.00
1-Nov-2023	USD 200,000,000.00
1-Dec-2023	USD 200,000,000.00
1-Jan-2024	USD 200,000,000.00
1-Feb-2024	USD 200,000,000.00
1-Mar-2024	USD 200,000,000.00
1-Apr-2024	USD 200,000,000.00
1-May-2024	USD 200,000,000.00
1-Jun-2024	USD 200,000,000.00
1-Jul-2024	USD 200,000,000.00
1-Aug-2024	USD 200,000,000.00
1-Sep-2024	USD 200,000,000.00

1-Oct-2024	USD 200,000,000.00
1-Nov-2024	USD 200,000,000.00
1-Dec-2024	USD 200,000,000.00
1-Jan-2025	USD 200,000,000.00
1-Feb-2025	USD 200,000,000.00
1-Mar-2025	USD 200,000,000.00
1-Apr-2025	USD 200,000,000.00
1-May-2025	USD 200,000,000.00
1-Jun-2025	USD 200,000,000.00
1-Jul-2025	USD 200,000,000.00
1-Aug-2025	USD 200,000,000.00
1-Sep-2025	USD 200,000,000.00
1-Oct-2025	USD 200,000,000.00
1-Nov-2025	USD 200,000,000.00
1-Dec-2025	USD 200,000,000.00
1-Jan-2026	USD 200,000,000.00
1-Feb-2026	USD 200,000,000.00
1-Mar-2026	USD 180,900,000.00
1-Apr-2026	USD 180,900,000.00
1-May-2026	USD 180,900,000.00
1-Jun-2026	USD 180,900,000.00
1-Jul-2026	USD 180,900,000.00
1-Aug-2026	USD 180,900,000.00
1-Sep-2026	USD 180,900,000.00
1-Oct-2026	USD 180,900,000.00
1-Nov-2026	USD 180,900,000.00
1-Dec-2026	USD 180,900,000.00
1-Jan-2027	USD 180,900,000.00
1-Feb-2027	USD 180,900,000.00
1-Mar-2027	USD 161,085,000.00
1-Apr-2027	USD 161,085,000.00
1-May-2027	USD 161,085,000.00
1-Jun-2027	USD 161,085,000.00
1-Jul-2027	USD 161,085,000.00
1-Aug-2027	USD 161,085,000.00
1-Sep-2027	USD 161,085,000.00
1-Oct-2027	USD 161,085,000.00
1-Nov-2027	USD 161,085,000.00
1-Dec-2027	USD 161,085,000.00
1-Jan-2028	USD 161,085,000.00
1-Feb-2028	USD 161,085,000.00
1-Mar-2028	USD 140,530,000.00
1-Apr-2028	USD 140,530,000.00
1-May-2028	USD 140,530,000.00
1-Jun-2028	USD 140,530,000.00
1-Jul-2028	USD 140,530,000.00
1-Aug-2028	USD 140,530,000.00
1-Sep-2028	USD 140,530,000.00

1-Oct-2028	USD 140,530,000.00
1-Nov-2028	USD 140,530,000.00
1-Dec-2028	USD 140,530,000.00
1-Jan-2029	USD 140,530,000.00
1-Feb-2029	USD 140,530,000.00
1-Mar-2029	USD 119,205,000.00
1-Apr-2029	USD 119,205,000.00
1-May-2029	USD 119,205,000.00
1-Jun-2029	USD 119,205,000.00
1-Jul-2029	USD 119,205,000.00
1-Aug-2029	USD 119,205,000.00
1-Sep-2029	USD 119,205,000.00
1-Oct-2029	USD 119,205,000.00
1-Nov-2029	USD 119,205,000.00
1-Dec-2029	USD 119,205,000.00
1-Jan-2030	USD 119,205,000.00
1-Feb-2030	USD 119,205,000.00
1-Mar-2030	USD 97,085,000.00
1-Apr-2030	USD 97,085,000.00
1-May-2030	USD 97,085,000.00
1-Jun-2030	USD 97,085,000.00
1-Jul-2030	USD 97,085,000.00
1-Aug-2030	USD 97,085,000.00
1-Sep-2030	USD 97,085,000.00
1-Oct-2030	USD 97,085,000.00
1-Nov-2030	USD 97,085,000.00
1-Dec-2030	USD 97,085,000.00
1-Jan-2031	USD 97,085,000.00
1-Feb-2031	USD 97,085,000.00
1-Mar-2031	USD 74,135,000.00
1-Apr-2031	USD 74,135,000.00
1-May-2031	USD 74,135,000.00
1-Jun-2031	USD 74,135,000.00
1-Jul-2031	USD 74,135,000.00
1-Aug-2031	USD 74,135,000.00
1-Sep-2031	USD 74,135,000.00
1-Oct-2031	USD 74,135,000.00
1-Nov-2031	USD 74,135,000.00
1-Dec-2031	USD 74,135,000.00
1-Jan-2032	USD 74,135,000.00
1-Feb-2032	USD 74,135,000.00
1-Mar-2032	USD 50,325,000.00
1-Apr-2032	USD 50,325,000.00
1-May-2032	USD 50,325,000.00
1-Jun-2032	USD 50,325,000.00
1-Jul-2032	USD 50,325,000.00
1-Aug-2032	USD 50,325,000.00
1-Sep-2032	USD 50,325,000.00

1-Oct-2032	USD 50,325,000.00
1-Nov-2032	USD 50,325,000.00
1-Dec-2032	USD 50,325,000.00
1-Jan-2033	USD 50,325,000.00
1-Feb-2033	USD 50,325,000.00
1-Mar-2033	USD 25,625,000.00
1-Apr-2033	USD 25,625,000.00
1-May-2033	USD 25,625,000.00
1-Jun-2033	USD 25,625,000.00
1-Jul-2033	USD 25,625,000.00
1-Aug-2033	USD 25,625,000.00
1-Sep-2033	USD 25,625,000.00
1-Oct-2033	USD 25,625,000.00
1-Nov-2033	USD 25,625,000.00
1-Dec-2033	USD 25,625,000.00
1-Jan-2034	USD 25,625,000.00

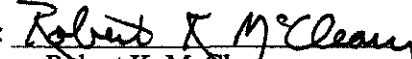
Please confirm that the foregoing correctly sets forth the terms and conditions of our agreement by returning via telecopier an executed copy of this Confirmation in its entirety to the attention of Global FX and Derivative Operations (fax no.(+1) 866 255 1444).

Bank of America, N.A.

Accepted and confirmed as of 18th September 2009:
Contra Costa Transportation Authority



Katherine A. Andrews
Principal, Senior Group Operations Manager

by: 
Name: Robert K. McCleary
Title: Executive Director

Our Reference No: 54868315
Internal Tracking No: 54868315

From: Rockwell, Bryon (GMI LAMUNI) [bryon_rockwell@ml.com]
Sent: Wednesday, September 23, 2009 10:10 AM
To: Leak, Kathleen A.; McAlpine, Bonita; Moss, Michael; shellenbergerp@pfm.com;
rcariton@CCTA.net; piettec@pfm.com; PEARSALLJ@pfm.com; Nakahara, Kim; Rohstedt, Chris
(GMI - SFMUNI); ballison@nossaman.com; rolson@ssd.com; sshepherd@ssd.com;
ascheibe@mwe.com
Subject: CCTA swap termination payment

Was received today. Thanks again to everyone for their help. Congratulations on a successful transaction.

Bryon Rockwell
Merrill Lynch & Co.
Phone: 213-217-4509
Fax: 213-217-4530
Mobile: 310-251-4354

Sent from my BlackBerry Wireless Handheld

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