

NOTICE OF POTENTIAL TENDER, EXCHANGE AND/OR REFUNDING

The Alameda Corridor Transportation Authority (“ACTA”) is evaluating various possible options with respect to the potential tender, exchange and/or refunding of some or all of its outstanding series of bonds (the “Bonds”) as follows:

**Alameda Corridor Transportation Authority
Tax-Exempt Senior Lien Revenue Bonds
Series 1999A**

**Alameda Corridor Transportation Authority
Taxable Senior Lien Revenue Bonds
Series 1999C**

**Alameda Corridor Transportation Authority
Taxable Subordinate Lien Revenue Bonds
Series 1999D**

**Alameda Corridor Transportation Authority
Taxable Subordinate Lien Revenue Refunding Bonds
Series 2004A**

**Alameda Corridor Transportation Authority
Taxable Subordinate Lien Revenue Refunding Bonds
Series 2004B**

**Alameda Corridor Transportation Authority
Taxable Senior Lien Revenue Refunding Bonds
Series 2012**

**Alameda Corridor Transportation Authority
Tax-Exempt Senior Lien Revenue Refunding Bonds
Series 2013A**

Various transactions involving the Bonds are being considered, including, but not limited to, transactions pursuant to which some or all of the owners of the Bonds would be given an opportunity to tender or sell their Bonds for cash or in exchange for other bonds. ACTA may seek to finance the tender or purchase of the Bonds for cash through the issuance of additional bonds.

Such transactions could take various forms, including without limitation, open market purchases, negotiated transactions, and tenders or exchanges. As a result, ACTA and certain broker/dealers, acting as agents of ACTA, from time to time may seek to purchase the Bonds. In some cases, ACTA may approach holders directly or through agents, and in other cases ACTA may negotiate transactions that are proposed to it. Whether any periodic purchases, tenders, exchanges or other transactions related to the Bonds are consummated will depend on a variety of factors, including then-current market conditions, the availability of attractive refinancing arrangements, the terms on which owners of the Bonds are willing to tender their Bonds for exchange or redemption, as applicable, and other factors which cannot be predicted.

No assurance can be given that any of the above-described transactions will be pursued or consummated. Any such transaction, if pursued, may be discontinued at any time. This disclosure is for informational purposes only and is not intended to constitute a tender offer, offer to purchase, or offer to exchange, for any of the Bonds.

Questions or expressions of interest should be directed to James P. Preusch, Chief Financial Officer of ACTA at (310) 847-4314.

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