

Meeting Agenda

Bay Area Headquarters Authority

Authority Members:

*Alfredo Pedroza, Chair Nick Josefowitz, Vice Chair
Margaret Abe-Koga, Cindy Chavez, Federal D. Glover,
Amy R. Worth*

Wednesday, June 22, 2022

9:50 AM

HYBRID (In person option available)

The Bay Area Headquarters Authority is scheduled to meet on Wednesday, June 22, 2022 at 9:50 a.m. or immediately following the 9:45 a.m. BATA meeting, in the Bay Area Metro Center (Hybrid - In person option available). In light of Governor Newsom's State of Emergency declaration regarding COVID-19 and in accordance with the recently signed Assembly Bill 361 allowing remote meetings, this meeting will be accessible via webcast, teleconference, and Zoom for all participants. A Zoom panelist link for meeting participants will be sent separately to committee, commission, or board members.

Meeting attendees may opt to attend in person for public comment and observation at 375 Beale Street, Board Room (1st Floor). In-person attendees must adhere to posted public health protocols while in the building.

The meeting webcast will be available at

<https://mtc.ca.gov/whats-happening/meetings/live-webcasts>.

Members of the public are encouraged to participate remotely via Zoom at the following link or phone number:

Attendee Link: <https://bayareametro.zoom.us/j/86413346652>

iPhone One-tap: +13462487799,,86413346652# or +12532158782,,86413346652#

Join by Telephone (for higher quality, dial a number based on your current location) US:

+1 669 900 6833 or +1 408 638 0968 or +1 346 248 7799 or

+1 253 215 8782 or +1 646 876 9923 or +1 301 715 8592 or

+1 312 626 6799 or 888 788 0099 (Toll Free) or 877 853 5247 (Toll Free)

Webinar ID: 864 1334 6652

International numbers available: <https://bayareametro.zoom.us/j/kr9liEyDv>

Detailed instructions on participating via Zoom are available at:

<https://mtc.ca.gov/how-provide-public-comment-board-meeting-zoom>. Committee members and members of the public participating by Zoom wishing to speak should use the "raise hand" feature or dial "*9". In order to get the full Zoom experience, please make sure your application is up to date.

Members of the public may participate by phone or Zoom or may submit comments by email at info@bayareametro.gov by 5:00 p.m. the day before the scheduled meeting date. Please include the committee or board meeting name in the subject line. Due to the current circumstances there may be limited opportunity to address comments during the meeting. All comments received will be submitted into the record.

1. Call to Order / Roll Call / Confirm Quorum

Quorum: A quorum of this Authority shall be a majority of its regular voting members (3).

2. Consent Calendar

- 2a. [22-0864](#) Minutes of the May 25, 2022 meeting
- Action: Authority Approval
- Attachments: [2a - 22-0864 - May 25 BAHA Draft Minutes.pdf](#)
- 2b. [22-0232](#) BAHA Resolution No. 034 Providing for Remote Meetings Pursuant to Assembly Bill 361
- Action: Authority Approval
- Attachments: [2b - 22-0232 - BAHA-Reso-034 AB 361.pdf](#)
- 2c. [22-1015](#) Contract Amendment - Property Management Services: Cushman & Wakefield of California, Inc. (\$2,070,000)
- Action: Authority Approval
- Presenter: DeNise Blake
- Attachments: [2c - 22-1015 - Cushman Wakefield Contract Amendment.pdf](#)

3. Approval

- 3a. [22-0940](#) BAHA Resolution No. 33 - FY 2022-23 Operating and Capital Budgets
- A request for Authority approval of the Bay Area Headquarters Authority (BAHA) Resolution No. 33, authorizing the BAHA Operating and Capital Budgets for FY 2022-23.
- Action: Authority Approval
- Presenter: Derek Hansel
- Attachments: [3a - 22-0940 - BAHA-Reso-33 FY 2022-23 Budgets.pdf](#)

4. Public Comment / Other Business

5. Adjournment / Next Meeting

The next meeting of the Bay Area Headquarters Authority is scheduled to be held on July 27, 2022. Any changes to the schedule will be duly noticed to the public.

Public Comment: The public is encouraged to comment on agenda items at Authority meetings by completing a request-to-speak card (available from staff) and passing it to the Authority secretary. Public comment may be limited by any of the procedures set forth in Section 3.09 of MTC's Procedures Manual (Resolution No. 1058, Revised) if, in the chair's judgment, it is necessary to maintain the orderly flow of business.

Meeting Conduct: If this meeting is willfully interrupted or disrupted by one or more persons rendering orderly conduct of the meeting unfeasible, the Chair may order the removal of individuals who are willfully disrupting the meeting. Such individuals may be arrested. If order cannot be restored by such removal, the members of the Authority may direct that the meeting room be cleared (except for representatives of the press or other news media not participating in the disturbance), and the session may continue.

Record of Meeting: Authority meetings are recorded. Copies of recordings are available at a nominal charge, or recordings may be listened to at MTC offices by appointment. Audiocasts are maintained on MTC's Web site (mtc.ca.gov) for public review for at least one year.

Accessibility and Title VI: MTC provides services/accommodations upon request to persons with disabilities and individuals who are limited-English proficient who wish to address Commission matters. For accommodations or translations assistance, please call 415.778.6757 or 415.778.6769 for TDD/TTY. We require three working days' notice to accommodate your request.

可及性和法令第六章: MTC 根據要求向希望來委員會討論有關事宜的殘疾人士及英語有限者提供服務/方便。需要便利設施或翻譯協助者，請致電 415.778.6757 或 415.778.6769 TDD / TTY。我們要求您在三個工作日前告知，以滿足您的要求。

Acceso y el Titulo VI: La MTC puede proveer asistencia/facilitar la comunicación a las personas discapacitadas y los individuos con conocimiento limitado del inglés quienes quieran dirigirse a la Comisión. Para solicitar asistencia, por favor llame al número 415.778.6757 o al 415.778.6769 para TDD/TTY. Requerimos que solicite asistencia con tres días hábiles de anticipación para poderle proveer asistencia.

Attachments are sent to Authority members, key staff and others as appropriate. Copies will be available at the meeting.

All items on the agenda are subject to action and/or change by the Authority. Actions recommended by staff are subject to change by the Authority.

Legislation Details (With Text)

File #: 22-0864 **Version:** 1 **Name:**
Type: Minutes **Status:** Authority Approval
File created: 4/22/2022 **In control:** Bay Area Headquarters Authority
On agenda: 6/22/2022 **Final action:**
Title: Minutes of the May 25, 2022 meeting
Sponsors:
Indexes:
Code sections:
Attachments: [2a - 22-0864 - May 25_BAHA_Draft_Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Minutes of the May 25, 2022 meeting

Recommended Action:
Authority Approval



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

Meeting Minutes

Bay Area Headquarters Authority

Authority Members:

Alfredo Pedroza, Chair Nick Josefowitz, Vice Chair
Margaret Abe-Koga, Cindy Chavez, Federal D. Glover,
Amy R. Worth

Wednesday, May 25, 2022

9:45 AM

HYBRID (In person option available)

Call Meeting to Order

1. Roll Call / Confirm Quorum

Present: 5 - Commissioner Abe-Koga, Commissioner Glover, Vice Chair Josefowitz, Chair Pedroza and Commissioner Worth

Absent: 1 - Commissioner Chavez

2. Consent Calendar

Upon the motion by Commissioner Glover and seconded by Commissioner Worth, the Consent Calendar was unanimously approved by the following vote:

Aye: 5 - Commissioner Abe-Koga, Commissioner Glover, Vice Chair Josefowitz, Chair Pedroza and Commissioner Worth

Absent: 1 - Commissioner Chavez

2a. [22-0803](#) Minutes of the April 27, 2022 meeting

Action: Authority Approval

2b. [22-0804](#) BAHA Resolution No. 032 Providing for Remote Meetings Pursuant to Assembly Bill 361

Action: Authority Approval

3. Public Comment / Other Business

4. Adjournment / Next Meeting

The next meeting of the Bay Area Headquarters Authority is scheduled to be held at 9:45 a.m. on June 22, 2022. Any changes to the schedule will be duly noticed to the public.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 22-0232 **Version:** 1 **Name:**

Type: Resolution **Status:** Authority Approval

File created: 1/25/2022 **In control:** Bay Area Headquarters Authority

On agenda: 6/22/2022 **Final action:**

Title: BAHA Resolution No. 034 Providing for Remote Meetings Pursuant to Assembly Bill 361

Sponsors:

Indexes:

Code sections:

Attachments: [2b - 22-0232 - BAHA-Reso-034_AB 361.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
BAHA Resolution No. 034 Providing for Remote Meetings Pursuant to Assembly Bill 361

Recommended Action:
Authority Approval

**Bay Area Headquarters Authority
BAHA**

June 22, 2022

Agenda Item 2b - 22-0804

BAHA Resolution No. 34 Providing for Remote Meetings Pursuant to AB 361

Subject:

Approval of BAHA Resolution No. 34 Regarding Remote Meetings Pursuant to AB 361.

Background:

AB 361 provides for continuing availability of remote meetings during the pandemic-related state of emergency in California. In order to invoke this option, governing boards of Brown Act bodies, or their authorized designated committees must make certain findings in support of remote meetings within 30 days of the first meeting occurring after October 1, 2021, and every 30 days thereafter. Attached for your review and approval is a resolution invoking AB 361 and providing for remote meetings prospectively for 30 days following the Bay Area Headquarters Authority's action.

Issues:

Findings in support of Resolution No. 34 are found in the attached. Given the continuing state of public health emergency and the improved public access afforded by holding public meetings of regional bodies in a virtual setting, the resolution under AB 361 is supportable.

Recommended Action:

The Bay Area Headquarters Authority is requested to adopt Resolution No. 34, authorizing its committees and related entities, to meet remotely pursuant to the provisions of AB 361.

Attachments:

- Attachment A: BAHA Resolution No. 34



Therese W. McMillan

Date: June 22, 2022
Referred By: BAHA

ABSTRACT

Resolution No. 034

This resolution makes findings pursuant to AB 361 to continue virtual public meetings for the Bay Area Headquarters Authority (BAHA), its related entities and committees during the COVID-19 State of Emergency.

Further discussion of this subject is contained in the BAHA Summary Sheet dated June 22, 2022.

Date: June 22, 2022
Referred By: BAHA

RE: Findings Pursuant to AB 361 to Continue Virtual Public Meetings for the Bay Area Headquarters Authority (BAHA), With its Related Entities and Committees, During the COVID-19 State of Emergency

BAY AREA HEADQUARTERS AUTHORITY
RESOLUTION NO. 034

WHEREAS, on March 4, 2020, the Governor of the State of California declared a state of emergency, as defined under the California Emergency Services Act, due to the COVID-19 pandemic; and

WHEREAS, the State of Emergency remains in effect; and

WHEREAS, beginning in March 2020, the Governor's Executive Order N-29-20 suspended Brown Act requirements related to teleconferencing during the COVID-19 pandemic provided that notice, accessibility, and other requirements were met, and the public was allowed to observe and address the legislative body at the meeting; and

WHEREAS, Executive Order N-08-21 extended the previous order until September 30, 2021; and

WHEREAS, the Bay Area Headquarters Authority (BAHA) and its related entities and committees have conducted their meetings virtually, as authorized by the Executive Order, since March 17, 2020; and

WHEREAS, on September 16, 2021, the Governor signed into law AB 361, an urgency measure effective upon adoption, that provides flexibility to government bodies, allowing them to meet virtually without conforming to the Brown Act teleconferencing rules if: (i) the legislative body holds a meeting during a proclaimed state of emergency, and state or local officials have imposed or recommended measures to promote social distancing; (ii) the legislative body holds a meeting during a proclaimed state of emergency for the purpose of determining, by majority vote, whether, as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees; or (iii) the legislative body holds a meeting during a proclaimed state of emergency and has determined, by majority vote, that, as a

result of the emergency, meeting in person would present imminent risks to the health or safety of attendees; and

WHEREAS, the San Francisco Public Health Department continues to recommend and/or require measures to promote social distancing in combination with other safety precautions when activities occur in shared indoor spaces to mitigate the risk of COVID-19 transmission; and

WHEREAS, recently, multiple COVID-19 variants have surged in the United States and are believed by medical experts to be more contagious than previous variants, and data has shown these variants have increased transmissibility even among some vaccinated people; and

WHEREAS, due to uncertainty and concerns about recent COVID-19 variants and current conditions, many workplaces that had announced a return to regular in-person operations have pushed back the full return date; and

WHEREAS, virtual meetings have not diminished the public's ability to observe and participate and have expanded opportunities to do so for some communities; and

WHEREAS, given the heightened risks of the predominant variant of COVID-19 in the community, holding meetings with all members of the legislative body, staff, and the public in attendance in person in a shared indoor meeting space would pose an unnecessary and immediate risk to the attendees;

NOW, THEREFORE, BE IT RESOLVED, that the Bay Area Headquarters Authority hereby determines that, as a result of the emergency, meeting in person presents imminent risks to the health or safety of attendees; and be it further

RESOLVED, that in accordance with AB 361, based on the findings and determinations herein, meetings of BATA, its related entities and its committees will be held virtually, with Brown Act teleconferencing rules suspended; and be it further

RESOLVED, that this resolution shall be effective upon adoption and remain in effect for 30 days in accordance with AB 361.

BAY AREA HEADQUARTES AUTHORITY

Alfredo Pedroza, Chair

The above resolution was entered into by the Bay Area Headquarters Authority at a duly called and noticed meeting held in San Francisco, California and at other remote locations, on June 22, 2022.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 22-1015 **Version:** 1 **Name:**
Type: Contract **Status:** Authority Approval
File created: 5/25/2022 **In control:** Bay Area Headquarters Authority
On agenda: 6/22/2022 **Final action:**
Title: Contract Amendment - Property Management Services: Cushman & Wakefield of California, Inc.
(\$2,070,000)
Sponsors:
Indexes:
Code sections:
Attachments: [2c - 22-1015 - Cushman Wakefield Contract Amendment.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Contract Amendment - Property Management Services: Cushman & Wakefield of California, Inc.
(\$2,070,000)

Presenter:
DeNise Blake

Recommended Action:
Authority Approval

Bay Area Headquarters Authority (BAHA)

June 22, 2022

Agenda Item 2c - 22-1015

Contract Amendment – Property Management Services: Cushman & Wakefield of California, Inc. (\$2,070,000)

Subject:

A request that the Authority authorizes the Executive Director or designee to negotiate and enter into a contract amendment in the not to exceed amount of \$2,070,000 with Cushman & Wakefield of California, Inc. (“Cushman Wakefield”) to implement and administer building improvements projects at 375 Beale Street, San Francisco (Bay Area Metro Center).

Background:

On January 23, 2013, after a competitive procurement, BAHA authorized a contract with Cushman Wakefield to provide property management services at 375 Beale Street for a five-year term, with the option to renew for two additional five-year terms. On December 29, 2017, BAHA authorized the first five-year renewal.

Cushman Wakefield’s responsibilities as property manager for BAHA include implementing and administering the design and construction of capital projects on behalf of both BAHA and its tenants. Upon written approval by BAHA, Cushman Wakefield acts as BAHA’s agent with respect to any given BAHA project and agrees to perform the following:

1. Place for bid with contractors, tenant improvement and/or capital improvement work required to be completed in connection with the leasing of space or renovations at the Bay Area Metro Center;
2. Coordinate with BAHA, tenants, architects, engineers, contractors, and other consultants on the preparation and finalization of construction drawings;
3. Oversee the administration of the construction contracts, including the construction schedule, disbursement process, lien-waiver collection, and financial reporting;

4. Perform final walk-through and assist in the preparation of a final punch-list which itemizes all work that must be completed or which requires repair, if applicable;
5. Assist contractors in obtaining notices of completion, certificates of occupancy, or equivalent documents;
6. Ensure adherence with all applicable laws, codes, and regulations, including but not limited to building, fire, and safety codes; and
7. Additional tasks as mutually agreed upon in advance.

The proposed contract amendment would fund the following projects from the FY 2022-23 Capital Improvement Building Budget:

- Air Handler Units Weatherproofing:\$234,000;
- Energy Efficiency Retrocommissioning Program Controls: \$46,570;
- Level 2 Security Vestibule \$144,834;
- Miscellaneous building improvements, including Bus Riser plan development, Emergency Power Off (EPO) Button investigation, Data Center retrocommissioning, Level 3 ADA restroom door actuator installation, Security server upgrade: \$1,644,596.

The proposed \$2,070,000 includes Cushman Wakefield's project management fee, which ranges from 3% for projects with a value greater than \$1,000,000 to 5% for smaller projects.

Cushman Wakefield is neither a small business enterprise nor a disadvantaged business enterprise.

Issues:

None

Recommendation:

Staff recommends that the Authority authorize the Executive Director or designee to negotiate and enter into a contract amendment with Cushman Wakefield to add an amount not to exceed

\$2,070,000 for a total new contract not to exceed amount of \$12,274,801.80, for implementation and administration of building improvement projects at the Bay Area Metro Center.

Attachments:

Request for Committee Approval – Summary of Proposed Contract Amendment



Therese W. McMillan

REQUEST FOR COMMITTEE APPROVAL

Summary of Proposed Contract Amendment

Work Item No.:	9180, 9181
Consultant:	Cushman & Wakefield of California, Inc. San Francisco, CA
Work Project Title:	Property Management Services
Purpose of Project:	Provide property management services for 375 Beale Street
Brief Scope of Work:	Implement and administer building improvement projects consistent with the FY 2022-23 Budget
Project Cost Not to Exceed:	This amendment: \$2,070,000 Current contract authorization before this amendment: \$10,204,801.80 Maximum contract authorization after this amendment: \$12,274,801.80
Funding Source:	BAHA FY 2022-23 Capital Building Improvement Project Budget
Fiscal Impact:	Funding subject to the approval of the BAHA FY 2022-23 budget
Motion by Authority:	That the Executive Director or designee is authorized to negotiate and enter into a contract amendment with Cushman & Wakefield of California, Inc. for property management services as described above and in the Bay Area Headquarters Authority Summary Sheet dated June 22, 2022, and the Treasurer and Auditor are directed to set aside funds in the amount of \$2,070,000 for such contract amendment, subject to the approval of the BAHA FY 2022-23 budget.

BAHA Chair:

Alfredo Pedroza

Approved:

Date: June 22, 2022

Legislation Details (With Text)

File #:	22-0940	Version:	1	Name:	
Type:	Resolution	Status:		Authority Approval	
File created:	5/4/2022	In control:		Bay Area Headquarters Authority	
On agenda:	6/22/2022	Final action:			
Title:	BAHA Resolution No. 33 - FY 2022-23 Operating and Capital Budgets				

A request for Authority approval of the Bay Area Headquarters Authority (BAHA) Resolution No. 33, authorizing the BAHA Operating and Capital Budgets for FY 2022-23.

Sponsors:**Indexes:****Code sections:****Attachments:** [3a - 22-0940 - BAHA-Reso-33_FY 2022-23_Budgets.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:

BAHA Resolution No. 33 - FY 2022-23 Operating and Capital Budgets

A request for Authority approval of the Bay Area Headquarters Authority (BAHA) Resolution No. 33, authorizing the BAHA Operating and Capital Budgets for FY 2022-23.

Presenter:

Derek Hansel

Recommended Action:

Authority Approval

Bay Area Headquarters Authority (BAHA)

June 22, 2022

Agenda Item 3a - 22-0904

BAHA Resolution No. 33 – FY 2022-23 Operating and Capital Budgets

Background:

A request for Authority approval of the Bay Area Headquarters Authority (BAHA) Resolution No. 33, authorizing the BAHA Operating and Capital Budgets for FY 2022-23.

Operating Budget

The proposed budget for FY 2022-23 shows an operating surplus of \$2.7 million, before transfers. Overall revenue is expected to be \$18.4 million, up 7.1% from FY 2021-22. Total operating expenses are estimated at \$15.7 million, excluding transfers, up 14.1% from FY 2021-22. The proposed budget for FY 2022-23 is balanced as presented.

The shared services and common area assessments will be separately reviewed and approved by the 375 Beale Condominium Corporation Board.

Operating Revenue

Total FY 2022-23 proposed revenue budget is \$18.4 million, an increase of \$1.2 million, or 7.1%. Recurring revenue sources include (in thousands):

<u>Revenue Source</u>	<u>% Increase</u>	<u>\$ Increase (000)</u>
Scheduled lease increases	2.4%	\$247
Shared services assessment (Fee covers staff, IT services, office supplies and other shared expenses)	38.5%	\$885
Common area assessments (Fees cover security, janitorial, utilities, administration, and repairs & maintenance)	1.9%	\$75

Assessment fees are distributed by formula across all three owners while lease revenue is attributable to BAHA lessees. To this point, BAHA has not suffered any delay in tenants' payments.

Operating Expense

Total operating expense, before transfers, for the proposed FY 2022-23 budget is \$15.7 million, approximately \$1.9 million or 14.1% above FY 2021-22. Major operating expense highlights include (in thousands):

<u>Operating Expense</u>	<u>% Increase</u>	<u>\$ Increase (000)</u>
Salary, benefits, and overhead	29.1%	\$503
Other contractual services	260%	\$325
Other expenses	340%	\$340
Café space project	200%	\$150
Lease Commission	N/A	\$500

Salaries, benefits and overhead are increased due to staff dedicated to shared services operations. Contractual services include increased legal costs, a 1st floor venue manager, emergency management assessment, and expansion of reservation software. Increases in other expenses are primarily driven by shared conference space furniture and equipment replacement to better facilitate a hybrid workspace. The Café project will help modernize and activate the space, and lease commissions are budgeted for leasing agent compensation for finalized lease renewals or new leases.

Transfers

Staff proposes \$2.7 million in transfers, all of which is proposed to be transferred to capital reserves, in recognition of existing capital requirements for the building. This budget proposes no FY 2022-23 transfer to BATA with respect to repayment of its building contribution.

Capital Budget

Staff is requesting a total of \$3.7 million in building improvement projects for FY 2022-23. The projects include (in thousands):

- | | |
|--------------------------------------|---------|
| • IT Improvement Project | \$660 |
| • Agency Space Modification Planning | \$750 |
| • Capital Contingency | \$200 |
| • C&W Building Improvement Projects | \$2,070 |

The \$2.07 million requested by Cushman & Wakefield as part of their building management responsibilities includes work on the air handling units, waterproofing, and replacement/protection of rooftop HVAC components. Additional information on this work is included in BAHA Agenda Item 2c.

Recommendation:

Staff requests approval of BAHA Resolution No. 33 authorizing the FY 2022-23 BAHA Operating and Capital Project Budgets.

Attachment:

BAHA Resolution No. 33, FY 2022-23 Operating and Capital Budgets



Therese W. McMillan

Date: June 22, 2022
W.I.: 9110, 9120, 9130

ABSTRACT

BAHA Resolution No. 33

This resolution approves the FY 2022-23 Bay Area Headquarters Authority (BAHA) Operating and Capital Budgets.

Further discussion of the BAHA Operating and Capital Budgets can be found in the BAHA Summary Sheet dated June 22, 2022.

Date: June 22, 2022
W.I.: 9110, 9120, 9130

Re: Bay Area Headquarters Authority FY 2022-23 Operating and Capital Budgets

BAY AREA HEADQUARTERS AUTHORITY
RESOLUTION No. 33

WHEREAS, the Metropolitan Transportation Commission (“MTC”) and the Bay Area Toll Authority (“BATA”) have executed a joint exercise of powers agreement dated September 28, 2011 which creates and establishes the Bay Area Headquarters Authority (“BAHA”); and

WHEREAS, BAHA staff has prepared a budget setting forth the anticipated revenues and expenditures of BAHA for FY 2022-23; now, therefore be it

RESOLVED, that BAHA approves the Operating and Capital Budgets for FY 2022-23, prepared in accordance with generally accepting accounting principles, attached hereto as Attachment A, and incorporated herein as though set forth at length; and, be it further

RESOLVED, that the Executive Director or designee may approve adjustments among line items in the BAHA Budget for FY 2022-23, provided that there shall be no increase in the overall BAHA Budget without prior approval of BAHA; and, be it further

RESOLVED, that the Executive Director or designee shall submit written requests to BAHA for approval of consultants, professional services, and expenditures authorized in the BAHA Budget for FY 2022-23; and be it further

RESOLVED, that the Executive Director and Chief Financial Officer are authorized to carry over and re-budget all funds and contracts properly budgeted in the prior year for which expenditures were budgeted and encumbered and which will take place in FY 2022-23; and, be it further

RESOLVED, that the Executive Director and Chief Financial Officer are authorized to

create an operating reserve equivalent to one-year operating revenue and a capital replacement reserve equivalent to the accumulated depreciation expense and to transfer all excess BAHA funds including annual surplus funds included in the annual budget to fund the reserve. Any withdrawal from the designated reserves, requires specific approval of BAHA; and, be it further

RESOLVED, that the Executive Director and Chief Financial Officer are authorized to transfer all excess annual operating surplus remaining after annual budgeted reserve transfers to BATA; and, be it further

RESOLVED, that the Executive Director and Chief Financial Officer are authorized to utilize generally available cash as an advance for project cash flow purposes provided the advance is repaid from project funds by the close of the fiscal year; and, be it further

RESOLVED, that the BAHA staff shall furnish BAHA with a quarterly financial report to reflect budgeted and actual income, expenditures, obligations for professional and consultant services, and such other information and data as may be requested by BAHA.

BAY AREA HEADQUARTERS AUTHORITY

Alfred Pedroza, Chair

The above resolution was entered into by the Bay Area Headquarters Authority at a regular meeting of the Authority held in San Francisco, California and at other remote locations, on June 22, 2022.

Date: June 22, 2022
W.I.: 9110, 9120, 9130

Attachment A
BAHA Resolution No. 33

FY 2022-23 BAHA Operating and Capital Budgets

Bay Area Headquarters Authority (BAHA) FY 2022-23 Operating and Capital Budget

	Actuals as of 02/28/2022	Adopted FY 2021-22	Draft FY 2022-23	Change in % Increase/(Decrease)	Change in \$ Increase/(Decrease)
Revenue:					
Assessment fee - shared services	\$ 1,722,289	\$ 2,296,385	\$ 3,181,049	38.5%	\$ 884,664
Assessment fee - common area	3,011,240	4,014,986	4,090,429	1.9%	75,443
Lease income	6,940,212	10,395,831	10,643,074	2.4%	247,243
Expense reimbursements	102,137	185,640	190,400	2.6%	4,760
Other income - parking	83,327	109,995	109,995	0.0%	-
Utility reimbursements	88,546	172,829	172,829	0.0%	-
Other income	30,657	4,082	11,621	184.7%	7,539
Total revenue	11,978,408	17,179,748	18,399,397	7.1%	1,219,649
Expenses:					
Salaries and Benefits	727,551	1,149,324	1,485,099	29.2%	335,775
Overhead	378,262	575,354	742,550	29.1%	167,196
Temp service	34,535	175,000	150,000	-14.3%	(25,000)
Legal services	-	50,000	50,000	0.0%	-
Other contractual services	350	125,000	450,000	260.0%	325,000
IT licenses, maintenance	676,184	1,730,940	1,692,300	-2.2%	(38,640)
Audit/tax prep	89,271	141,000	134,500	-4.6%	(6,500)
Supplies	25,506	125,000	147,000	17.6%	22,000
Parking operation	195,757	331,833	350,682	5.7%	18,849
Catering	-	90,000	130,000	44.4%	40,000
Other expenses	12,281	100,000	440,000	340.0%	340,000
Special Event Setups	-	25,000	30,000	20.0%	5,000
Insurance	30,007	20,000	65,000	225.0%	45,000
Art related	-	75,000	75,000	0.0%	-
Café Space Project	-	50,000	150,000	200.0%	100,000
Lease commission	-	-	500,000	-100.0%	500,000
Utility	-	6,600	-	-100.0%	(6,600)
Cleaning Service	2,085	3,300	15,000	354.5%	11,700
Security	-	48,400	50,000	3.3%	1,600
Contractual services - CW	6,088,027	8,977,374	9,083,191	1.2%	105,817
Total expense	8,259,815	13,799,125	15,740,322	14.1%	1,941,197
Surplus/(deficit) before transfer	3,718,592	3,380,623	2,659,075	-21.3%	(721,548)
Transfer in/(out):					
Transfer in from Reserve	-	-	-	0.0%	-
Transfer to BATA	(1,080,623)	(1,080,623)	-	-100.0%	1,080,623
Transfer to Operating Reserve	-	(1,200,000)	-	-100.0%	1,200,000
Transfer to Capital	-	(1,100,000)	(2,659,075)	141.7%	(1,559,075)
Total transfer	(1,080,623)	(3,380,623)	(2,659,075)	-21.3%	721,548
Operating surplus/(deficit)	\$ 2,637,969	\$ -	\$ -	\$ -	\$ -

Bay Area Headquarters (BAHA) FY 2022-23 Operating and Capital Budget

	Building and Commercial Operations- CW	Condo and Shared Services	BAHA Operating	Adopted FY 2021-22	Draft FY 2022-23	Actuals as of 02/28/2022
Revenue:						
Assessment fee - shared services	\$ -	\$ 3,181,049	\$ -	\$ 2,296,385	\$ 3,181,049	\$ 1,722,289
Assessment fee - common area	-	4,090,429	-	4,014,986	4,090,429	3,011,240
Lease income	10,643,074	-	-	10,395,831	10,643,074	6,940,212
Expense reimbursements	-	-	190,400	185,640	190,400	102,137
Parking	109,995	-	-	109,995	109,995	83,327
Utility reimbursements	172,829	-	-	172,829	172,829	88,546
Other revenue	11,621	-	-	4,082	11,621	30,657
Total revenue	10,937,519	7,271,478	190,400	17,179,748	18,399,397	11,978,408
Expenses:						
Salaries and Benefits	-	1,019,366	465,733	1,149,324	1,485,099	727,551
Overhead	-	509,683	232,867	575,354	742,550	378,262
Temp Service	-	75,000	75,000	175,000	150,000	34,535
Legal services	-	-	50,000	50,000	50,000	-
Other contractual services	-	-	450,000	125,000	450,000	350
IT licenses, maintenance	-	994,500	697,800	1,730,940	1,692,300	676,184
Audit/tax prep	-	60,500	74,000	141,000	134,500	89,271
Supplies	-	97,000	50,000	125,000	147,000	25,506
Parking operation	320,682	-	30,000	331,833	350,682	195,757
Catering	-	105,000	25,000	90,000	130,000	-
Other expenses	-	290,000	150,000	100,000	440,000	12,281
Special Event Setups	-	30,000	-	25,000	30,000	-
Insurance	-	-	65,000	20,000	65,000	30,007
Art Related	-	-	75,000	75,000	75,000	-
Café Space Project	-	-	150,000	50,000	150,000	-
Lease commission	-	-	500,000	-	500,000	-
Utility	-	-	-	6,600	-	-
Cleaning Service	-	-	15,000	3,300	15,000	2,085
Security	-	-	50,000	48,400	50,000	-
Contractual services - CW	4,992,762	4,090,429	-	8,977,374	9,083,191	5,140,609
Total expense w/o depreciation	5,313,444	7,271,478	3,155,400	13,799,125	15,740,322	7,312,397
Surplus/(deficit) before transfer and depreciation	5,624,075	-	(2,965,000)	3,380,623	2,659,075	4,666,010
Transfer in/(out):						
Transfer to BATA	-	-	(2,659,075)	(1,080,623)	(2,659,075)	(1,080,623)
Transfer to Temazcal Op	-	-	-	-	-	-
Transfer to Operation Reserve	-	-	-	(1,200,000)	-	-
Transfer to Capital Reserve	-	-	-	(1,100,000)	-	-
Total transfer	-	-	(2,659,075)	(3,380,623)	(2,659,075)	(1,080,623)
Operating surplus/(deficit) before depreciation	5,624,075	-	(5,624,075)	-	-	3,585,387
Depreciation	1,421,127	-	-	(7,221,127)	1,421,127	947,418
Total operating surplus/(deficit)	\$ 4,202,948	\$ -	\$ (5,624,075)	\$ (7,221,127)	\$ (1,421,127)	\$ 2,637,969

Distribution of Condo Area Fees

FY 2022-23

	Common Area	Shared Services	Total
BAAQMD	\$ 1,856,236	\$ 1,443,560	\$ 3,299,796
ABAG	98,432	287,567	385,999 *
BATA/MTC	2,135,761	1,449,922	3,585,683
Total	\$ 4,090,429	\$ 3,181,049	\$ 7,271,478

FY 2021-22

	Common Area	Shared Services	Total
BAAQMD	\$ 1,822,001	\$ 1,042,100	\$ 2,864,101
ABAG	159,207	207,593	366,800
BATA/MTC	2,033,778	1,046,692	3,080,470
Total	\$ 4,014,986	\$ 2,296,385	\$ 6,311,371

Diff

BAAQMD	\$ 34,235	\$ 401,460	\$ 435,695
ABAG	(60,775)	79,974	19,199
BATA/MTC	101,983	403,230	505,213
Total	\$ 75,443	\$ 884,664	\$ 960,107

* Max ABAG assessment fee for FY 2022-23 is \$385,999 based on CC&R Section 2.01(h)(6). Per MTC Commission approval on December 15, 2021, ABAG shared services are paid by MTC and ABAG will pay all Common Area assessments.

	RSF	
MTC/BATA	96,257	45.58%
BAAQMD	95,834	45.38%
ABAG	19,091	9.04%
375 Condo Sq. Ft	211,182 **	42.67%
Total CC&R Sq. Ft.	494,956	57.33%

** Agency Space RSF from CC&R Exhibit B and 15,600 RSF for 1st floor

Building Development Budget FY 2022-23	LTD Budget Thru FY 2021-22	LTD Actual As of 12/31/2021	Remaining Budget As of 12/31/2021	Additions FY 2022-23	Total LTD Budget Thru FY 2022-23
Sources					
Insurance proceeds	\$ 1,817,087	\$ 1,817,087	\$ -	\$ -	\$ 1,817,087
Transfer in from MTC	801,160	801,160	-	-	801,160
Transfer in from SAFE	112,910	112,910	-	-	112,910
Transfer in from BATA	6,906,010	6,906,010	-	-	6,906,010
Purchase from ABAG	1,600,000	5,815,497	4,215,497	-	1,600,000
Purchase from Air District	34,000,000	34,141,265	141,265	-	34,000,000
Reimbursement from PG&E	54,601	54,601	-	-	54,601
TFCA Grant	82,000	17,128	(64,872)	-	82,000
Grant Local Match from MTC/BATA	119,000	119,000	-	-	119,000
Grant Local Match from Air District	150,000	150,000	-	-	150,000
SPANs savings	33,000,000	33,000,000	-	-	33,000,000
Capital Contribution (BATA)	285,356,009	285,356,009	-	-	285,356,009
Interest Revenue	-	307,511	307,511	-	-
Reimbursement for Capital Expenditure	-	1,156,132	1,156,132	-	-
Miscellaneous	-	68,483	68,483	-	-
Transfer in from BAHA Operation	290,781	245,634	(45,147)	-	290,781
Total Transfer In	364,289,558	370,068,427	5,778,869	-	364,289,558
Uses					
Purchase Building	93,000,000	93,000,000	-	-	186,000,000
Building Development	154,207,882	153,722,765	485,117	-	308,415,764
Insurance	573,017	573,017	-	-	1,146,034
Development Contingency	-	-	-	-	-
Furniture, Fixtures, Equipment	15,000,000	15,000,000	-	-	30,000,000
12V Feed	307,606	307,606	-	-	615,212
EV Charging Station	351,000	340,324	10,676	-	702,000
Staff Costs	8,404,890	8,302,929	101,961	-	16,809,780
Transfer Out	400,000	-	400,000	-	800,000
Total Usage	\$ 272,244,395	\$ 271,246,641	\$ 997,754	\$ -	\$ 544,488,790
Excess Revenue Transferred to Comm Dev Fund	92,045,163	97,824,032	(5,778,869)		
Net Surplus/(Deficit)	-	997,754	997,754		

Commercial Development Fund Life To Date thru FY 2022-23

Program #	Budget	LTD Budget Thru FY 2021-22	LTD Actual As of 12/31/2021	Remaining Budget As of 12/31/2021	FY 2022-23			Thru FY 2022-23
					Tenant Improvements	Commissions	Total	
9143	Transfer In	\$ 24,139,154	\$ 97,824,032	\$ 73,684,878	\$ -	\$ -	\$ -	\$ 24,139,154
9140	Cubic Reimbursement for TI	100,000	-	(100,000)	-	-	-	100,000
9141	BCDC	2,518,283	-	(2,518,283)	-	-	-	2,518,283
9143	Air District	3,000,000	-	(3,000,000)	-	-	-	3,000,000
		29,757,437	97,824,032	68,066,595	-	-	-	29,757,437
9135	T.I. Rutherford and Chekene	1,235,930	1,235,930	-	-	-	-	1,235,930
9136	Conduent (Xerox)	110,975	110,975	-	-	-	-	110,975
9137	T.I. Degenkolb	2,287,410	2,287,410	-	-	-	-	2,287,410
9138	T.I. Twilio	10,178,398	10,178,398	-	-	-	-	10,178,398
9139	Engineering/Architectural	350,000	350,000	-	-	-	-	350,000
9140	T.I. Ada's Café	465,454	465,454	-	-	-	-	465,454
9141	BCDC	7,016,736	7,016,736	-	-	-	-	7,016,736
9142	Cubic	562,648	562,648	-	-	-	-	562,648
9144	Temazcal	5,049,886	4,498,500	551,386	-	-	-	5,049,886
	Total Tenant Improvements	27,257,437	26,706,051	551,386	-	-	-	27,257,437
9143	Marketing	2,500,000	71,117,981	68,617,981			-	2,500,000
	Transfer Out - Building Improvement	2,500,000		2,500,000	-	-	-	2,500,000
	Net	\$ -	\$ 71,117,981	\$ 71,117,981	\$ -	\$ -	\$ -	\$ -

Building Improvement Fund Life-To-Date (LTD) thru FY 2022-23

Program #	Budget	LTD Budget Thru FY 2021-22	LTD Actuals as of 12/31/2021	Remaining Budget as of 12/31/2022	Draft FY 2022-23	LTD Budget Thru FY 22-23
	Transfer In	\$ 4,529,000	\$ 4,529,000	\$ 2,366,597	\$ 2,659,075	\$ 7,188,075
	In-House Improvement Project					
9160	IT Improvement Project	984,000	478,653	505,347	660,000	1,644,000
9161	Agency Space Modification	200,000	12,196	187,804	750,000	950,000
9162	Agency Infrastructure Improvement	320,000	231,599	88,402	200,000	520,000
9163	Level 1 Public Space Modifications	1,411,000	105,793	1,305,207		1,411,000
	Total In-House Project	2,915,000	828,241	2,086,759	1,610,000	4,525,000
	CW Improvement Project					
9180	AHUs1-4 Eyebrow Install	860,000	576,339	283,661		860,000
9181	Building Improvement	1,115,000	757,823	357,177	2,070,000	3,185,000
	Total CW Project	1,975,000	1,334,162	640,838	2,070,000	4,045,000
	Total Building Improvement Budget	\$ 4,890,000	\$ 2,162,403	\$ 2,727,597	\$ 3,680,000	\$ 8,570,000
	Net	\$ (361,000)	\$ 2,366,597	\$ 361,000	\$ (1,020,925)	\$ (1,381,925)