



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

Meeting Agenda

Bay Area Headquarters Authority

Authority Members:

Scott Haggerty, Chair Alfredo Pedroza, Vice Chair
Jeannie Bruins, Federal D. Glover, Libby Schaaf, Amy R. Worth

Wednesday, January 22, 2020

10:05 AM

Board Room - 1st Floor

This meeting is scheduled to be webcast live on the Metropolitan Transportation Commission's Web site: <http://mtc.ca.gov/whats-happening/meetings> and will take place at 10:05 a.m. or immediately following the 10:00 a.m. Bay Area Toll Authority meeting.

For information contact the Commission Secretary at (415) 778-5367.

1. Call to Order / Roll Call / Confirm Quorum

Quorum: A quorum of this committee shall be a majority of its regular voting members (4).

2. Consent Calendar

- 2a. [19-1344](#) Minutes of the November 20, 2019 meeting
- Action: Authority Approval
- Attachments: [2a_11-20-2019_BAHA_Draft_Minutes.pdf](#)
- 2b. [19-0855](#) BAHA Financial Statements for First Quarter FY 2019-20
- Action: Information
- Presenter: Raymond Woo
- Attachments: [2b_BAHA_FY 2019-20 1st Qtr Financials.pdf](#)
- 2c. [20-0077](#) BAHA Resolution No. 1, Revised - Amendment to the BAHA Establishing Resolution.
- Action: Authority Approval
- Presenter: Denise Rodrigues
- Attachments: [2c_BAHA_Reso-001-Revised.pdf](#)

3. Public Comment / Other Business

4. Adjournment / Next Meeting:

The next meeting of the Bay Area Headquarters Authority is scheduled to be held on Wednesday, February 26, 2020 at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA 94105.

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 #: 19-1344 **Version:** 1 **Name:**

Type: Minutes **Status:** Consent

File created: 11/12/2019 **In control:** Bay Area Headquarters Authority

On agenda: 12/18/2019 **Final action:**

Title: Minutes of the November 20, 2019 meeting

Sponsors:

Indexes:

Code sections:

Attachments: [2a_11-20-2019_BAHA_Draft_Minutes.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Minutes of the November 20, 2019 meeting

Recommended Action:
Authority Approval



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

Meeting Minutes

Bay Area Headquarters Authority

Authority Members:

Scott Haggerty, Chair **Alfredo Pedroza, Vice Chair**
Jeannie Bruins, Federal D. Glover, Libby Schaaf, Amy R. Worth

Wednesday, November 20, 2019

1:35 PM

Yerba Buena Conference Room - 1st Floor

Call Meeting to Order

1. Roll Call/Confirm Quorum

Present: 4 - Commissioner Glover, Chair Haggerty, Vice Chair Pedroza and Commissioner Worth

Absent: 2 - Commissioner Bruins and Commissioner Schaaf

2. Consent Calendar

Approval of the Consent Calendar

Upon the motion by Vice Chair Pedroza and the second by Commissioner Glover, the Consent Calendar was unanimously approved by the following vote:

Aye: 4 - Commissioner Glover, Chair Haggerty, Vice Chair Pedroza and Commissioner Worth

Absent: 2 - Commissioner Bruins and Commissioner Schaaf

2a. [19-0810](#) Minutes of the June 26, 2019 meeting

Action: Authority Approval

2b. [19-1186](#) Contract - First Floor Reconfigurations Preconstruction: Swinerton Builders (\$100,000)

Action: Authority Approval

Presenter: Gary Szeto

3. Public Comment / Other Business

4. Adjournment / Next Meeting:

The next meeting of the Bay Area Headquarters Authority is scheduled to be held on Wednesday, December 18, 2019 at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA 94105. Please note this December meeting date is scheduled to take place on the 3rd Wednesday instead of the 4th Wednesday due to the holiday season.

Legislation Details (With Text)

File #: 19-0855 **Version:** 1 **Name:**
Type: Report **Status:** Consent
File created: 7/15/2019 **In control:** Bay Area Headquarters Authority
On agenda: 1/22/2020 **Final action:**
Title: BAHA Financial Statements for First Quarter FY 2019-20
Sponsors:
Indexes:
Code sections:
Attachments: [2b_BAHA_FY 2019-20 1st Qtr Financials.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
BAHA Financial Statements for First Quarter FY 2019-20

Presenter:
Raymond Woo

Recommended Action:
Information

Bay Area Headquarters Authority (BAHA)

January 22, 2020

Agenda Item 2b

BAHA Financial Statements for First Quarter FY 2019-20

Background:

Attached are the BAHA Operating and Capital Financial Statements for the Fiscal Year 2019-20 first quarter ending on September 30, 2019.

Combined Operations: BAHA is the operating authority and provides oversight for the entire Bay Area Metro Center (BAMC) enterprise, including the operation of the 375 Beale Condominium Corporation (375 Beale Inc.). As of the end of the first quarter, the combined operating financials show a surplus of \$902,638 before transfer out and depreciation.

BAHA Building Operations: BAHA Building Operations represents the BAHA commercial building operations. These operations reported a \$858,278 surplus before transfer out and depreciation. Total revenue of \$2.6 million is 25% of the approved budget.

Total operating expense was in line with the approved budget at 25% or \$1.7 million at the end of the first quarter. Overhead costs are not yet calculated pending approval of the overhead rate and should be assessed by mid-year.

375 Beale Inc.: The board of directors of 375 Beale Inc., composed of representatives of the condominium owners, oversees the condominium operations. As of September 30, 2019, the condominium operations show a surplus of \$44,400. Any surplus revenue at the end of the fiscal year will be returned to the condominium owners based on the assessment allocation formula.

Property Manager: Cushman & Wakefield of California, Inc. (CW) is hired by BAHA as the property manager for the BAMC. CW is responsible for ensuring the building is in operating condition throughout the fiscal year by managing utility services, building security, janitorial service, and building maintenance. Total operating expense incurred by CW at the end of the first quarter was \$2.9 million, 28% of the approved budget. Expense was slightly ahead of budget due to the one time Possessory Interest Tax payment made in the beginning of the year. CW expenses are split between BAHA Building Operations and 375 Beale Inc.


BAHA Building Development: The capital budget is 99% expended. The project budget has \$971,371 remaining after expenditures and encumbrances.

Commercial Development: Tenant improvements are 86% complete with three open projects remaining. The entire development project has \$3.6 million budget remaining which is largely reserved for the first floor Retail Space project.

Building Improvement: Total life-to-date budget for this capital fund is \$3.3 million. Total spent and encumbered was \$1.7 million as of the end of September, leaving \$1.6 million for future improvement.

Recommendation: None. This item provided as information only.

Attachments: Attachment A – BAHA Third Quarter Financial Statements for period ending September 30, 2019


Therese W. McMillan

Attachment A

BAHA Building Operations As of September 30, 2019

	FY2019-20 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired	Enc	YTD Total (YTD + Enc)
Revenue							
Lease income	\$ 9,645,222	\$ 2,351,655	\$ (7,293,567)	24%	25%	\$ -	\$ 2,351,655
Expense reimbursements	358,333	67,469	(290,864)	19%	25%	-	67,469
Other income - Parking/Antenna	202,200	51,736	(150,464)	26%	25%	-	51,736
Other income - Antenna	3,819	-	(3,819)	0%	25%	-	-
Other income	-	3,488	(3,488)	N/A	25%	-	3,488
Interest Income	-	77,946	77,946	N/A	25%	-	77,946
Total Revenue	10,209,574	2,552,294	(7,664,256)	25%	25%	-	2,552,294
In-House Op Exp							
Salaries and Benefits	808,400	118,833	(689,567)	15%	25%	26,069	144,902
Overhead	392,500	-	(392,500)	0%	25%	-	-
Contractual services	252,520	-	(252,520)	0%	25%	-	-
IT Licenses, Maintenance	421,000	39,574	(381,426)	9%	25%	196,195	235,769
Audit/Accounting/Other	87,000	34,290	(52,710)	39%	25%	17,348	51,638
Other Op Exp	36,500	2,786	(33,714)	8%	25%	24,516	27,302
Insurance	17,000	2,829	(14,171)	17%	25%	-	2,829
Art Related	75,000	-	(75,000)	0%	25%	-	-
Contribution to Ada's	32,000	-	(32,000)	0%	25%	15,370	15,370
Lease Committion	50,000	-	(50,000)	0%	25%	-	-
Total In-House Op Exp	2,171,920	198,312	(1,973,608)	9%	25%	279,498	477,810
Property Management Op Exp (CW)							
Contractual services	522,411	106,144	(416,267)	20%	25%	-	106,144
Building Repair and Maint.	1,103,946	224,113	(879,833)	20%	25%	-	224,113
Security	565,880	133,437	(432,443)	24%	25%	-	133,437
Parking	330,442	74,480	(255,962)	23%	25%	-	74,480
Other Op Exp	26,511	6,142	(20,369)	23%	25%	-	6,142
Insurance	166,529	41,743	(124,786)	25%	25%	-	41,743
Utility - Ele	356,852	121,075	(235,777)	34%	25%	-	121,075
Utility - Gas	36,182	3,343	(32,839)	9%	25%	-	3,343
Utility - Water	63,464	18,299	(45,165)	29%	25%	-	18,299
Janitorial Service	772,135	168,374	(603,761)	22%	25%	-	168,374
Landscape	52,293	2,732	(49,561)	5%	25%	-	2,732
Possessory Tax	620,000	595,862	(24,138)	96%	25%	-	595,862
Total Property Management Op Exp	4,616,645	1,495,744	(3,120,901)	32%	25%	-	1,495,744
Total Operating Exp	6,788,565	1,694,056	(5,094,509)	25%	25%	279,498	1,973,554
Total Operating Suplus (Deficit) before Transfer and Depreciation							
	3,421,009	858,238	(2,569,747)	25%	25%		
Transfer In/(Out)	(3,421,009)	-	3,421,009	0%	25%		
Depreciation	6,814,218	591,745	(6,222,473)	9%	25%		
Total Operating Suplus (Deficit)	\$ (6,814,218)	\$ 266,493					

Attachment A

375 Beale Inc. Operations As of September 30, 2019

	FY2019-20 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired	Enc	YTD Total (YTD + Enc)
Revenue							
Assessment Fee - Shared Services	\$ 2,006,600	\$ 501,650	\$ (1,504,950)	25%	25%	\$ -	\$ 501,650
Assessment Fee - Common Area	3,455,272	863,818	(2,591,454)	25%	25%	-	863,818
Interest Income	-	740	740	N/A	25%	-	740
Total Revenue	5,461,872	1,366,208	(4,095,664)	25%	25%	-	1,366,208
In-House Op Exp							
Salaries and Benefits	600,600	175,192	(425,408)	29%	25%	-	175,192
Overhead	319,000	-	(319,000)	0%	25%	-	-
IT Licenses, Maintenance	655,500	276,864	(378,636)	42%	25%	299,271	576,135
Audit/Accounting/Other	53,000	22,572	(30,428)	43%	25%	2,900	25,472
Office Supplies	150,000	26,366	(123,634)	18%	25%	115,723	142,089
Coffee/Tea Service	95,000	-	(95,000)	0%	25%	-	-
Other Op Exp	83,500	17,299	(66,201)	21%	25%	42,942	60,241
Special Event Setups	50,000	4,140	(45,860)	8%	25%	45,860	50,000
Total In-House Op Exp	2,006,600	522,433	(1,484,167)	26%	25%	506,696	1,029,129
Property Management Op Exp (CW)							
Contractual services	554,047	120,588	(433,459)	22%	25%	-	120,588
Building Repair and Maint.	821,653	166,805	(654,848)	20%	25%	-	166,805
Security	423,458	101,220	(322,238)	24%	25%	-	101,220
Other Op Exp	19,731	4,571	(15,160)	23%	25%	-	4,571
Insurance	128,331	31,068	(97,263)	24%	25%	-	31,068
Utility - Ele	569,438	188,888	(380,550)	33%	25%	-	188,888
Utility - Gas	26,930	2,489	(24,441)	9%	25%	-	2,489
Utility - Water	47,236	13,620	(33,616)	29%	25%	-	13,620
Janitorial Service	817,811	168,093	(649,718)	21%	25%	-	168,093
Landscape	46,637	2,033	(44,604)	4%	25%	-	2,033
Total Property Management Op Exp	3,455,272	799,375	(2,655,897)	23%	25%	-	799,375
Total Operating Exp	5,461,872	1,321,808	(4,140,064)	24%	25%	506,696	1,828,504
Total Operating Suplus (Deficit)	\$ -	\$ 44,400					

Attachment A

Property Management Operations (CW) As of September 30, 2019

	FY2019-20 Budget	Actual YTD	Budget Bal Over/(Under)	% of Budget	Year Expired
Op Exp - Split among 375 Beale Inc. and BAHA Building Operation					
Contractual services	854,378	185,145	(669,233)	22%	75%
Building Repair and Maint.	1,925,599	390,918	(1,534,681)	20%	75%
Security	987,058	232,753	(754,305)	24%	75%
Parking	330,442	74,480	(255,962)	23%	75%
Other Op Exp	46,242	10,713	(35,529)	23%	75%
Insurance	290,474	72,811	(217,663)	25%	75%
Utility - Ele	622,453	211,189	(411,264)	34%	75%
Utility - Gas	63,112	5,832	(57,280)	9%	75%
Utility - Water	110,700	31,919	(78,781)	29%	75%
Janitorial Service	1,346,826	293,692	(1,053,134)	22%	75%
Landscape	91,214	4,765	(86,449)	5%	75%
Total Op Exp	6,668,498	1,514,217	(5,154,281)	23%	75%
Op Exp - 375 Beale Inc.					
Contractual services	189,484	41,587	(147,897)	22%	75%
Security	2,280	1,904	(376)	84%	75%
Insurance	4,386	37	(4,349)	1%	75%
Utility - Ele	303,837	98,774	(205,063)	33%	75%
Janitorial Service	243,120	42,775	(200,345)	18%	75%
Landscape	7,716	-	(7,716)	0%	75%
Total Op Exp - 375 Beale Inc.	750,823	185,077	(565,746)	25%	75%
Op Exp - BAHA Building Operation					
Contractual services	32,596	-	(32,596)	0%	75%
Possessory Tax	620,000	595,862	(24,138)	96%	75%
Total Op Exp - BAHA Building Operation	652,596	595,862	(56,734)	91%	75%
Total Operating Exp	\$ 8,071,917	\$ 2,295,156	(5,776,761)	28%	75%
Depreciation - BAHA Building Operation	1,514,218	591,745	(922,473)	39%	75%
Total Expense	\$ 9,586,135	\$ 2,886,901	\$ (6,699,234)	30%	75%

BAHA Building Development Fund
As of September 2019 - Life To Date

		Budget LTD	Actual LTD	Encumbrances	Total LTD	Budget Balance Over/(Under)	% of Budget
Revenue:							
R1	Insurance Proceeds	\$ 1,817,087	\$ 1,817,087	\$ -	\$ 1,817,087	\$ -	100%
R2	Transfer in from MTC	801,160	801,160	-	801,160	-	100%
R3	Transfer in from SAFE	112,910	112,910	-	112,910	-	100%
R4	Transfer in from BATA	6,906,010	6,906,010	-	6,906,010	-	100%
R6	Purchase from ABAG	1,600,000	5,815,497	-	5,815,497	4,215,497	363%
R7	Purchase from Air District	34,000,000	34,141,265	-	34,141,265	141,265	100%
R8	Reimbursement from PG&E	54,601	54,601	-	54,601	-	100%
R9	TFCA Grant	151,000	-	-	-	(151,000)	0%
R10	Grant Local Match from MTC	119,000	-	-	-	(119,000)	0%
R11	Grant Local Match from Air District	150,000	150,000	-	150,000	-	100%
R12	SPANs Savings	33,000,000	33,000,000	-	33,000,000	-	100%
R13	Capital Contribution (BATA)	193,310,846	193,610,846	-	193,610,846	300,000	100%
R15	Interest Revenue	-	259,281	-	259,281	259,281	-100%
R16	Reimbursement for Capital Expenditure	-	1,091,258	-	1,091,258	1,091,258	-100%
R17	Miscellaneous	-	27,133	-	27,133	27,133	-100%
R18	Transfer in from BAHA Operation	290,781	245,634	-	245,634	(45,147)	-100%
Total Revenue		272,313,395	278,032,682	-	278,032,682	5,719,287	
Expenses:							
	Purchase Building	\$ 93,000,000	\$ 93,000,000	\$ -	\$ 93,000,000	\$ -	100%
E1	Building Development	154,207,882	153,315,481	543,050	153,858,531	(349,351)	99%
E2	Insurance	573,017	573,017	-	573,017	-	100%
E3	Development Contingency	400,000	-	-	-	(400,000)	0%
E4	Furniture, Fixtures, Equipment	15,000,000	15,000,000	-	15,000,000	-	100%
E5	12V Feed	307,606	307,606	-	307,606	-	100%
E6	EV Station Project	420,000	340,324	235	340,559	(79,441)	81%
E7	Staff Costs	8,404,890	8,262,311	-	8,262,311	(142,579)	98%
Total Expenses		272,313,395	270,798,739	543,285	271,342,024	(971,371)	
Transfer to CDF			5,719,287				

**BAHA Commercial Development Fund
As of September 2019 - Life To Date**

Program #	Budget	Tenant Improvements	Commissions	Total	LTD Expense	Enc Amt	Budget Bal Over/(Under)
	Sales Proceeds			\$ 24,139,154			
	Air District Contribution			3,000,000			
	BCDC			2,518,283			
	Cubic Reimbursement for TI			100,000			
				<u>\$ 29,757,437</u>			
9135	T.I. Rutherford and Chekene	\$ 1,112,749	\$ 123,181	\$ 1,235,930	\$ 1,235,930	\$ -	\$ -
9136	Conduent	-	110,975	110,975	110,975	-	-
9137	T.I. Degenkolb	1,834,670	452,740	2,287,410	2,287,410	-	-
9138	T.I. Twilio	8,341,957	1,836,460	10,178,417	10,178,398	-	(19)
9139	Engineering/Architectural	350,000	-	350,000	350,000	-	-
9140	T.I. Ada's Café	465,454	-	465,454	465,454	-	-
9141	BCDC	7,014,940	-	7,014,940	7,014,940	-	-
9142	Cubic	550,000	44,000	594,000	564,445		(29,555)
9144	Retail Space	5,000,000	-	5,000,000	1,388,560	3,496,683	(114,757)
	Total Tenant Improvements	\$ 24,669,770	\$ 2,567,356	\$ 27,237,126	\$ 23,596,112	\$ 3,496,683	\$ (144,331)
	Transfer Out - Building Improvement			\$ 2,100,000			
	Total Budgeted CDF Expenses			\$ 29,337,126	\$ 23,596,112	\$ 3,496,683	\$ (144,331)
	Net			\$ 420,311			

Completed Project

BAHA Building Improvement Fund
As of September 2019 - Life To Date

Program #	Program Name	LTD FY2018-19	LTD Expense	Enc Amt	Budget Bal Over/(Under)
	Transfer In	\$3,325,000			
	In-House Improvement Project				
9160	IT Improvement Project	\$1,015,000	\$321,435	\$69,573	-\$623,992
9161	Agency Space Moditications	300,000	0	7,500	-\$292,500
9162	Agency Infrastructure Improvements	250,000	0	0	-\$250,000
9163	Level 1 Public Space Modifications	400,000	0	0	-\$400,000
	Total In-House Project	<u>\$1,965,000</u>	<u>\$321,435</u>	<u>\$77,073</u>	<u>-\$1,566,492</u>
	CW Improvement Project				
9180	AHUs1-4 Eyebrow Install	\$860,000	\$54,394	\$804,953	-\$653
9181	Building Improvement	500,000	253,588	222,004	-\$24,408
	Total CW Project	<u>\$1,360,000</u>	<u>\$307,982</u>	<u>\$1,026,957</u>	<u>-\$24,408</u>
	Total Building Improvement Budget	\$3,325,000	\$629,417	\$1,104,030	-\$1,590,900

Legislation Details (With Text)

File #: 20-0077 **Version:** 1 **Name:**

Type: Resolution **Status:** Consent

File created: 12/19/2019 **In control:** Bay Area Headquarters Authority

On agenda: 1/22/2020 **Final action:**

Title: BAHA Resolution No. 1, Revised - Amendment to the BAHA Establishing Resolution.

Sponsors:

Indexes:

Code sections:

Attachments: [2c_BAHA_Reso-001-Revised.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
BAHA Resolution No. 1, Revised - Amendment to the BAHA Establishing Resolution.

Presenter:
Denise Rodrigues

Recommended Action:
Authority Approval

Bay Area Headquarters Authority (BAHA)

January 22, 2020

Agenda Item 2c


BAHA Resolution No. 1, Revised – Amendment to the BAHA Establishing Resolution

Background: On October 12, 2011, BAHA adopted Resolution No. 1 which established the Authority. Attachment A to BAHA Resolution No. 1 lists the members of the governing board and officers of BAHA.

BAHA Resolution No. 1 provided that Attachment A shall be amended from time to time as the persons holding these positions change. This amendment revises Appendix A to conform to action taken by the MTC at its February 13, 2019 meeting to change committee assignments as well as reflect the newly elected chair and vice chair of MTC.

Recommendation: Staff recommends that this Authority approve BAHA Resolution No. 1, Revised to conform the members and officers to the current elected and appointed officers of MTC and its committees. A copy of the resolution showing the changes in membership is attached.

Attachment: BAHA Resolution No. 1, Revised


Therese W. McMillan

Date: October 12, 2011
W.I.: 9130
Revised: 01/25/12-BAHA
04/24/13-BAHA
04/22/15-BAHA
01/22/20-BAHA

ABSTRACT

BAHA Resolution No. 1, Revised

This resolution establishes the Bay Area Headquarters Authority. Discussion of this action is contained in the Executive Director's Memorandum, dated October 6, 2011.

This resolution was revised on January 25, 2012 to allow the Authority to meet on more frequent intervals on the dates of the regularly-scheduled MTC meetings in each year, commencing February 2012.

Appendix A was revised April 24, 2013 to conform the Members and Officers to the newly elected appointed officers of MTC and its committees.

Appendix A was revised April 22, 2015 to conform the Members and Officers to the newly elected appointed officers of MTC and its committees.

Appendix A was revised January 22, 2020 to conform the Members and Officers to the elected appointed officers of MTC and its committees.

Discussions of these actions are contained in the Executive Director's Memoranda to BAHA, dated January 18, 2012, April 10, 2013, and April 15, 2015, and the Summary Sheet dated January 22, 2020.

Date: October 12, 2011
W.I.: 1542
Revised: 01/25/12

Re: Establishment of Bay Area Headquarters Authority

BAY AREA HEADQUARTERS AUTHORITY
RESOLUTION NO. 1

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 (the “Agreement”), which Agreement creates and establishes the Bay Area Headquarters Authority (“BAHA”); and

WHEREAS, a copy of the Agreement is presented herewith and on file with the Secretary of BAHA; now, therefore, be it

RESOLVED, that BAHA finds that the foregoing recitals are true and correct; and be it further

RESOLVED, that BAHA hereby confirms that the Agreement shall govern its structure and operations; and be it further

RESOLVED, that, pursuant to the Agreement, the members of MTC and BATA governing boards holding the official positions listed in the first table on Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, shall be the members of the governing board of BAHA; and be it further

RESOLVED, that Attachment A shall be amended from time to time as the terms of the members of MTC or BATA governing boards holding such positions are reassigned or completed; and be it further

RESOLVED, that, pursuant to the Agreement, future regular meetings of BAHA shall be held on the date of the regularly-scheduled MTC meetings in each year, commencing February 2012, at such time as may be designated by appropriate notice and at the same location as such regularly scheduled MTC meetings occur; and be it further

RESOLVED, that, pursuant to the Agreement, the officers of MTC listed in the second table on Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, shall be the officers of BAHA; and be it further

RESOLVED, that Attachment A shall be amended from time to time as the terms of the officers of MTC or BATA are reassigned or completed; and be it further

RESOLVED, that, pursuant to the Agreement, the General Counsel for MTC shall be and act as General Counsel for BAHA; and be it further

RESOLVED, that, pursuant to the Agreement, MTC's Conflict of Interest Code is hereby adopted as the Conflict of Interest Code of BAHA; and be it further

RESOLVED, that, pursuant to the Agreement, the manner in which BAHA shall exercise its powers and perform its duties is and shall be subject to the restrictions upon the manner in which BATA could exercise such powers and perform such duties; and be it further

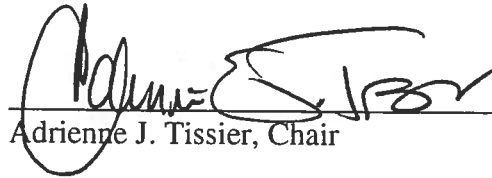
RESOLVED, that, pursuant to Section 7 of the Agreement, any funds held by BAHA that are determined by BAHA to be in excess of BAHA's then current capital and operating needs shall be paid to BATA and may be used by BATA for any lawful purpose, free and clear of the restrictions of the Agreement; and be it further

RESOLVED, that whenever an officer of MTC is designated an officer of BAHA, the assistants and deputies of such officer from time to time shall also be ex officio officers of BAHA; and whenever a power is granted to, or a duty imposed upon, such officer, the power may be exercised, or the duty performed, by such assistant or deputy; and be it further

RESOLVED, the officers and agents of BAHA are hereby authorized and directed to take all further actions necessary and convenient to carry out the purposes of this resolution and that all actions heretofore taken by the officers and agents of BAHA with respect to the Agreement and the formation of BAHA are hereby acknowledged, ratified, and approved; and be it further

RESOLVED, that this Resolution shall take effect from and after its adoption.

BAY AREA HEADQUARTERS AUTHORITY



Adrienne J. Tissier, Chair

The above resolution, revising and superseding the resolution approved on October 12, 2011, was entered into by the Bay Area Headquarters Authority at a special meeting of BAHA held in Oakland, California, on January 25, 2012.

Date: October 12, 2011
W.I.: 9130
Revised: 01/25/12-BAHA
04/24/13-BAHA
04/22/15-BAHA
01/22/20-BAHA

Attachment A
BAHA Resolution No. 1
Page 1 of 1

Members of Governing Board of BAHA:

MTC or BATA Office	Current Officer
Chair of MTC	Scott Haggerty
Vice Chair of MTC	Alfredo Pedroza
Chair, BATA Oversight Committee	Amy Rein Worth
Vice Chair, BATA Oversight Committee	Libby Schaaf
Chair, MTC Administration Committee	Federal D. Glover
Vice Chair, MTC Administration Committee	Jeannie Bruins

Officers of BAHA:

BAHA Office	MTC or BATA Office	Current Officer
Chair	Chair of MTC	Scott Haggerty
Vice Chair	Vice Chair of MTC	Alfredo Pedroza
Executive Director	Executive Director of MTC	Therese W. McMillan
Deputy Executive Director, Policy	Deputy Executive Director, Policy	Alix Bockelman
Deputy Executive Director, Operations	Deputy Executive Director, Operations	Andrew B. Fremier
Deputy Executive Director, Local Government Services	Deputy Executive Director, Local Government Services	Brad Paul
Secretary	Secretary, MTC	Kimberly Ward
Treasurer and Auditor	Chief Financial Officer of MTC	Brian Mayhew