

***Memorandum***

**Agenda Item 3a**

TO: Bay Area Headquarters Authority

DATE: January 20, 2016

FR: Executive Director

W. I. 9130

RE: BAHA Resolution No. 15 - Interagency Agreement with the Metropolitan Transportation Commission

Attached for approval by the Authority is BAHA Resolution No. 15, authorizing the execution of an Interagency Agreement with the Metropolitan Transportation Commission (MTC). Under the Interagency Agreement, BAHA will designate MTC as the purchaser of the Oakland MetroCenter condominium unit currently owned by the Association of Bay Area Governments (ABAG), which ABAG has agreed with BAHA to exchange for condominium space that BAHA is creating at 375 Beale Street.

BAHA has acquired and is developing a regional agency headquarters facility located at 375 Beale Street in San Francisco. BAHA plans to form at least three condominiums at 375 Beale Street, sell one condominium to ABAG, sell one condominium to the Bay Area Air Quality Management District, and retain the remaining condominium for occupancy by BAHA, MTC, BATA and BAIFA.

MTC and ABAG each owns a condominium interest at the Joseph P. Bort MetroCenter located at 101 Eighth Street in Oakland.

ABAG and BAHA have agreed under a memorandum of understanding to enter into a zero-cost purchase and sale agreement under which ABAG would purchase, and BAHA would sell, a condominium unit at 375 Beale Street in San Francisco in exchange for ABAG's sale, and BAHA's purchase, of ABAG's condominium unit at the MetroCenter. In order to consolidate ownership of the two MetroCenter condominiums under MTC, BAHA wishes to designate MTC as the purchaser of ABAG's MetroCenter condominium through an Interagency Agreement between BAHA and MTC. In exchange, MTC would agree to provide BAHA with the net proceeds of its disposition, whether by lease or by sale, of ABAG's MetroCenter condominium. The Interagency Agreement is also on MTC's January 27, 2016 agenda for approval.

Consolidation of both the MTC and ABAG MetroCenter interests is beneficial to all parties in that MTC can proceed with disposing of the consolidated Oakland condominiums to a single third party.

Staff recommends approval of BAHA Resolution No. 15.

  
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Steve Heminger

SH:tg

Attachment

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Date: January 27, 2016  
W.I.: 1542

ABSTRACT

BAHA Resolution No. 15

This resolution approves the form of an Interagency Agreement with the Metropolitan Transportation Commission relating to commercial condominium units located 101 Eighth Street in Oakland, California, and at 375 Beale Street in San Francisco, California, and authorizes the Executive Director and the Treasurer and Auditor, and each of them, to execute the document.

Discussion of this action is contained in the Executive Director's Memorandum, dated January 20, 2016.

Date: January 27, 2016  
W.I.: 1542

Re: Interagency Agreement with the Metropolitan Transportation Commission

BAY AREA HEADQUARTERS AUTHORITY  
RESOLUTION NO. 15

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, BAHA is the owner of certain real property located at 375 Beale Street in the City and County of San Francisco, State of California; and

WHEREAS, BAHA intends to form at least three condominiums at 375 Beale Street, sell one of the condominiums (the “ABAG San Francisco Condominium”) to the Association of Bay Area Governments (“ABAG”), sell one of condominiums to the Bay Area Air Quality Management District and retain the remaining condominiums for use and occupancy by BAHA, MTC, BATA and the Bay Area Infrastructure Financing Authority/and or sale to another party or parties; and

WHEREAS, MTC owns one of the three condominiums created pursuant to that certain Declaration of Covenants, Conditions and Restrictions of the Regional Administrative Facility, Oakland, California, by the San Francisco Bay Area Rapid Transit District dated December 27, 1984 (the “Oakland CCRs”) and located at 101 8th Street in Oakland, California; and

WHEREAS, ABAG owns one of the three condominiums created pursuant to the Oakland CCRs and located at 101 8th Street in Oakland, California (the “ABAG Oakland Condominium”); and

WHEREAS, BAHA has executed a Memorandum of Understanding, dated as of February 13, 2013 (the “MOU”), with the ABAG under which BAHA and ABAG have agreed to enter into a Purchase and Sale Agreement and Joint Escrow Instructions in the form attached to

the MOU pursuant to which ABAG will purchase the San Francisco Condominium from BAHA and sell the Oakland Condominium to BAHA; and

WHEREAS, in order to consolidate ownership of the two condominiums at 101 8th Street in MTC, BAHA wishes to designate MTC as the purchaser of the ABAG Oakland Condominium and MTC wishes to accept such designation and will agree to provide BAHA with the net proceeds of its disposition, whether by lease or sale, of the ABAG Oakland Condominium; and

WHEREAS, a form of an Interagency Agreement between BAHA and MTC to effect this consolidation is attached hereto as Exhibit A; and

WHEREAS, all acts, conditions and things required by the Constitution and the laws of the State of California to exist, to have happened and to have been performed in connection with the execution of the Interagency Agreement and the other BAHA actions contemplated hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and BAHA is now duly authorized and empowered, pursuant to each and every requirement of law, to take such actions; now, therefore, be it

RESOLVED, that BAHA specifically finds and declares that the statements, findings and determinations of BAHA set forth in the preambles above are true and correct; and be it further

RESOLVED, that BAHA authorizes the Interagency Agreement and further authorizes the Executive Director of BAHA or the Treasurer and Auditor of BAHA, and each of them (each, an "Authorized Representative"), to negotiate, execute and deliver, for and on behalf of BAHA, the Interagency Agreement with MTC in substantially the form attached hereto, with such revisions as the Authorized Representative executing the same, with the advice of the General Counsel to BAHA, may approve, such approval to be conclusively evidenced by the execution of the Interagency Agreement in final form; and be it further

RESOLVED, that each officer and official of BAHA is authorized to take such actions and execute such certificates, assignments, or other documents as may be necessary to

consummate the transactions contemplated by the Interagency Agreement and hereby; and be it further

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

BAY AREA HEADQUARTERS AUTHORITY

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Dave Cortese, Chair

The above resolution was entered into by the Bay Area Headquarters Authority at a regular meeting of BAHA held in Oakland, California, on January 27, 2016.

INTERAGENCY AGREEMENT

between

METROPOLITAN TRANSPORTATION COMMISSION

and

BAY AREA HEADQUARTERS AUTHORITY

dated

\_\_\_\_\_, 2016

**INTERAGENCY AGREEMENT BETWEEN  
METROPOLITAN TRANSPORTATION COMMISSION  
AND  
BAY AREA HEADQUARTERS AUTHORITY**

THIS AGREEMENT is entered into this \_\_\_\_ day of \_\_\_\_\_, 2016, by and between the METROPOLITAN TRANSPORTATION COMMISSION (hereafter "MTC") and the BAY AREA HEADQUARTERS AUTHORITY (hereafter "BAHA").

**RECITALS**

WHEREAS, BAHA is a California joint powers authority created pursuant to a Joint Exercise of Powers Agreement, dated September 28, 2011, between MTC and the Bay Area Toll Authority ("BATA"); and

WHEREAS, BAHA owns a building located at 375 Beale Street in San Francisco, California; and

WHEREAS, BAHA intends to form at least three condominiums at 375 Beale Street, sell one of the condominiums (the "ABAG San Francisco Condominium") to the Association of Bay Area Governments ("ABAG"), sell one of condominiums to the Bay Area Air Quality Management District and retain the remaining condominiums for use and occupancy by BAHA, MTC, BATA and the Bay Area Infrastructure Financing Authority/and or sale to another party or parties; and

WHEREAS, MTC owns one of the three condominiums created pursuant to that certain Declaration of Covenants, Conditions and Restrictions of the Regional Administrative Facility, Oakland, California, by the San Francisco Bay Area Rapid Transit District dated December 27, 1984 (the "Oakland CCRs") and located at 101 8<sup>th</sup> Street in Oakland, California; and

WHEREAS, ABAG owns one of the three condominiums created pursuant to the Oakland CCRs and located at 101 8<sup>th</sup> Street in Oakland, California (the "ABAG Oakland Condominium"); and

WHEREAS, BAHA has executed a Memorandum of Understanding, dated as of February 13, 2013 (the "MOU"), with the ABAG under which BAHA and ABAG have agreed to enter into a Purchase and Sale Agreement and Joint Escrow Instructions in the form attached to the MOU pursuant to which ABAG will purchase the San Francisco Condominium from BAHA and sell the Oakland Condominium to BAHA; and

WHEREAS, in order to consolidate ownership of the two condominiums at 101 8<sup>th</sup> Street in MTC, BAHA wishes to designate MTC as the purchaser of the ABAG Oakland Condominium and MTC wishes to accept such designation;

NOW, THEREFORE, the parties agree as follows:

- 1.0** BAHA hereby agrees to designate MTC as the purchaser of the ABAG Oakland Condominium and to execute all certificates, deeds, assignments or other instruments necessary to effect such designation. MTC hereby agrees to accept such designation.
- 2.0** As consideration for such designation, MTC hereby agrees to transfer to BAHA all net proceeds of its disposition, whether by lease or sale, of the ABAG Oakland Condominium.
- 3.0** This Agreement may be amended by mutual written agreement of BAHA and MTC.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date indicated above.

**BAY AREA HEADQUARTERS  
AUTHORITY**

**METROPOLITAN TRANSPORTATION  
COMMISSION**

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Steve Heminger, Executive Director

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Andrew B. Fremier, Deputy Executive  
Director, Operations