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## *Memorandum*

TO: Bay Area Toll Authority

DATE: August 10, 2011

FR: Deputy Executive Director, Operations

W.I. 1542

RE: BATA Resolution No. 99A, Creation of Bay Area Headquarters Authority; BATA Resolution No. 100A, Contribution of Funds to Bay Area Headquarters Authority and Approval of Certain Actions Pending Formation of the Bay Area Headquarters Authority; and BATA Resolution No. 98, Revised, Budget Amendment for the Bay Area Headquarters Project

Contingent upon a positive action regarding the regional headquarters project at the Joint MTC/BATA meeting next Wednesday, staff recommends that the Authority approve BATA Resolution Numbers 99A, 100A and 98, Revised.

Resolution No. 99A authorizes BATA to enter into a Joint Exercise of Powers Agreement with MTC establishing the Bay Area Headquarters Authority (“BAHA”). BAHA’s mission would be to plan, acquire and develop office space and facilities and undertake related activities to acquire a regional headquarters office facility. Among other things, BAHA’s powers would include:

- Entering into contracts providing for public or private sector entities to plan, acquire and develop BAHA’s office space and facilities;
- Employing agents and employees;
- Acquiring, constructing, managing, maintaining and operating any building, works or improvements; and
- Acquiring, holding, leasing, renting, and disposing of property.

Under Resolution No. 99A, the Executive Director and the Chief Financial Officer of BATA, and each of them, would be authorized to sign a Joint Exercise of Powers Agreement (“the Agreement”) in substantially the form as Attachment A to the proposed Resolution, with any additions that the Executive Director or the Chief Financial Officer may require or approve, subject to advice of counsel.

Staff further recommends that the Authority approve BATA Resolution No. 100A, which:

- Authorizes the Executive Director and the Chief Financial Officer, and each of them, on behalf of BATA to place money into escrow for the purpose of opening escrow and contribute those funds and funds for improving the facility to be acquired, together with co-location expenses, to BAHA, as necessary or appropriate, to assist BAHA in carrying out its powers;

- Authorizes the Executive Director and the Chief Financial Officer, and each of them, on behalf of BATA to take such further actions as necessary, pending the formation of BAHA, such as negotiating and executing a purchase agreement, opening escrow, retaining architects or planners for the development of such facility and negotiating terms for lease or purchase and condominium agreements with the Bay Area Air Quality Management District and the Association of Bay Area Governments;
- Authorizes the Executive Director and the Chief Financial Officer, and each of them, to negotiate, execute and deliver documentation between BATA and BAHA regarding BATA's use and occupancy of the facility; and
- Authorizes BAHA to consummate any activities initiated by BATA, including BAHA substitution for BATA in any escrow and purchase arrangements and BAHA taking title to the facility.

Finally, staff recommends that the Authority approve BATA Resolution No. 98, Revised, which authorizes a budget amendment to the FY 2011-12 Toll Bridge Operating Budget to accommodate the funding contribution under BATA Resolution No. 100A, in the amount of \$179,776,515.00. The amount of the budget amendment will include the estimated purchase price of the property located at 390 Main Street in San Francisco, system and seismic upgrades to that facility, tenant improvements, relocation expenses, and various contingencies.

### **Recommendation**

Staff recommends that the Authority approve BATA Resolution Nos. 99A, 100A, and 98, Revised.

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Andrew B. Fremier

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