

Date: August 17, 2011

W.I.: 1542

ABSTRACT

BATA Resolution No. 100A

This resolution approves the contribution of funds, personnel, equipment, and property to the Bay Area Headquarters Authority and approves certain actions by the Bay Area Toll Authority pending the formation of the Bay Area Headquarters Authority. Discussion of this action is contained in the Deputy Executive Director, Operations' Memorandum dated August 10, 2011.

Date: August 17, 2011  
W.I.: 1542

Re: Contribution of Funds to Bay Area Headquarters Authority and Approval of Certain Actions Pending Formation of the Bay Area Headquarters Authority

BAY AREA TOLL AUTHORITY  
RESOLUTION NO. 100A

WHEREAS, the Bay Area Toll Authority (“BATA”) was created pursuant to Section 30950 of the Streets and Highways Code of the State of California; and

WHEREAS, BATA is a “public agency” within the meaning of Section 6500 of the California Joint Exercise of Powers Act, consisting of Sections 6500 through 6599.3 of the California Government Code, as amended from time to time (the “Joint Powers Act”), and as such may, pursuant to the Joint Powers Act, enter into a joint exercise of powers agreement with one or more other public agencies; and

WHEREAS, the Metropolitan Transportation Commission (“MTC”) is the regional transportation planning agency for the San Francisco Bay Area pursuant to California Government Code section 66500 et seq. and is a “public agency” as that term is defined in Section 6500 of the Joint Powers Act; and

WHEREAS, BATA and MTC are entering into a joint exercise of powers agreement (the “Agreement”) pursuant to the Joint Powers Act pursuant to which a joint powers authority named Bay Area Headquarters Authority (the “Authority”) is being created to plan, acquire, and develop office space and facilities and undertake related activities by exercising the common powers of BATA and MTC and the powers separately conferred by law upon the Authority; and

WHEREAS, it is to the advantage of BATA and in the public interest of the area and persons served by BATA for BATA to contribute funds, personnel, equipment, and property to the Authority pursuant to the Agreement in order to enable the Authority to accomplish the purposes set forth in the Agreement; and

WHEREAS, it is to the advantage of BATA and in the public interest of the area and persons served by BATA for BATA to proceed with certain activities pending formation of and action to be taken by the Authority in order to facilitate the accomplishment of the purposes of the Authority set forth in the Agreement; and

WHEREAS, the Association of Bay Area Governments (“ABAG”) and/or the Bay Area Air Quality Management District (the “Air District”) may elect to occupy and/or own a portion of the office space and facilities planned, acquired and developed by the Authority; and

WHEREAS, there have been presented to BATA a summary of the proposed terms of agreement and statement of principles among MTC, BATA and ABAG (the “ABAG Terms”) and a summary of the proposed terms of agreement and statement of principles among MTC, BATA and the Air District (the “Air District Terms”); 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 taking of certain actions referred to herein and the contribution of funds, personnel, equipment, and property to the Authority pursuant to the Agreement do exist, have happened and have been performed in regular and due time, form and manner as required by law, and BATA is now duly authorized and empowered, pursuant to each and every requirement of law, to take

such actions and make such contributions to the Authority pursuant to the Agreement; now, therefore, be it

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

RESOLVED, that BATA hereby authorizes the Executive Director of BATA and the Chief Financial Officer of BATA, and each of them (each, an “Authorized Representative”), to contribute to the Authority, for and on behalf of BATA, up to \$179,776,515.00 pursuant to Section 7 of the Agreement for purposes of acquiring and developing an office facility at the location described at this meeting, and to contribute to the Authority, for and on behalf of BATA, from time to time such personnel, equipment and property of BATA as an Authorized Representative deems, in his sole discretion, to be necessary or appropriate to assist the Authority in accomplishing the purposes stated in the Agreement; and be it further

RESOLVED, that the aforesaid contribution may include a deposit of funds for and on behalf of the Authority in an escrow for the acquisition of property by the Authority; and be it further

RESOLVED, that BATA hereby authorizes the Executive Director of BATA and the Chief Financial Officer of BATA, and each of them (each, an “Authorized Representative”), to take such further actions pending formation of and action by the Authority as may be necessary or desirable in order to facilitate the accomplishment of the purposes of the Authority set forth in the Agreement, including without limitation, negotiating, executing and delivering a purchase agreement and opening a purchase escrow for the office space and facilities described at this

meeting; conducting (or hiring third parties to conduct) due diligence in connection with such acquisition; retaining architects or planners for the development of such office space and facilities; and negotiating final ABAG Terms and Air District Terms; and be it further

RESOLVED, that BATA hereby authorizes the Authority's consummation of any such activities initiated by BATA, including without limitation the Authority's substitution for BATA in such escrow and purchase arrangements and the Authority's taking title to any office space and facilities the acquisition of which has been initiated by BATA pursuant hereto; and, be it further

RESOLVED, that BATA hereby authorizes and directs the Authorized Representative to negotiate, execute and deliver documentation deemed appropriate by such Authorized Representative between BATA and the Authority regarding BATA's use and occupancy of the new office space or facilities that may be necessary and convenient to accomplish the purposes of this resolution; and, be it further

RESOLVED, that the officers and agents of BATA are hereby authorized and directed to take all further actions necessary and convenient to accomplish the purposes of this resolution and that all actions heretofore taken by the members of BATA, committees of BATA, and officers and agents of BATA with respect to the Agreement and the contributions herein authorized are hereby acknowledged, ratified, and approved; and, be it further

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

BAY AREA TOLL AUTHORITY

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Adrienne J. Tissier, Chair

The above resolution was entered into by the Bay Area Toll Authority at a special meeting of BATA held in Oakland, California, on August 17, 2011.