Date: October 12, 2011
W.I.: 1542

ABSTRACT

BAHA Resolution No. 1

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

Date: October 12, 2011
W.I.: 1542

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 BATA and MTC meetings in October of each year, commencing October 2012, at such time as may be designated by appropriate notice and at the same location as such regularly scheduled BATA and 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 was entered into by the Bay Area Headquarters Authority at a regular meeting of BAHA held in Oakland, California, on October 12, 2011.

Date: October 12, 2011
W.I.: 1542

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	Adrienne J. Tissier
Vice Chair of MTC	Amy Rein Worth
Chair, BATA Oversight Committee	Bill Dodd
Vice Chair, BATA Oversight Committee	Tom Bates
Chair, MTC Administration Committee	Dave Cortese
Vice Chair, MTC Administration Committee	Scott Wiener

Officers of BAHA:

BAHA Office	MTC or BATA Office	Current Officer
Chair	Chair of MTC	Adrienne J. Tissier
Vice Chair	Vice Chair of MTC	Amy Rein Worth
Executive Director	Executive Director of MTC	Steve Heminger
Deputy Executive Director, Policy	Deputy Executive Director, Policy	Ann Flemer
Deputy Executive Director, Operations	Deputy Executive Director, Operations	Andrew B. Fremier
Secretary	Secretary, MTC	Rosy Leyva
Treasurer and Auditor	Chief Financial Officer of MTC	Brian Mayhew