

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

Resolution No. _____

WHEREAS, The Transbay Joint Powers Authority (TJPA) is a joint powers agency responsible for the planning, design, construction, operation and management of the new Transbay Transit Center Program; and

WHEREAS, At Section 6 of the Joint Powers Agreement establishing the TJPA and at Article XII of the TJPA's Bylaws, the TJPA designated the City and County of San Francisco ("City") as the "Administrator" for the TJPA, authorizing the City to provide necessary administrative services for the TJPA pursuant to an administrative services agreement; and

WHEREAS, In 2001, the TJPA entered an Administrative Services Agreement with the City, confirming the terms under which the TJPA may request that the City in its capacity as Administrator for the TJPA provide assistance to TJPA staff, in cooperation with consultants and contractors to the TJPA, to advance the Transbay Program; the City has from time to time over the last 14 years provided such assistance to TJPA staff, consultants, and contractors pursuant to that Agreement; and

WHEREAS, In 2015, the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) ("CFD") was approved by the qualified electors under the Mello-Roos Community Facilities Act of 1982, as amended (the "Mello-Roos Act"); and

WHEREAS, Pursuant to the Mello-Roos Act, the City and the TJPA entered a Joint Community Facilities Agreement ("JCFA") to provide for financing design and construction of certain Transbay Program facilities by the City through the CFD. Section 5 of the JCFA provides that the TJPA and the City's Department of Public Works will enter into a written agreement pursuant to which the Department of Public Works will be responsible for providing project management oversight with respect to the design and construction of the facilities as specified in the CFD, and the use of the special tax proceeds under the CFD to pay for the construction of such facilities; and

WHEREAS, The TJPA is working closely with its funding partners, including the City and the Metropolitan Transportation Commission, to implement a financing strategy for the recommended Phase 1 budget; and

WHEREAS, As part of that assistance and as contemplated by the Joint Powers Agreement, the Bylaws, the Administrative Services Agreement, and the CFD JCFA, the City intends to cooperate with TJPA staff, consultants, and contractors to provide oversight of the construction of the Transbay Program; and

WHEREAS, To confirm the TJPA Board's authority to enter an agreement with the City pursuant to which the City may cooperate with TJPA staff, consultants, and contractors to provide

oversight of the construction of the Transbay Program, the TJPA Board plans to amend the Bylaws; now, therefore, be it

RESOLVED, That the Bylaws of the TJPA are amended to add subsection (g) to Section 9.6 to read as follows: “Construction of the Transbay Terminal Project. Notwithstanding the provisions of subsection (c), the Board may designate a person or entity to oversee all aspects of construction of the Transbay Project (including design and project controls related to construction), who shall take direction from and report directly to the Board and who shall also inform the Executive Director of such actions. Without limiting the foregoing, the Board may authorize the Authority to enter into an agreement with the City's Department of Public Works to perform this function.”

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of November 12, 2015.

Secretary, Transbay Joint Powers Authority