

ORIGINAL

**FIRST AMENDED AND RESTATED BYLAWS
OF
TREASURE ISLAND DEVELOPMENT AUTHORITY
(a California Nonprofit Public Benefit Corporation)**

ARTICLE I

NAME

The name of this corporation is Treasure Island Development Authority (“Authority”).

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the Authority (“Principal Office”) shall be located within the City and County of San Francisco. The Principal Office is located at: The Treasure Island Project Office, 401 Palm Avenue, Building 1, Room 237, Treasure Island, San Francisco, California 94130, or at such other place as may from time to time be designated by the Board of Directors of the Authority (“Board”).

Section 2. Change of Address. The city and county of the Authority’s principal office shall not be changed.

Section 3. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Authority is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

Section 1. Objectives and Purposes. Consistent with the Articles of Incorporation of the Authority and the provisions of the Treasure Island Conversion Act of 1997 (amending Section 33492.5 of the California Health and Safety Code and adding Section 2.1 to Chapter 1333 of the Statutes of 1968) (the “Treasure Island Act”), the specific purpose of the Authority is to promote the planning, redevelopment, reconstruction, rehabilitation, reuse and conversion of that certain property commonly known as Naval Station Treasure Island, including Treasure Island and Yerba Buena Island, and all tide and submerged lands and rights of access and other appurtenances thereto (the “Base”), for the public interest, convenience, welfare and common benefit of the inhabitants of the City and County of San Francisco (the “City”).

Section 2. Nonpartisan Activities. Consistent with the Articles of Incorporation of the Authority, no substantial part of the activities of the Authority shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (“Code”) and Section 23704.5 of the California Revenue and Taxation Code. The Authority shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Dedication of Assets. Consistent with the Articles of Incorporation of this corporation, all funds shall be used for the purposes designated in Article III, Section 1 of these Bylaws. No part of the net earnings or assets of this Authority shall inure to the benefit of its Directors, trustees, or officers, or to any private person excepting only the City or the State of California.

ARTICLE IV

MEMBERS

This corporation shall not be deemed to have any “members” within the meaning of Section 5056 of the California Corporations Code. Accordingly, any action that would require approval by the members shall require only approval by the Board. All rights which would otherwise vest in the members shall vest in the Board.

ARTICLE V

DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law, the Treasure Island Act, and any other applicable laws, the Authority’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Specific Powers. Without prejudice to the general powers set forth in Article V, Section 1 of these Bylaws, but subject to the same limitations and applicable laws, including, to the extent applicable, the Treasure Island Act, the City’s Charter and the public trust for commerce, navigation and fisheries, the Directors shall have the power to:

(a) Formulate, evaluate and approve goals, objectives, plans and programs and set policies consistent with the overall objectives of the City and the final reuse plan adopted for the Base regarding the planning, redevelopment, reconstruction, rehabilitation, reuse and conversion of the Base.

(b) Appoint and remove, at the pleasure of the Board, all the Authority’s officers, agents, and employees; prescribe powers and duties for them that are

consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(c) Change the principal office or the principal business office from one location in the City to another; cause the Authority to be qualified to conduct its activities in any other state, territory, dependency, or country, and conduct its activities within or outside California.

(d) Adopt and use a corporate seal, and alter the form of the seal.

(e) Submit to the Mayor of the City and County of San Francisco (the "Mayor") and the City's Board of Supervisors an annual budget for their consideration and approve any budget modifications or fund transfers requiring the approval of the Board of Supervisors and the Mayor.

(f) Submit to the Mayor and the City's Legislative Committee and/or Board of Supervisors proposals regarding local, state or federal legislation necessary and appropriate to effectuate the purposes of the Authority, provided, however, neither the Authority nor its Directors, shall engage in any activities which would violate the Articles of Incorporation or the provisions of Article III, Section 2, of these Bylaws.

(g) Establish a Citizens Advisory Committee to advise the Authority and its Directors on issues of public interest regarding the Base.

(h) Act as the Local Reuse Authority for planning and conveyance purposes pursuant to federal base closure law.

(i) Solicit proposals regarding the development of all or portions of the Base consistent with the final reuse plan for the Base adopted by the City's Board of Supervisors.

(j) Solicit charitable contributions for the Authority.

(k) Form Joint Powers Authorities and/or enter into agency agreements with governmental agencies, including without limitation, any department, commission or agency of the City, and contract with such governmental agencies for the performance of services in furtherance of and related to the purposes of the Authority.

(l) Purchase, sell, lease, exchange, transfer, assign, pledge, develop or otherwise acquire or dispose of property located on, comprising of or necessary for the operation of the Base, and approve and enter into agreements or contracts affecting the Base, including without limitation, contracts for the procurement of goods and services (including, without limitation, construction or maintenance contracts), purchase and sale agreements, option agreements, development agreements, leases, permits, grants of easements, management agreements, joint venture or partnership agreements, and

agreements with the federal government of the United States of America, the State of California, the City, or any other governmental or quasi-governmental entity (collectively, "Agreements"), and, to the extent required by the Treasure Island Act and the City's Charter, recommend such Agreements to the Mayor and the Board of Supervisors for their respective approval, provided, such Agreements shall be subject to the terms and conditions of Sections 12B and 12C of the San Francisco Administrative Code, and provided further that, any Agreements having a term in excess of ten (10) years or anticipated revenues of one million dollars (\$1,000,000) or more shall be subject to the additional approval of the Board of Supervisors, by resolution.

(m) Maintain, manage, operate, repair and improve property acquired or controlled by the Authority.

(n) Lay out, open, widen, extend, straighten, establish, change the grade and improve, in whole or in part, rights of way necessary or convenient for the Base and grade, shape, cut, fill, locate and relocate public streets and street improvements.

(o) Insure, or provide for the insurance for, any real or personal property or the operation thereof against risks and hazards, and against liabilities of the Authority or the City or their respective officers, agents and employees.

(p) Act in the corporate name to borrow money or incur indebtedness on behalf of the Authority and cause to be executed and delivered for the Authority's purposes promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.

(q) Act in the corporate name to invest corporate funds so as to secure a reasonable return on funds not immediately needed for operating expenses or for approved projects, programs or activities.

Section 3. Duties. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Authority, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Authority.

(c) Supervise all officers, agents and employees of the Authority to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the Authority, so that notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 4. Number of Directors. As provided in the Articles of Incorporation, the Board shall consist of at least five (5) Directors. The authorized number of Directors shall not be less than five (5) nor more than seven (7) until changed by a Bylaw amending this section. The exact number of Directors shall be fixed, within the prescribed limits, by a resolution adopted by the Board. Subject to the above provisions for changing the number of Directors, the authorized number of Directors of the Authority shall be five (5).

Section 5. Restrictions on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Authority. For purposes of this section, "interested persons" means either:

(a) any person compensated by the Authority for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

Section 6. Qualification of Directors. Directors shall be selected based on their expertise in the areas of real estate development, urban planning, environmental protection and resource conservation, homeless assistance, financing and other disciplines relevant to the reuse of the Base.

Section 7. Selection of Directors. Directors shall be appointed by the Mayor. As to those Directors appointed by the Mayor who, at the time of such appointment, are Officers of the City and County of San Francisco or Officers of the San Francisco Redevelopment Agency (together, "City Officers"), their appointment(s) shall be effective immediately and remain so, unless rejected by a two-thirds vote of the City's Board of Supervisors within thirty (30) days following transmittal of written notice to the Board of Supervisors of such appointment(s). As to those Directors appointed by the Mayor who are not City Officers, their appointment(s) shall be effective upon the approval of such appointment(s) by a majority of the Board of Supervisors.

Section 8. Term of Office of Directors. The Mayor shall designate one Director who is first appointed to serve a term of two years, two Directors who are first appointed to serve a term of three years, and four Directors who are first appointed to serve for a term of four years. Thereafter, each Director shall hold office for four years and until a successor has been designated and qualified. Successors for Directors whose

terms of office are then expiring shall be appointed by the Mayor. There are no limits on the number of consecutive terms a Director may hold office.

Section 9. Vacancies and Removal. A vacancy shall be deemed to exist upon the occurrence of the death or resignation of any Director, the declaration by the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-5238 of the California Corporations Code, or an increase in the number of authorized Directors. Except as provided below, any Director of the Authority may resign at any time by giving written notice to the President, the Secretary, or the Board. A resignation shall be effective upon receipt of written notice by the President, the Secretary, or the Board unless the notice specifies a later time of effectiveness. Except on notice to the Attorney General of California, no Director may resign if the Authority would be left without a duly elected Director or Directors. Notwithstanding the foregoing, the Mayor may remove any Director at any time with or without cause. Any vacancies will be filled by appointment of the Mayor.

Section 10. Place of Directors' Meetings. Meetings of the Board shall be held at the principal office of the Authority unless a different place is designated by resolution of the Board or in the notice of such meeting.

Section 11. Regular Meetings. The Board by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Section 12. Special Meetings. Subject to Section 14 of this Article V, below, special meetings of the Board may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California.

Section 13. Quorum and Manner of Action. A majority of the total number of authorized Directors shall constitute a quorum for the transaction of business by the Board, except that less than a quorum may adjourn from time to time. No action may be taken by the Board except upon the affirmative vote of a majority of the total number of authorized Directors.

Section 14. Notice; Conduct of Meeting. All meetings of the Board shall be called, noticed, held and conducted subject to the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, being Sections 54950 to 54962 thereof) and the San Francisco Sunshine Ordinance (Chapter 67 of the San Francisco Administrative Code). The President or, in his or her absence, the Chief Financial Officer, shall preside at all meetings of the Board.

Section 15. Compensation of Directors. No Director shall be entitled to receive any compensation for serving as a Director or as an officer of the Authority, except that any Director or officer may be reimbursed for expenses duly incurred in the performance of duties as Director or officer of the Authority, upon approval of the Board.

Section 16. Conflict of Interest. A Director shall excuse himself or herself from any vote upon any matter in which that Director has a financial conflict of interest. The foregoing, however, shall not affect the right of any Director to:

- (a) Make donations to this Authority, or
- (b) Vote to fix the reasonable compensation of any Director or officer, including himself or herself, in accordance with the provisions of Section 5235 of California Corporations Code.

Section 17. Loans and Self-Dealing Transactions.

A. Loans. The Authority shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided however, that the Authority may advance money to a Director or officer of the Authority or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transactions. The Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Authority is a party and in which one or more of the Directors has a material financial interest and which does not meet the requirements of Subsection C below.

C. Exemption Requirements. The following transactions are exempted from the prohibition of Subsection B above:

(1) a transaction which is part of a public or charitable program approved in good faith by the Board without unjustified favoritism and which results in a benefit to one or more Directors or their families only because they are in a class of persons intended to be benefited by the program;

(2) a transaction which has been approved by the California Attorney General before or after it was consummated; and

(3) a transaction which the Board, having knowledge of the material facts concerning the transaction and the Director's interest in the transaction, authorizes before the transaction (by a vote of a majority of the Directors then in office without counting the vote of the interested Director) after considering and in good faith determining, upon reasonable investigation under the circumstances, that (a) the transaction will be entered into by this Authority for its own benefit, (b) the transaction is fair and reasonable as to the Authority, and (c) the Authority could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Section 18. Rights. Every Director shall have the absolute right at any reasonable time to inspect the Authority's books, records, documents of every kind,

physical properties, and the records of each of its subsidiaries. Such inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 19. State and City Conflict of Interest Laws Applicable.

Notwithstanding anything else contained herein, but subject to the terms of the Treasure Island Act and any applicable resolutions of the City's Board of Supervisors, including without limitation, Resolution 98-0430, the Authority and its Directors shall be subject, to the extent applicable, to the conflict of interest rules arising under Sections 15.103 and C.8105 of the City's Charter, California Government Code Sections 87100, et. seq. (the "Political Reform Act") and Government Code Sections 1090, et. seq. In addition, the Authority shall adopt a conflict of interest code as required and as provided by Implementing Regulations Section 18730 of the Political Reform Act.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. Appointments to such committees shall be made by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of any Board resolution, may:

(a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

(b) Fill vacancies on the Board or on any committee that has the authority of the Board.

(c) Amend or repeal Bylaws or adopt new Bylaws.

(d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

(e) Create any other committees of the Board or appoint the members of committees of the Board.

(f) Approve any self-dealing transaction, except as provided by Section 5233 of the California Corporations Code.

Section 2. Meetings and Action of Committees. Except as otherwise provided in this Article VI, meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings of Directors, with such changes in the content of those Bylaws as are necessary to substitute the committee and its members for the Board and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of this Authority shall be a President, a Secretary, and a Chief Financial Officer. The Authority may also have, at the Board's discretion, a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Financial Officers, and such other officers as may be appointed in accordance with Article VII, Section 2 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President. The officers of the Authority, except those appointed under Article VII, Section 2 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment and, to the extent applicable, the City's Civil Service System, as provided in Article X of the City's Charter.

Section 2. Other Officers. The Board may appoint and may authorize, the President, or other officer, to appoint any other officers that the Authority may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 3. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice to the Authority. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Authority under any contract to which the officer is a party.

Section 5. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner

prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 6. President. The President shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7. Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all the powers of and be subject to all restrictions on the President. The President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 8. Secretary. The Secretary shall perform or cause to be performed the following acts:

(a) The Secretary shall keep or cause to be kept, at the Authority's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized; the notice given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board; and the names of those present at Board and committee meetings.

(b) The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date, and a copy of all certificates filed with the Secretary of State.

(c) The Secretary shall keep or cause to be kept, at the Authority's principal office or at a place determined by resolution of the Board, a record of the Authority's Directors, showing each Director's name and address.

(d) The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(e) The Secretary shall keep or cause to be kept the corporate seal, if any, in safe custody.

(f) The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 9. Chief Financial Officer. The Chief Financial Officer shall perform or shall cause to be performed the following acts:

(a) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records or accounts of the Authority's properties and transaction, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements and prepare an annual budget for submission to the City.

(b) The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(c) The Chief Financial Officer shall prepare and submit or cause to be prepared and submitted any accounting and tax forms as may be required by local, state and federal law.

(d) The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Authority.

(e) The Chief Financial Officer shall render or cause to be rendered to the President and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Authority.

(f) If required by the Board, the Chief Financial Officer shall give the Authority a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Authority of all books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

(g) The Chief Financial Officer shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 10. Compensation. Subject to the budget and fiscal provisions of the City's Charter, officers may receive such compensation from the Authority, if any, for their services as officers, and such reimbursement of expenses, as the Board may recommend by resolution to be just and reasonable as to the Authority at the time that the resolution is adopted.

Section 11. Execution of Instruments. Subject to the budget and fiscal provisions of the City's Charter, any and all instruments executed in the name of the Authority, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by one or more officers, employees or agents of the Authority as authorized from time to time by the Board. Such authorization may be general or confined to

specific instances. The respective offices and duties thereof as established and defined in this Article VII and by resolution of the Board include, except as otherwise provided, the authority to execute instruments in the name of the Authority when the execution of the instrument is incident to carrying out the duties of the offices.

Section 12. Checks, Drafts, etc. Subject to the budget and fiscal provision of the City's Charter, the Board may by resolution authorize from time to time such person or persons as it may designate to sign and/or countersign checks or drafts drawn on the funds of the Authority, and may also by resolution authorize any officer of the Authority to designate from time to time any person or persons to sign and/or countersign checks or drafts drawn on the funds of the Authority.

Section 13. Agency Agreements. The Board may by resolution authorize the Authority to enter into joint powers agreements and/or agency agreements with governmental agencies, including without limitation, any department, commission or agency of the City, and contract with such governmental agencies for the performance of services in furtherance of and related to the purposes of the Authority, including, without limitation, the performance of the duties, rights and responsibilities designated to the Officers of the Authority in this Article VII.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Authority shall keep: (a) adequate and correct books and records of accounts; (b) written minutes of the proceedings of the Board and committees of the Board; and (c) a record of each Director's name and address.

Section 2. Annual Report. The Board shall cause an annual report to be prepared within 120 days after the end of the Authority's fiscal year (the "Annual Report"). The Annual Report shall contain the following information, in appropriate detail, for the fiscal year:

(a) The assets and liabilities, including trust funds, of the Authority as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds.

(c) The revenue or receipts of the Authority, both unrestricted and restricted to particular purposes.

(d) The expenses or disbursements of the Authority, for both general and restricted purposes.

(e) Any information required by California Corporations Code Section 6322.

A copy of the Annual Report and a summary thereof shall be presented to the Mayor and the Board of Supervisors by the President of the Authority within 60 days after the completion of each year's Annual Report.

Section 3. Board of Supervisors Reports. The Board shall cause a quarterly report to be presented to the Economic Development, Transportation and Technology Committee of the Board of Supervisors or any successor committee with oversight of the Base describing generally the activities of the Authority for the preceding quarter.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Authority, including penalties. To the fullest extent permitted by law, the Authority shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Authority, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Article IX, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article IX, Sections 1 and 2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Authority before final disposition of the proceeding, on receipt by the Authority of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Authority for those expenses.

Section 4. Insurance. The Authority shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers,

employees, and other agents, against any liability asserted against or incurred by any Director, officer, employee, or agent in such capacity, or arising out of the Director's, officer's, employee's, or agent's status as such.

ARTICLE X

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Authority shall begin July 1 and end June 30 of each year, except for the first fiscal year, which shall begin on the date of incorporation and end June 30, 1998.

Section 2. Corporation Seal. This Authority may have a seal which shall be specified by resolution of the Board. The seal, if any, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 3. Amendment of Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval or written consent of a majority of the Directors. No amendment to these Bylaws nor any new Bylaw shall be valid or become effective without the written consent of the Mayor.

Section 4. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules or construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 5. Gambling and Gaming. No card rooms, casinos or any other type of gambling or gaming activities (except solely for the sale of LOTTO tickets or other programs run by the California State Lottery System to the extent otherwise permitted in San Francisco) shall be permitted on the Base, even if the Constitution of the State of California is amended to permit such gambling or gaming activities.

CONSENT OF MAYOR

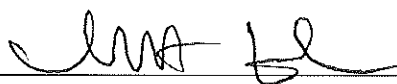
I, Willie L. Brown, Jr., the Mayor of the City and County of San Francisco, on this 20th day of May, 1998, hereby consent to and approve of these First Amended and Restated Bylaws of the Treasure Island Development Authority and any changes or amendments herein from the Bylaws of the Treasure Island Development Authority first adopted on February 25, 1998.


Mayor Willie L. Brown, Jr.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Treasure Island Development Authority, a California nonprofit public benefit corporation, that the above Bylaws, consisting of fourteen (14) pages (excluding this certification), are the First Amended and Restated Bylaws of this Authority as adopted by the Authority on May 20, 1998, and that they have not been amended or modified since that date.

Executed on May 22, 1998, San Francisco, California.



John Elberling, Secretary

ORIGINAL