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July 13, 2016

**EXECUTIVE VICE PRESIDENT—CHIEF FINANCIAL OFFICER
BROSTROM**

**Authority to Approve an Asset Sale Transaction on Behalf of the
University of California as a Member of TMT Observatory Corporation
("TMT")**

I delegate authority to you to take any and all such further action, within the President's authority, to execute and deliver in the name of and on behalf of The Regents of the University of California, as a member of TMT:

(i) a member consent, approval or similar agreement approving the sale of all or substantially all of TMT's assets and transfer of TMT employees and certain liabilities to TMT International Observatory LLC ("TIO") pursuant to an Asset Purchase Agreement ("APA") between the parties; and

(ii) any and all such further agreements, instruments, documents and certificates related to the foregoing,

in each case with such changes or in such form as you may deem necessary or advisable, following consultation with legal counsel, to effectuate the purposes and intent of the asset sale transaction pursuant to the APA.

The authority delegated herein may not be redelegated.


Janet Napolitano
President

cc: Chancellor Yang
Professor Bolte
Division Leaders
Universitywide Policy Office