

1 **BAY AREA URBAN AREA SECURITY INITIATIVE (UASI)**

2 **APPROVAL AUTHORITY**

3
4 **BY-LAWS**

5
6 **Approved by the Approval Authority on [Date]**
7

8 **ARTICLE I – FORMATION**

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10 The Bay Area Urban Area Approval Authority (“Approval Authority”) was established by
11 a Memorandum of Understanding between the City and County of San Francisco, the
12 City of Oakland, the City of San Jose, the County of Alameda and the County of Santa
13 Clara, dated July 1, 2006. A successor Memorandum of Understanding between the
14 same parties, dated July 1, 2007, continued the Approval Authority. A new
15 Memorandum of Understanding dated December 1, 2011 (“2011 MOU”) was entered by
16 the initial parties and the following additional government entities from the Bay Area
17 Urban Area: **County of Contra Costa, County of Marin, County of Monterey,**
18 **County of San Mateo and County of Sonoma.** The 2011 MOU is the current
19 controlling document for the Approval Authority.
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21 **ARTICLE II – PURPOSE**

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23 The Approval Authority provides overall governance of the Urban Area Security Initiative
24 (“UASI”) homeland security grant program, as well as other grant programs under the
25 jurisdiction of the Approval Authority, across the Bay Area Urban Area. In addition to
26 the UASI grant program, the Approval Authority has voted to assume jurisdiction, to the
27 extent permitted by grant guidelines, over the Regional Catastrophic Preparedness
28 Grant Program (“RCPGP”) and the Interoperable Emergency Communication Grant
29 Program (“IECGP”). The Approval Authority coordinates development and
30 implementation of all grant projects, programs and initiatives, and ensures compliance
31 with grant program requirements, as more fully set forth in the 2011 MOU.

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ARTICLE III – MEMBERS AND REPRESENTATIVES

The Members of the Approval Authority are **City of Oakland, City of San Jose, City and County of San Francisco, County of Alameda, County of Contra Costa, County of Marin, County of Monterey, County of San Mateo and County of Santa Clara and County of Sonoma.** Each Member shall select primary and alternate Representatives to the Approval Authority, as specified in the 2011 MOU. The City and County of San Francisco shall select two primary and two alternate Representatives. Unless expressly specified in these By-laws, a reference to a Member’s Representative is to the Member’s primary Representative.

ARTICLE IV – OFFICERS AND GENERAL DUTIES

Section 4.1. Selection of Chair and Vice-chair. The officers of the Approval Authority are the Chair and Vice-chair. At the first meeting that these By-Laws take effect, and thereafter at the first regular meeting of each Municipal fiscal year, the Approval Authority shall elect a Chair and Vice-chair from among the Member’s primary Representatives. Alternate Representatives cannot serve as the Chair or Vice-chair of the Approval Authority.

Section 4.2. Term of the Chair and Vice-chair. Except for the initial term, which may be less than one year, the Chair and Vice-chair shall serve a one-year term. A Representative may not serve more than two consecutive terms as Chair or Vice-chair. If the Chair is unable to complete his or her term, the Vice-chair shall become Chair for the remaining period of the Chair’s term, and the Approval Authority shall elect a new Vice-chair at the next regularly scheduled meeting to serve the remaining period of the Vice-chair’s term.

Section 4.3. Duties of the Chair. The Chair shall perform the following duties:

- (a) Approve the agenda for all Approval Authority meetings.

- 63 (b) Preside over all meetings of the Approval Authority.
- 64 (c) Call special meetings of the Approval Authority outside of the regular
- 65 meeting schedule, subject to Section 6.3 (Special Meetings), below.
- 66 (d) Cancel a meeting of the Approval Authority, but only if there is no quorum
- 67 or a declared local, state, or national emergency that impacts the Bay
- 68 Area Urban Area.

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70 Section 4.4. Duties of the Vice-chair. The Vice-chair shall fulfill the duties of the Chair

71 any time when the Chair is unavailable, or when so designated by the Chair.

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73 **ARTICLE V – COMMITTEES AND WORK GROUPS**

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75 Section 5.1. Personnel Committee. The Chair shall appoint three Approval Authority

76 Representatives to a standing Personnel Committee, and select one of those

77 Representatives to serve as the Chair of the Committee, one of the Representatives

78 must be from the Fiscal Agent jurisdiction. The Personnel Committee shall:

79 (a) Prepare proposed minimum qualifications, as well as any proposed

80 desired and preferred qualifications, for the General Manager position, for approval by

81 the Approval Authority.

82 (b) Prepare proposed duties for the General Manager, as well as proposed

83 performance goals and expectations, for approval by the Approval Authority.

84 (c) Conduct an annual performance evaluation of the General Manager, and

85 interim evaluations as determined by the Chair of the Committee, and submit a

86 recommend annual performance evaluation to the Approval Authority for action.

87 (d) Recommend removal of the assigned General Manager to the Approval

88 Authority for action.

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90 Section 5.2. Advisory Group. The UASI Approval Authority will establish an Advisory

91 Group to advise the Approval Authority on matters under the jurisdiction of the Approval

92 Authority.

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Comment [H1]: Per minutes of meeting
6/9/11

- 94 (a) Purpose: The advisory group is to support the UASI Approval authority in making
95 decisions, by gathering information, analyzing information, having dialogue and
96 making recommendations to the Approval Authority.
97
- 98 (b) Membership: Operational Area /Urban City/Significant Partners to provide one
99 person and one alternate with the ability to include subject matter experts as
100 needed.
101 Oakland
102 San Francisco
103 San Jose
104 Alameda
105 Contra Costa
106 Marin
107 Monterey
108 Napa
109 San Benito
110 San Mateo
111 Santa Clara
112 Santa Cruz
113 Solano
114 Sonoma
115 Fusion Center
116 CalEMA
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- 118 (c) Chair and Co-Chair: The Advisory Group will identify a Chair and a Co-Chair that
119 will serve one year terms to run from July 1-June 30. The person will be selected
120 from within the group by the group.
121
- 122 (d) Staff Support: UASI Mgt Team will provide staff support to the Advisory Group to
123 include meeting protocol management, taking and maintenance of minutes.
124
- 125 (e) Meetings: The Advisory Group will meet on a regular schedule consistent with
126 the schedule set for the Approval Authority to accommodate for reasonable
127 information exchange.
128
- 129 (f) Reports: At each regular meeting of the Approval Authority, a member of
130 the Advisory Group shall report on significant actions or issues considered by the
131 Group since the last Approval Authority meeting.
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134 Section 5.3. Regional Working Groups. The General Manager may create discipline-
135 specific and/or functionally-determined advisory groups or working groups to make
136 comprehensive assessments and recommendations that address risk reduction and
137 increased capabilities on a regional basis.

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ARTICLE VI – APPROVAL AUTHORITY MEETINGS

Section 6.1. Open Meeting Policy. It is the policy of the Approval Authority to conduct official business through open and public meetings. The Approval Authority shall conduct its meetings, and the meetings of any committees established by the Approval Authority, in compliance with the Ralph M. Brown Act, California Government Code §54950 *et seq.*

Section 6.2. Regular Meetings. The Approval Authority shall meet at 10:00 a.m. on the second Thursday of the month during the following months: January, March, May, July, September, and November.

Comment [H2]: Confirm meeting schedule

Section 6.3. Special Meetings. The Chair may call special meetings with ten (10) business days advance notice. In addition, a majority of the Representatives of the Approval Authority may call a special meeting by vote at a noticed meeting. Materials for a special meeting may be distributed at the meeting, with the exception of the meeting agenda, which must be distributed and posted publicly 72 hours in advance of the meeting, per the Brown Act.

Section 6.4. Meeting Agenda. The Chair shall set the agenda for Approval Authority meetings. Approval Authority Representatives and the General Manager may request the Chair to include items on the agenda. Each agenda shall specify the date, time and location of the meeting and contain a meaningful description of each item of business to be transacted or discussed. Agendas must also include information regarding the location where members of the public may inspect agenda materials distributed to the Approval Authority fewer than 72 hours before a meeting, as well as information on accommodation for persons with disabilities.

Section 6.5. Submitting Materials for Regular Meeting Agenda Items. The General Manager or other person designated to present an agenda item shall prepare and

169 submit materials for that item to the Chair no less than ten (10) calendar days before the
170 meeting, using the Approval Authority Agenda Item Template. (Appendix A)

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172 Section 6.6. Distribution of Meeting Materials. Except as described in Section 6.3

173 (Special Meetings), at least seven (7) calendar days before an Approval Authority

174 meeting, the General Manager shall distribute to all primary Representatives a meeting

175 agenda, approved by the Chair, along with any supporting or supplementary materials,

176 including staff reports on agenda items. The General Manager shall also post agenda.

177 (a) *Distribution to Representatives.* The General Manager shall distribute the
178 meeting agenda via email to Approval Authority Representatives., At the
179 written request of a Representative, the General Manager will also
180 distribute the agenda to that individual by any other means, including U.S.
181 mail or fax. In addition, a Representative may identify in writing up to
182 three (3) additional persons, such as the Representative's assistant or
183 officials of the Representative's Member, to whom the General Manager
184 shall distribute the agenda.

185 (b) *General Posting.* The General Manager shall post the agenda at the
186 meeting location and on the UASI website. The General manager shall
187 post on the website all public materials for the meeting at least 72 hours
188 before the meeting, and to the extent practicable, seven (7) calendar days
189 before the meeting.

190 (c) *Other Distribution.* Members of the public may submit a written request to
191 the General Manager to receive copies of Approval Authority agenda
192 and/or agenda materials. A written request shall be valid for the calendar
193 year in which it is submitted, and must be renewed following January 1 of
194 each year. The General Manager shall provide a copy of the agenda
195 and/or agenda materials by email or U.S. mail to each person with a
196 current written request submitted to the General Manager.

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198 Section 6.7. Meeting Minutes. The General Manager shall prepare minutes of each

199 Approval Authority meeting and submit them to the Approval Authority Representatives

200 no later than 14 calendar days after the meeting. In addition, the Chair shall place the
201 draft minutes on the agenda for approval at the next regularly scheduled Approval
202 Authority meeting. The General Manager shall post approved minutes on the UASI
203 website within 14 calendar days following the meeting where the minutes are approved.

204 Meeting minutes shall include the following information:

- 205 (a) All actions by motion, including dissenting votes;
- 206 (b) Documents filed, including staff reports;
- 207 (c) Summary of discussion; and
- 208 (d) Public comments

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210 Section 6.8 Audio Recordings. The General Manager shall ensure that all meetings of
211 the Approval Authority and any committees of the Approval Authority are audio
212 recorded. Except for closed session, the recordings are public records, available upon
213 request.

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215 Section 6.9. Closed Session. The Approval Authority may meet in closed session as
216 permitted by law. Notice of the closed session must be included in the meeting agenda.
217 The Approval Authority must vote to enter closed session. The Chair shall report
218 publicly any action taken in closed session as required by law or as determined by vote
219 of the Approval Authority.

220

221 Section 6.10. Order of Business. Meetings of the Approval Authority shall proceed as
222 set forth in the agenda, except that the Chair may call items out of order for any
223 reasonable purpose.

224

225 Section 6.11 Electronic Messaging During Meetings.

226 Text messaging during a meeting could enable a member to surreptitiously
227 communicate with another member or interested parties, or receive evidence or
228 direction as to how to vote, from an outside party, that other members of the body and
229 the parties do not see. These circumstances may undermine the integrity of the
230 proceeding and raise due process concerns.

231
232 Text messaging or use of other personal electronic communications devices during any
233 meeting of a policy body presents serious problems. The Brown Act and Sunshine
234 Ordinance presume that public input during a meeting will be “on the record” and visible
235 to those who attend or review a tape of the meeting. But members of the public will not
236 observe the text messages that members of the policy body receive during the meeting.
237 Hence the public will not be able to raise all reasonable questions regarding the basis
238 for the policy body’s actions. And text messaging among members of the policy body
239 concerning an agenda item or other business of the body could lead to an unlawful
240 seriatim meeting in the midst of a formal meeting.

241 Of course, text messages that policy body members send or receive during a meeting
242 may have nothing to do with the body’s business. But a member of the public observing
243 the meeting, without knowing the contents of the text messages, may assume
244 otherwise. To avoid the problems associated with text messaging or similar electronic
245 communications during meetings, we recommend that policy bodies adopt a rule
246 prohibiting or regulating the practice.

247
248 Out of an abundance of caution, members of policy bodies should assume that
249 communications on personal electronic devices may be subject to disclosure under the
250 Public Record Act if the communication would otherwise be a public record subject to
251 disclosure under those laws

252
253 Section 6.11. Public Participation. It is the policy of the Approval Authority to
254 encourage and permit public participation and comment on matters within the Approval
255 Authority’s jurisdiction, as follows.

256 (a) *Public Comment on Agenda Items.* The Approval Authority will take public
257 comment on each item on the agenda. The Approval Authority will take
258 public comment on an action item before the Approval Authority takes
259 action on that item. Persons addressing the Approval Authority on an
260 agenda item shall confine their remarks to the particular agenda item. For
261 each agenda item, each member of the public may address the Approval
262 Authority once, for up to three minutes. The Chair may limit the public

263 comment on an agenda item to less than three minutes per speaker,
264 based on the nature of the agenda item, the number of anticipated
265 speakers for that item, and the number and anticipated duration of other
266 agenda items.

267 (b) *General Public Comment.* The Approval Authority shall include general
268 public *comment* as an agenda item at each meeting of the Approval
269 Authority. During general public comment, each member of the public
270 may address the Approval Authority on matters within the Approval
271 Authority’s jurisdiction. Issues discussed during general public comment
272 must not appear elsewhere on the agenda for that meeting. Each
273 member of the public may address the Approval Authority once during
274 general public comment, for up to three minutes. The Chair may limit the
275 total general public comment to 30 minutes and may limit the time
276 allocated to each speaker depending on the number of speakers during
277 general public comment and the number and anticipated duration of
278 agenda items.

279 (c) *Speaker Identification.* Individuals making public comment may be
280 requested, but not required, to identify themselves and whom they
281 represent.

282 (d) *Designated Public Comment Area.* Members of the public wishing to
283 address the Approval Authority must speak from the public comment area.

284 (e) *Comment, Not Debate.* During public comment, speakers shall address
285 their remarks to the Approval Authority as a whole and not to individual
286 Approval Authority representatives, the General Manager or Management
287 Team members, or the audience. Approval Authority Representatives and
288 other persons are not required to respond to questions from a speaker.
289 Approval Authority Representatives shall not enter into debate or
290 discussion with speakers during public comment, although Approval
291 Authority Representatives may question speakers to obtain clarification.
292 Approval Authority Representatives may ask the General Manager to
293 investigate an issue raised during public comment and later report to the

294 Approval Authority. The lack of a response by the Approval Authority to
295 public comment does not necessarily constitute agreement with or support
296 of comments made during public comment.

297 (f) *Speaker Conduct.* The Approval Authority will not tolerate disruptive
298 conduct by individuals making public comment. Speakers who use
299 profanity or engage in yelling, screaming, or other disruptive behavior will
300 be directed to cease that conduct and may be asked to leave the meeting
301 room.

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304 **ARTICLE VII – GENERAL MANAGER AND MANAGEMENT TEAM**

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306 Section 7.1. General Manager. The assignment of the General Manager, including
307 selection, duties, evaluation, and removal, shall be governed by the **2011** MOU and
308 these Bylaws. The General Manager shall:

- 309 (a) Act in accordance with the 2011 MOU, these By-Laws, and any policies
310 and procedures established by the Approval Authority.
- 311 (b) Establish proposed criteria, rationale, and methodology, consistent with
312 grant guidelines, for selecting governmental entities from within the Bay
313 Area Urban Area for either direct or indirect representation. The Approval
314 Authority shall approve the criteria, rationale and methodology and the
315 selection of jurisdictions for direct or indirect representation.
- 316 (c) Make reasonable efforts to balance regional representation on the
317 Management Team.
- 318 (d) Direct and manage the work of the personnel assigned to the
319 Management Team, to support the Approval Authority initiatives and
320 projects. The General Manager shall carry out this responsibility by
321 appropriate means determined in his or her sole discretion, including but
322 not limited to setting job duties and responsibilities, performance goals
323 and expectations, conducting performance evaluations, directing
324 corrective action plans, and removing personnel from an assignment to

325 the Management Team, with or without cause at any time; however, the
326 General Manager will not have the power to issue written reprimands or
327 suspensions to personnel assigned to the Management Team.

328 (e) At the last regularly scheduled meeting of the fiscal year, present to the
329 Approval Authority information on individuals selected for assignment to
330 the Management Team. The General Manager shall provide at least the
331 following information: criteria used for recruitment of position, job
332 description, resume for the employee, and compensation (as set by the
333 employing agency).

334 (f) At the last regularly scheduled meeting of the fiscal year, submit a
335 recommended annual work plan for the upcoming year, for the General
336 Manager and Management Team, for approval by the Approval Authority.
337 The annual work plan shall include specific deliverables and timelines, as
338 well as an organizational chart for the Management Team. During the
339 course of the year, the General Manager shall present any proposed
340 changes to the work plan to the Approval Authority for its review and
341 approval.

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343 Section 7.2. Performance Review. The Personnel Committee shall conduct an annual
344 performance review of the General Manager, as well as interim evaluations as
345 determined by the Chair of the Personnel Committee. The performance review shall be
346 provided to the Fiscal Agent as the hiring authority for the General Manager.

347

348 Section 7.3. Management Team The General Manager may select personnel for
349 assignment to the Management Team as provided in the 2011 MOU.

350

351 Section 7.4. Management Team Functions and Duties. Under the direction and
352 supervision of the General Manager, the personnel assigned to the Management Team
353 shall perform functions and duties in support of the grant programs under the jurisdiction
354 of the Approval Authority, and shall:

355 (a) Act in accordance with the 2011 MOU, these By-Laws, and any policies

- 356 and procedures established by the Approval Authority.
- 357 (b) Oversee and execute all administrative tasks associated with application
358 for and distribution of grant funds and programs.
- 359 (c) Coordinate and manage any advisory and working groups, and serve as
360 the liaison between those groups to ensure regional coordination and
361 collaboration.
- 362 (d) Maintain all records associated with the activities of the Approval
363 Authority, Management Team and any advisory and working groups,
364 including but not limited to records regarding application, funding and
365 disbursement processes for grants under the jurisdiction of the Approval
366 Authority.
- 367 (e) Provide regional coordination, monitoring, and appropriate oversight and
368 management of grant funded projects and programs.
- 369 (f) Work with any advisory and working groups, as well as appropriate Bay
370 Area stakeholders, to obtain input and make recommendations to the
371 Approval Authority on application for and allocation and distribution of
372 grant funds under the jurisdiction of the Approval Authority, and policy and
373 programmatic objectives in alignment with the federal grant guidelines and
374 the regional, state and federal homeland security strategies.
- 375 (g) Perform additional functions, duties and responsibilities as determined and
376 established by the General Manager.

377

378 Section 7.5. Budget. At the last regularly scheduled meeting of the fiscal year, the
379 General Manager shall submit a recommended annual Management Team budget, for
380 approval by the Approval Authority. The budget shall include recommendations for the
381 upcoming fiscal year, for all staff and consultant resources, training, and travel
382 expenses of the Management Team.

383

384 Section.7.6 General Manager's Reports. At each Approval Authority meeting, the
385 General Manager shall provide a written report and oral summary that describes the
386 following:

- 387 (a) All management activities related to grant projects and initiatives.
388 (b) Recommendations and major issues raised by any Advisory Group or
389 working group.
390 (c) Any proposed changes to the annual Management Team Work Plan, for
391 approval by the Approval Authority before implementation.
392

393 In addition, the General Manager shall provide written quarterly financial reports, with an
394 oral summary at the meeting, that include grant expenditures and a summary of travel
395 and training expenses for the Management Team for the previous quarter.
396

397 **ARTICLE VIII – GRANT INVESTMENTS AND ADMINISTRATION**

398

399 Section 8.1. UASI Grant Allocation Methodology. The Approval Authority shall use a risk
400 and capability-based methodology to apply for and allocate grant funds. To be eligible
401 for funding, jurisdictions within the Bay Area UASI must participate in the risk and
402 capability assessment process on an annual basis. In addition, those jurisdictions must
403 be able to sign the grant assurances and comply with all federal, state, and local
404 requirements.
405

406 Section 8.2 Overarching UASI Grant Funding Policies. Investment of UASI grant funds
407 must:

- 408 (a) Have a high threat, high density urban area terrorism focus.
409 (b) Build regional capabilities, defined as capabilities for two or more counties.
410 (c) Enhance regional preparedness and directly support the national priority
411 on expanding regional collaboration in the National Preparedness
412 Guidelines.
413 (d) Align with the Bay Area Urban Area homeland security strategy and
414 demonstrate a clear correlation between the goals, objectives, and
415 priorities identified in the strategy.
416 (e) Support the federal investment strategy.
417 (f) Incorporate the DHS grant program funding priorities as well as the

418 relevant national priorities.

419

420 Section 8.3. Grant Application

421 a) The Management Team shall prepare grant applications for review and
422 approval by the Approval Authority.

423 1. The UASI grant application shall include the grant projects, the
424 amount of proposed funding for each project and the proposed
425 break-down of the funding for that project by category, and the
426 jurisdictions proposed to receive the funding along with the amount
427 of funding proposed for each jurisdiction. For projects that are
428 regional initiatives, the Management Team shall provide a
429 description of the regional initiative and the amount of the proposed
430 funding, without any proposed allocation of funds to specific
431 jurisdictions.

432 2. For all other grants, the grant application shall include the grant
433 projects and the amount of the proposed funding for each project.
434 If consistent with grant guidelines, the application shall designate
435 the jurisdictions proposed to receive funding and the amount
436 proposed to be allocated to each jurisdiction.

437 b) The Approval Authority shall, when practical, approve the grant application
438 at least four weeks prior to submittal to Cal EMA.

439 c) The General Manager is authorized to adjust a grant application to
440 conform to required changes from Cal EMA or the applicable federal
441 granting agency. The General Manager shall report back any adjustments
442 made to the Approval Authority at the next regularly scheduled meeting.
443

444 Section 8.4. Grant Award.

445 The General Manager shall report to the Approval Authority on a grant award received
446 from Cal EMA, at the next regular meeting following the award.

447 a) For the UASI grant, if the award is less than the application amount, the
448 General Manager, after consulting with the Advisory Groups, shall submit

- 449 recommendations for reallocation to the Approval Authority for approval.
450 The reallocation recommendation shall include the grant projects, the
451 amount of proposed funding for each project and the proposed break-
452 down of the funding for that project by category, and the jurisdictions
453 proposed to receive the funding along with the amount of funding
454 proposed for each jurisdiction.
- 455 b) For the RCPGP grant, the General Manager, after consulting with the
456 Regional Catastrophic Planning Team, shall submit recommendations for
457 allocation of grant funds to selected subrecipients and/or contractors or
458 consultants,
 - 459 c) For the IECGP grant, the General Manager shall report the allocation of
460 grant funds as determined by the Capitol Bay Planning Area.
 - 461 d) For any other grants under the jurisdiction of the Approval Authority, the
462 Approval Authority shall adopt requirements consistent with the grant
463 guidelines by vote of the Approval Authority.
- 464

465 Section 8.5. Allocation of UASI Grant Funds for Regional Initiatives.

466 After receiving a UASI grant award for a regional initiative identified in the application,
467 the General Manager shall conduct any selection process required by the grant
468 guidelines to identify an executive sponsor for the initiative, unless otherwise designated
469 in the award. The General Manager shall report to the Approval Authority on the
470 selection process, and shall identify the proposed executive sponsor to the Approval
471 Authority for approval and for allocation by the Approval Authority of the grant funds for
472 the initiative. The executive sponsor shall be responsible for management of the grant.

473

474 Section 8.6. Modification of Grant Allocations. The General Manager is authorized to
475 modify the Approval Authority's allocation of grant funds as follows:

- 476 a) Within a grant project, the General Manager may reallocate funds up to a
477 cumulative total of \$250,000. This authority allows the General Manager
478 to modify the allocation by transferring funds between categories within a
479 project, or among jurisdictions that have received grant funds for that

480 project. This authority also allows the General Manager to modify
481 allocations across grant years for a particular project, for the purpose of
482 expending grant funds within applicable grant performance periods. The
483 General Manager shall report back any reallocations to the Approval
484 authority at the next regularly scheduled meeting. In addition, the General
485 Manager shall bring any modification that exceeds \$250,000 individually
486 or cumulatively for a project to the Approval Authority for approval prior to
487 the modification.

488 b) For grant funds allocated to a subrecipient jurisdiction, the General
489 Manager may reallocate fund to that jurisdiction up to a cumulative total of
490 \$250,000 per grant year. This authority also allows the General Manager
491 to modify allocations to that jurisdiction across grant projects and
492 categories. The General Manager shall bring any modifications requested
493 by a jurisdiction that exceeds \$250,000 individually or cumulatively to the
494 Approval Authority for approval.

495 c) The General Manager shall obtain the appropriate approvals from Cal
496 EMA for grant modifications.

497 Section 8.7 Fiscal Agent. Per the Department of Homeland Security Grant Guidelines,
498 the SAA is responsible for ensuring compliance with fiduciary and programmatic
499 administration requirements of the UASI Program, as such it must identify a Point of
500 Contact for the applications and acceptance of grant funds. This responsibility may be
501 undertaken on behalf of the Bay Area Urban Area by any qualified member of the
502 Approval Authority, as identified and approved by the SAA.

503 a) The fiscal agent shall:

- 504 1) Be a party to the Bay Area USAI Memorandum of Understanding.
- 505 2) Have the financial ability to advance funding for grants in advance
506 of reimbursement from the Department of Homeland Security or
507 other Federal or State granting agencies.
- 508 3) Have the legal authority to apply for Federal assistance and have
509 the institutional, managerial and financial capability to ensure
510 proper planning, management and completion of the grant provided
511 by the U.S. Department of Homeland Security (DHS)/Federal
512 Emergency Management Agency (FEMA) and sub-granted through

513 the State of California, California Emergency Management Agency
514 (Cal EMA).

515
516 b) Fiscal agent responsibilities shall include:

517 1) Serve as sub-grantee for UASI funds and other program grant
518 funds granted by DHS and Cal EMA and establish procedures and
519 execute sub- recipient agreements for distribution.

520 2) Serve as the UASI region point of contact with U.S. Department of
521 Homeland Security (DHS)/Federal Emergency Management
522 Agency(FEMA) and the State of California, California Emergency
523 Management Agency (Cal EMA).

524 3) Ensure that all allocations and use of funds are in accordance with
525 the Homeland Security Grant Program Guidance and Application
526 Kit, and the California Supplement to the Homeland Security Grant
527 Program Guidance and Application Kit. Grant funding must support
528 the goals and objectives of the Approval Authority, the State and/or
529 Urban Area Homeland Security Strategies as well as the
530 investments identified in the Investment Justifications submitted as
531 part of the California Homeland Security Grant Program application.

532 4) Establish and maintain procedures and provide all financial
533 services for distribution of UASI and other program grant funds.

534 5) Comply with all applicable Federal statutes, regulations, policies,
535 guidelines and requirements, including OMB Circulars A102 and A-
536 133, E.O. 12372 and the current Administrative Requirements, Cost
537 Principles, and Audit Requirements.

538 6) Provide progress reports and other such information as may be
539 required by the Approval Authority and/or the awarding agency.

540 7) Cooperate with any assessments, evaluation efforts, and
541 information or data collection requests, including, but not limited to,
542 the provision of any information required for the assessment or
543 evaluation of any activities within this agreement.

544 8) Meaningfully assist during any transition of fiscal agent
545 responsibilities to another member agency.

546
547 c) At any time during the term of this Memorandum of Understanding, any
548 member of the Approval Authority may, by written notice to the Chair of
549 the Approval Authority, request consideration of the Approval Authority to
550 assume the role of Fiscal Agent.

551
552 d) The process for selecting an alternative fiscal agent shall include the
553 requirements and elements upon which to evaluate competing applications

554 including the Approval Authority setting minimum financial standards to be
555 certified by an independent body or authority. Further, the transition shall
556 be completed in a fashion so as not to disrupt the orderly business of the
557 Approval Authority or the administration of existing grants and projects and
558 upon the approval of the legislative body of the Approval Authority members
559 and after execution or approval of all necessary documents.

560
561 Section 8.8. Policies and Procedures Manual. The General Manager shall prepare a
562 Bay Area UASI Grant Policies and Procedures Manual, which shall outline policies and
563 procedures for grant allocations and expenditures, grant management and
564 administration, and any other applicable requirements. The Policies and Procedures
565 Manual shall be effective when adopted by the Approval Authority.
566

567
568 Section 8.9. Amendment of the Policies and Procedures Manual. At least annually, the
569 General Manager shall review the Policies and Procedures Manual, and any changes in
570 grant guidelines or other requirements, and present a report to the Approval Authority
571 either recommending proposed changes to the Manual or confirming that the Manual
572 remains current and in compliance with grant guidelines and other requirements. In
573 addition, any Approval Authority Representative or the General Manager may present
574 proposed changes to the Policies and Procedures Manual at any time. Any
575 amendments to the Policies and Procedures Manual shall be effective only if and when
576 adopted by the Approval Authority.

577
578 **ARTICLE IX – GOVERNING AUTHORITY**

579
580 The Approval Authority shall operate in accordance with the 2011 MOU. Any portion of
581 the By-laws or any other procedural document that conflicts with the 2011 MOU is null
582 and void.

583
584 **ARTICLE X – AMENDMENT OF THE BY-LAWS**

585
586 These By-laws may be amended by two-thirds vote of the Approval Authority.

587 Amendment to the By-laws must be made as a public agenda item at an Approval
588 Authority meeting.

589

590 **ARTICLE XI – EFFECTIVE DATE**

591

592 These By-laws are effective beginning the first regular meeting after adoption.

593 Appendix A

594 Approval Authority Agenda Item Template

595 *To: Bay Area UASI Approval Authority*

596 *From: UASI Staff*

597

598 **Date:**

599

600 **RE: Item # __: ITEM TITLE**

601

602 **Action or Discussion Item:**

603

604

605

606 **Background:**

607

608

609

610 **Discussion/description:**

611

612

613 **Budget or Fiscal Impact:**

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615

616

617 **Staff Recommendation:**

618

619

620

621 **Action Requested of the UASI Approval Authority:**