

1 **BAY AREA URBAN AREA SECURITY INITIATIVE (UASI)**
2 **APPROVAL AUTHORITY**

3
4 **BY-LAWS**

5
6 **Approved by the Approval Authority on August 18, 2011**
7

8 **ARTICLE I – FORMATION**
9

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.
20

21 **ARTICLE II – PURPOSE**
22

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.

32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62

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, 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.

69
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.

72

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

74

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.

89

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.

93

94 (a) Purpose: The advisory group is to support the UASI Approval Authority in making
95 decisions, buy 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

117

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. All meetings will be conducted subject to the same open
128 meeting requirements of the UASI Approval Authority.

129
130 (f) Reports: At each regular meeting of the Approval Authority, a member of
131 the Advisory Group shall report on significant actions or issues considered by the
132 Group since the last Approval Authority meeting.

133
134
135 Section 5.3. Regional Working Groups. The General Manager may create discipline-
136 specific and/or functionally-determined advisory groups or working groups to make
137 comprehensive assessments and recommendations that address risk reduction and
138 increased capabilities on a regional basis.

139
140 **ARTICLE VI – APPROVAL AUTHORITY MEETINGS**

141
142 Section 6.1. Open Meeting Policy. It is the policy of the Approval Authority to conduct
143 official business through open and public meetings. The Approval Authority shall
144 conduct its meetings, and the meetings of any committees established by the Approval
145 Authority, in compliance with the Ralph M. Brown Act, California Government Code
146 §54950 *et seq.*

147
148 Section 6.2. Regular Meetings. The Approval Authority shall meet at 10:00 a.m. on the
149 second Thursday of the month during the following months: January, February, March,
150 April, May, June, July, August, September, October, November and December.

151
152 Section 6.3. Special Meetings. The Chair may call special meetings with ten (10)
153 business days advance notice. In addition, a majority of the Representatives of the
154 Approval Authority may call a special meeting by vote at a noticed meeting. Materials
155 for a special meeting may be distributed at the meeting, with the exception of the

156 meeting agenda, which must be distributed and posted publicly 72 hours in advance of
157 the meeting, per the Brown Act.

158

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

167

168 Section 6.5. Submitting Materials for Regular Meeting Agenda Items. The General
169 Manager or other person designated to present an agenda item shall prepare and
170 submit materials for that item to the Chair no less than ten (10) calendar days before the
171 meeting, using the Approval Authority Agenda Item Template. (Appendix A)

172

173 Section 6.6. Distribution of Meeting Materials. Except as described in Section 6.3
174 (Special Meetings), at least seven (7) calendar days before an Approval Authority
175 meeting, the General Manager shall distribute to all primary Representatives a meeting
176 agenda, approved by the Chair, along with any supporting or supplementary materials,
177 including staff reports on agenda items. The General Manager shall also post agenda.

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

186 (b) *General Posting.* The General Manager shall post the agenda at the

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

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

198

199 Section 6.7. Meeting Minutes. The General Manager shall prepare minutes of each
200 Approval Authority meeting and submit them to the Approval Authority Representatives
201 no later than 14 calendar days after the meeting. In addition, the Chair shall place the
202 draft minutes on the agenda for approval at the next regularly scheduled Approval
203 Authority meeting. The General Manager shall post approved minutes on the UASI
204 website within 14 calendar days following the meeting where the minutes are approved.

205 Meeting minutes shall include the following information:

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

210

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

215

216 Section 6.9. Closed Session. The Approval Authority may meet in closed session as
217 permitted by law. Notice of the closed session must be included in the meeting agenda.

218 The Approval Authority must vote to enter closed session. The Chair shall report
219 publicly any action taken in closed session as required by law or as determined by vote
220 of the Approval Authority.

221

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

225

226 Section 6.11 Electronic Messaging During Meetings.

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

232

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

242

243 Text messaging related to meeting agenda items is prohibited.

244

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

248 (a) *Public Comment on Agenda Items.* The Approval Authority will take public

249 comment on each item on the agenda. The Approval Authority will take
250 public comment on an action item before the Approval Authority takes
251 action on that item. Persons addressing the Approval Authority on an
252 agenda item shall confine their remarks to the particular agenda item. For
253 each agenda item, each member of the public may address the Approval
254 Authority once, for up to three minutes. The Chair may limit the public
255 comment on an agenda item to less than three minutes per speaker,
256 based on the nature of the agenda item, the number of anticipated
257 speakers for that item, and the number and anticipated duration of other
258 agenda items.

259 (b) *General Public Comment.* The Approval Authority shall include general
260 public *comment* as an agenda item at each meeting of the Approval
261 Authority. During general public comment, each member of the public
262 may address the Approval Authority on matters within the Approval
263 Authority's jurisdiction. Issues discussed during general public comment
264 must not appear elsewhere on the agenda for that meeting. Each
265 member of the public may address the Approval Authority once during
266 general public comment, for up to three minutes. The Chair may limit the
267 total general public comment to 30 minutes and may limit the time
268 allocated to each speaker depending on the number of speakers during
269 general public comment and the number and anticipated duration of
270 agenda items.

271 (c) *Comment, Not Debate.* Approval Authority Representatives and other
272 persons are not required to respond to questions from a speaker.
273 Approval Authority Representatives shall not enter into debate or
274 discussion with speakers during public comment, although Approval
275 Authority Representatives may question speakers to obtain clarification.
276 Approval Authority Representatives may ask the General Manager to
277 investigate an issue raised during public comment and later report to the
278 Approval Authority. The lack of a response by the Approval Authority to
279 public comment does not necessarily constitute agreement with or support

280 of comments made during public comment.

281

282

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

284

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

288 (a) Act in accordance with the 2011 MOU, these By-Laws, and any policies
289 and procedures established by the Approval Authority.

290 (b) Establish proposed criteria, rationale, and methodology, consistent with
291 grant guidelines, for selecting governmental entities from within the Bay
292 Area Urban Area for either direct or indirect representation. The Approval
293 Authority shall approve the criteria, rationale and methodology and the
294 selection of jurisdictions for direct or indirect representation.

295 (c) Make reasonable efforts to balance regional representation on the
296 Management Team.

297 (d) Direct and manage the work of the personnel assigned to the
298 Management Team, to support the Approval Authority initiatives and
299 projects. The General Manager shall carry out this responsibility by
300 appropriate means determined in his or her sole discretion, including but
301 not limited to setting job duties and responsibilities, performance goals
302 and expectations, conducting performance evaluations, directing
303 corrective action plans, and removing personnel from an assignment to
304 the Management Team, with or without cause at any time; however, the
305 employing jurisdiction retains all power to issue written reprimands or
306 suspensions to personnel assigned to the Management Team.

307 (e) At the last regularly scheduled meeting of the fiscal year, present to the
308 Approval Authority information on individuals selected for assignment to
309 the Management Team. The General Manager shall provide at least the
310 following information: criteria used for recruitment of position, job

311 description, resume for the employee, and compensation (as set by the
312 employing agency). All new positions require approval of the job
313 description and compensation by the Approval Authority prior to effect,
314 further, any changes to compensation other than normal business must be
315 approved by the Approval Authority.

316 (f) At the last regularly scheduled meeting of the fiscal year, submit a
317 recommended annual work plan for the upcoming year, for the General
318 Manager and Management Team, for approval by the Approval Authority.
319 The annual work plan shall include specific deliverables and timelines, as
320 well as an organizational chart for the Management Team. During the
321 course of the year, the General Manager shall present any proposed
322 changes to the work plan to the Approval Authority for its review and
323 approval.

324
325 Section 7.2. Performance Review. The Personnel Committee shall conduct an annual
326 performance review of the General Manager, as well as interim evaluations as
327 determined by the Chair of the Personnel Committee. The performance review shall be
328 provided to the Fiscal Agent as the hiring authority for the General Manager.

329
330 Section 7.3. Management Team The General Manager may select personnel for
331 assignment to the Management Team as provided in the 2011 MOU.

332
333 Section 7.4. Management Team Functions and Duties. Under the direction and
334 supervision of the General Manager, the personnel assigned to the Management Team
335 shall perform functions and duties in support of the grant programs under the jurisdiction
336 of the Approval Authority, and shall:

337 (a) Act in accordance with the 2011 MOU, these By-Laws, and any policies
338 and procedures established by the Approval Authority.

339 (b) Oversee and execute all administrative tasks associated with application
340 for and distribution of grant funds and programs.

341 (c) Coordinate and manage any advisory and working groups, and serve as

- 342 the liaison between those groups to ensure regional coordination and
343 collaboration.
- 344 (d) Maintain all records associated with the activities of the Approval
345 Authority, Management Team and any advisory and working groups,
346 including but not limited to records regarding application, funding and
347 disbursement processes for grants under the jurisdiction of the Approval
348 Authority.
- 349 (e) Provide regional coordination, monitoring, and appropriate oversight and
350 management of grant funded projects and programs.
- 351 (f) Work with any advisory and working groups, as well as appropriate Bay
352 Area stakeholders, to obtain input and make recommendations to the
353 Approval Authority on application for and allocation and distribution of
354 grant funds under the jurisdiction of the Approval Authority, and policy and
355 programmatic objectives in alignment with the federal grant guidelines and
356 the regional, state and federal homeland security strategies.
- 357 (g) Perform additional functions, duties and responsibilities as determined and
358 established by the General Manager.

359

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

365

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

- 369 (a) All management activities related to grant projects and initiatives.
- 370 (b) Recommendations and major issues raised by any Advisory Group or
371 working group.
- 372 (c) Any proposed changes to the annual Management Team Work Plan, for

373 approval by the Approval Authority before implementation.

374

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

378

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

380

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

387

388 Section 8.2 Overarching UASI Grant Funding Policies. Investment of UASI grant funds
389 must:

- 390 (a) Have a high threat, high density urban area terrorism focus.
- 391 (b) Build regional capabilities, defined as capabilities for two or more counties.
- 392 (c) Enhance regional preparedness and directly support the national priority
393 on expanding regional collaboration in the National Preparedness
394 Guidelines.
- 395 (d) Align with the Bay Area Urban Area homeland security strategy and
396 demonstrate a clear correlation between the goals, objectives, and
397 priorities identified in the strategy.
- 398 (e) Support the federal investment strategy.
- 399 (f) Incorporate the DHS grant program funding priorities as well as the
400 relevant national priorities.

401

402 Section 8.3. Grant Application

- 403 a) The Management Team shall prepare grant applications for review and

- 404 approval by the Approval Authority.
- 405 1. The UASI grant application shall include the grant projects, the
406 amount of proposed funding for each project and the proposed
407 break-down of the funding for that project by category, and the
408 jurisdictions proposed to receive the funding along with the amount
409 of funding proposed for each jurisdiction. For projects that are
410 regional initiatives, the Management Team shall provide a
411 description of the regional initiative and the amount of the proposed
412 funding, without any proposed allocation of funds to specific
413 jurisdictions.
- 414 2. For all other grants, the grant application shall include the grant
415 projects and the amount of the proposed funding for each project.
416 If consistent with grant guidelines, the application shall designate
417 the jurisdictions proposed to receive funding and the amount
418 proposed to be allocated to each jurisdiction.
- 419 b) The Approval Authority shall, when practical, approve the grant application
420 at least four weeks prior to submittal to Cal EMA.
- 421 c) The General Manager is authorized to adjust a grant application to
422 conform to required changes from Cal EMA or the applicable federal
423 granting agency. The General Manager shall report back any adjustments
424 made to the Approval Authority at the next regularly scheduled meeting.
425

426 Section 8.4. Grant Award.

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

- 429 a) For the UASI grant, if the award is less than the application amount, the
430 General Manager, after consulting with the Advisory Groups, shall submit
431 recommendations for reallocation to the Approval Authority for approval.
432 The reallocation recommendation shall include the grant projects, the
433 amount of proposed funding for each project and the proposed break-
434 down of the funding for that project by category, and the jurisdictions

- 435 proposed to receive the funding along with the amount of funding
436 proposed for each jurisdiction.
- 437 b) For the RCPGP grant, the General Manager, after consulting with the
438 Regional Catastrophic Planning Team, shall submit recommendations for
439 allocation of grant funds to selected subrecipients and/or contractors or
440 consultants,
- 441 c) For the IECGP grant, the General Manager shall report the allocation of
442 grant funds as determined by the Capitol Bay Planning Area.
- 443 d) For any other grants under the jurisdiction of the Approval Authority, the
444 Approval Authority shall adopt requirements consistent with the grant
445 guidelines by vote of the Approval Authority.

446

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

448 After receiving a UASI grant award for a regional initiative identified in the application,
449 the General Manager shall conduct any selection process required by the grant
450 guidelines to identify an executive sponsor for the initiative, unless otherwise designated
451 in the award. The General Manager shall report to the Approval Authority on the
452 selection process, and shall identify the proposed executive sponsor to the Approval
453 Authority for approval and for allocation by the Approval Authority of the grant funds for
454 the initiative. The executive sponsor shall be responsible for management of the grant.

455

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

- 458 a) Within a grant project, the General Manager may reallocate funds up to a
459 cumulative total of \$250,000. This authority allows the General Manager
460 to modify the allocation by transferring funds between categories within a
461 project, or among jurisdictions that have received grant funds for that
462 project. This authority also allows the General Manager to modify
463 allocations across grant years for a particular project, for the purpose of
464 expending grant funds within applicable grant performance periods. The
465 General Manager shall report back any reallocations to the Approval

466 authority at the next regularly scheduled meeting. In addition, the General
467 Manager shall bring any modification that exceeds \$250,000 individually
468 or cumulatively for a project to the Approval Authority for approval prior to
469 the modification.

470 b) For grant funds allocated to a subrecipient jurisdiction, the General
471 Manager may reallocate fund to that jurisdiction up to a cumulative total of
472 \$250,000 per grant year. This authority also allows the General Manager
473 to modify allocations to that jurisdiction across grant projects and
474 categories. The General Manager shall bring any modifications requested
475 by a jurisdiction that exceeds \$250,000 individually or cumulatively to the
476 Approval Authority for approval.

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

479 Section 8.7 Fiscal Agent. Per the Department of Homeland Security Grant Guidelines,
480 the State Administering Agency (SAA) is responsible for ensuring compliance with
481 fiduciary and programmatic administration requirements of the UASI Program, as such it
482 must identify a Point of Contact for the applications and acceptance of grant funds. This
483 responsibility may be undertaken on behalf of the Bay Area Urban Area by any qualified
484 member of the Approval Authority, as identified and approved by the SAA.

485 a) The fiscal agent shall:

486 1) Be a party to the Bay Area UASI Memorandum of Understanding.

487 2) Have the financial ability to advance funding for grants in advance
488 of reimbursement from the Department of Homeland Security or
489 other Federal or State granting agencies.

490 3) Have the legal authority to apply for Federal assistance and have
491 the institutional, managerial and financial capability to ensure
492 proper planning, management and completion of the grant provided
493 by the U.S. Department of Homeland Security (DHS)/Federal
494 Emergency Management Agency (FEMA) and sub-granted through
495 the State of California, California Emergency Management Agency
496 (Cal EMA).

497
498
499
500
501
502
503
504
505
506
507
508
509
510
511
512
513
514
515
516
517
518
519
520
521
522
523
524
525
526
527

- b) Fiscal agent responsibilities shall include:
 - 1) Serve as sub-grantee for UASI funds and other program grant funds granted by DHS and Cal EMA and establish procedures and execute sub- recipient agreements for distribution.
 - 2) Serve as the UASI region point of contact with U.S. Department of Homeland Security (DHS)/Federal Emergency Management Agency(FEMA) and the State of California, California Emergency Management Agency (Cal EMA).
 - 3) Ensure that all allocations and use of funds are in accordance with the Homeland Security Grant Program Guidance and Application Kit, and the California Supplement to the Homeland Security Grant Program Guidance and Application Kit. Grant funding must support the goals and objectives of the Approval Authority, the State and/or Urban Area Homeland Security Strategies as well as the investments identified in the Investment Justifications submitted as part of the California Homeland Security Grant Program application.
 - 4) Establish and maintain procedures and provide all financial services for distribution of UASI and other program grant funds.
 - 5) Comply with all applicable Federal statutes, regulations, policies, guidelines and requirements, including OMB Circulars A102 and A-133, E.O. 12372 and the current Administrative Requirements, Cost Principles, and Audit Requirements.
 - 6) Provide progress reports and other such information as may be required by the Approval Authority and/or the awarding agency.
 - 7) Cooperate with any assessments, evaluation efforts, and information or data collection requests, including, but not limited to, the provision of any information required for the assessment or evaluation of any activities within this agreement.
 - 8) Meaningfully assist during any transition of fiscal agent responsibilities to another member agency.

528
529
530
531
532
533
534
535
536
537
538
539
540
541
542
543
544
545
546
547
548
549
550
551
552
553
554
555
556
557
558
559

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

d) The process for selecting an alternative fiscal agent shall include the requirements and elements upon which to evaluate competing applications including the Approval Authority setting minimum financial standards to be certified by an independent body or authority. Further, the transition shall be completed in a fashion so as not to disrupt the orderly business of the Approval Authority or the administration of existing grants and projects and upon the approval of the legislative body of the Approval Authority members and after execution or approval of all necessary documents.

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

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

560 **ARTICLE IX – GOVERNING AUTHORITY**

561
562 The Approval Authority shall operate in accordance with the 2011 MOU. Any portion of
563 the By-laws or any other procedural document that conflicts with the 2011 MOU is null
564 and void.

565
566 **ARTICLE X – AMENDMENT OF THE BY-LAWS**

567
568 These By-laws may be amended by two-thirds vote of the Approval Authority.
569 Amendment to the By-laws must be made as a public agenda item at an Approval
570 Authority meeting.

571
572 **ARTICLE XI – EFFECTIVE DATE**

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

574 Appendix A

575 Approval Authority Agenda Item Template

576 *To: Bay Area UASI Approval Authority*

577 *From: UASI Staff*

578

579 **Date:**

580

581 **RE: Item # ___: ITEM TITLE**

582

583 **Action or Discussion Item:**

584

585

586

587 **Background:**

588

589

590

591 **Discussion/description:**

592

593

594 **Budget or Fiscal Impact:**

595

596

597

598 **Staff Recommendation:**

599

600

601

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