

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 **ARTICLE III – MEMBERS AND REPRESENTATIVES**

34

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

43

44 **ARTICLE IV – OFFICERS AND GENERAL DUTIES**

45

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

52

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

60

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

- 62 (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, 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

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).



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- 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.

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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**

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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

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583 **Action or Discussion Item:**

584

585

586

587 **Background:**

588

589

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591 **Discussion/description:**

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594 **Budget or Fiscal Impact:**

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598 **Staff Recommendation:**

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