



Bay Area Infrastructure Financing Authority
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Memorandum

TO: BAIFA

DATE: April 10, 2013

FR: Executive Director

W. I. 1236

RE: BAIFA Resolution No. 1, Revised – Amend BAIFA Governing Rules

BAIFA Resolution No. 1 establishes the Authority's governing rules. Staff recommends BAIFA approve Resolution No. 1, Revised, to modify the governing rules as follows:

1. Update the governing board membership consistent with March 2013 amendments to the BAIFA Joint Exercise of Powers Agreement (JPA).
2. Establish that BAIFA shall meet monthly on the date of the regularly scheduled BATA and MTC meetings.
3. Update the officers of BAIFA. As per the recently approved amendment to the JPA, the MTC Chair shall serve as the BAIFA Chair and the BATA Oversight Committee Chair shall serve as the BAIFA Vice Chair.



Steve Heminger

Attachment

1. BAIFA Resolution No. 1, Revised – BAIFA Governing Rules

SH:LK

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Date: September 27, 2006
W.I.: 1254
Referred by: BAIFA
Revised: 06/13/07 – BAIFA
04/24/13 – BAIFA

ABSTRACT

BAIFA Resolution No. 1, Revised

This resolution establishes the governing rules of the Bay Area Infrastructure Financing Authority.

On June 13, 2007, Attachment A to this resolution was amended to revise the membership of BAIFA.

This resolution was revised on April 24, 2013 to allow the Authority to meet at more frequent intervals on the dates of the regularly-scheduled MTC meetings in each year, commencing in May, 2013.

Discussion of these actions are contained in the Executive Director's Memoranda to the Authority dated September 27, 2006, June 6, 2007 and April 10, 2013.

Date: September 27, 2006
W.I.: 1236
Referred by: BAIFA
Revised: 04/24/1 – BAIFA

Re: Establishing the governing rules of the Bay Area Infrastructure Financing Authority

BAY AREA INFRASTRUCTURE FINANCING AUTHORITY
RESOLUTION NO. 1, REVISED

WHEREAS, the Metropolitan Transportation Commission (“MTC”) and the Bay Area Toll Authority (“BATA”) have executed a joint exercise of powers agreement dated as of August 1, 2006 (the “Agreement”), which Agreement creates and establishes the Bay Area Infrastructure Financing Authority (“BAIFA”); and

WHEREAS, a copy of the Agreement is presented herewith and on file with the Secretary of BAIFA; now, therefore, be it

RESOLVED, that BAIFA finds that the foregoing recitals are true and correct; and be it further

RESOLVED, that BAIFA hereby confirms that the Agreement shall govern its structure and operations; and be it further

RESOLVED, that, pursuant to Section 3.B of the Agreement, the officers of MTC and BATA listed on Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, shall be the members of the governing board of BAIFA; and be it further

RESOLVED, that Attachment A shall be amended from time to time as the terms of the officers of MTC or BATA are reassigned or completed; and be it further

RESOLVED, that, pursuant to Section 3.C(1) of the Agreement, the regular meetings of BAIFA shall be held on the date of the regularly-scheduled BATA and MTC meetings in October of each year, commencing October 2007, and, commencing May, 2013 shall be held on the dates of the regularly-scheduled BATA and MTC meetings, at such time as may be designated by appropriate notice, at the Joseph P. Bort Metro Center, 101 Eighth Street, Oakland, California, 390 Main Street, San Francisco, California, or such other place as the Governing Board of BAIFA may designate from time to time; and be it further

RESOLVED, that, pursuant to Section 3.D of the Agreement, the officers of MTC listed on Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, shall be the officers of BAIFA; and be it further

RESOLVED, that, pursuant to Section 3.D(8) of the Agreement, the General Counsel for MTC shall be and act as General Counsel for BAIFA; and be it further

RESOLVED, that, pursuant to Section 3.E of the Agreement, MTC's Conflict of Interest Code is hereby adopted as the Conflict of Interest Code of BAIFA; and be it further

RESOLVED, that, pursuant to Section 5 of the Agreement, the manner in which BAIFA shall exercise its powers and perform its duties is and shall be subject to the restrictions upon the manner in which BATA could exercise such powers and perform such duties; and be it further

RESOLVED, that whenever an officer of MTC is designated an officer of BAIFA, the assistants and deputies of such officer from time to time shall also be ex officio officers of BAIFA; and whenever a power is granted to, or a duty imposed upon, such officer, the power may be exercised, or the duty performed, by such assistant or deputy; and be it further

RESOLVED, that all actions heretofore taken by officers and officials of BATA and MTC in anticipation of formation BAIFA are hereby approved, ratified and confirmed; and be it further

RESOLVED, that this Resolution shall take effect from and after its adoption.

BAY AREA INFRASTRUCTURE FINANCING AUTHORITY

Amy Rein Worth, Chair

The above resolution, revising and superseding the resolution approved on September 27, 2006, was entered into by the Bay Area Infrastructure Financing Authority at a special meeting of BAIFA held in Oakland, California, on April 24, 2013.

Date: September 27, 2006
W.I.: 1236
Referred by: BAIFA
Revised: 06/13/07 – BAIFA

Attachment A
BAIFA Resolution No. 1
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Members of Governing Board of BAIFA:

MTC or BATA Office	Current Officer
Chair of MTC	Amy Rein-Worth
Chair, BATA Oversight Committee	Bill Dodd
Commissioner	Scott Haggerty
Commissioner	Federal D. Glover
Commissioner	James P. Spering
Commissioner (<i>BT&H Representative, non-voting</i>)	Bijan Sartipi

Date: September 27, 2006
W.I.: 1236
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Attachment A
BAIFA Resolution No. 1
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Officers of BAIFA:

BAIFA Office	MTC or BATA Office	Current Officer
Chair	Chair of MTC	Amy Rein-Worth
Vice Chair	Chair of BATA Oversight Committee	Bill Dodd
Executive Director	Executive Director of MTC	Steve Heminger
Deputy Executive Director	Deputy Executive Director of MTC, Policy	Ann Flemer
Deputy Executive Director	Deputy Executive Director of MTC, Operations	Andrew B. Fremier
Secretary	Employee	Beba Jimenez
Treasurer and Auditor	Chief Financial Officer of MTC	Brian Mayhew