

**ASSOCIATION OF BAY AREA GOVERNMENTS
EXECUTIVE BOARD**

RESOLUTION NO. 06-2020

**RECOGNITION OF POTENTIAL TRANSFER OF BOARD DUTIES FROM THE ABAG
FINANCE AUTHORITY FOR NONPROFIT CORPORATIONS TO THE ADVANCING
CALIFORNIA FINANCE AUTHORITY AND RELATED MATTERS THERETO**

WHEREAS, pursuant to the provisions of the California Joint Exercise of Powers Act, consisting of Sections 6500 through 6599.3 of the California Government Code, as amended from time to time (the "Joint Powers Act"), several California cities and counties entered into a joint exercise of powers agreement pursuant to which the Association of Bay Area Governments ("ABAG") was organized; and

WHEREAS, pursuant to the provisions of the Joint Powers Act, a number of California cities and counties entered into a joint exercise of powers agreement (the "ABAG FAN Agreement") pursuant to which the ABAG Finance Authority for Nonprofit Corporations ("ABAG FAN") was organized; and

WHEREAS, ABAG and ABAG FAN, each a "public agency" within the meaning of Section 6500 of the Joint Powers Act, have, pursuant to the Joint Powers Act, entered into a Joint Exercise of Powers Agreement, which created the Advancing California Finance Authority (the "Financing Authority"); and

WHEREAS, pursuant to Article VI(L) of the ABAG FAN Agreement, ABAG FAN has the power to assign, delegate or contract with a third party to perform any of the duties of the ABAG FAN Board of Directors (the "ABAG FAN Board"), including but not limited to, acting as administrator for ABAG FAN; and

WHEREAS, ABAG FAN Executive Committee requested its counsel, Nixon Peabody LLP, to review certain transactions for any requirements or limitations imposed on the transfer of the board duties; and

WHEREAS, Nixon Peabody LLP has provided a memorandum summarizing the review of the transactions; and

WHEREAS, the existing ABAG FAN Executive Committee has determined that it is in the public interest of the area and persons served by them to, among other things, transfer to the Financing Authority all administrative duties of the ABAG FAN Board established for the purposes set forth in the ABAG FAN Agreement; and

WHEREAS, on April 2, 2020, ABAG FAN approved the transfer of the ABAG FAN Board duties and responsibilities as administrator to the Financing Authority pursuant to Resolution No. 2020-002 (the "ABAG FAN Resolution"); and

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WHEREAS, all actions taken by the Authorized Officers (as defined in the ABAG FAN Resolution), ABAG FAN Board members, and other appropriate officers and agents of ABAG FAN with respect to the transfer of ABAG FAN Board duties and responsibilities as administration to the Financing Authority were ratified, confirmed and approved by the passage of the ABAG FAN Resolution; now, therefore, be it

RESOLVED, the passage of the ABAG FAN Resolution and the transfer of the ABAG FAN Board duties to the Financing Authority is hereby recognized and acknowledged; and be it further

RESOLVED, the members of the ABAG Executive Board, the Executive Director or the Chief Financial Officer of the Metropolitan Transportation Commission on behalf of ABAG pursuant to Contract for Services, dated May 30, 2017, by and between ABAG and Metropolitan Transportation Commission, and other appropriate officers and agents of ABAG are hereby authorized and directed, for and in the name on behalf of ABAG, to execute and deliver any and all documents, including, without limitation, any all documents and certificates to be executed in connection with the transfer of ABAG FAN Board duties and responsibilities as administrator to the Financing Authority, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate any actions approved by the ABAG FAN Executive Committee pursuant to the ABAG FAN Resolution.

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

The foregoing was adopted by the Executive Board this 16th day of April, 2020.

Jesse Arreguin
President

Certification of Executive Board Approval

I, the undersigned, the appointed and qualified Clerk of the Board of the Association of Bay Area Governments (Association), do hereby certify that the foregoing resolution was adopted by the Executive Board of the Association at a duly called and noticed special meeting held on the 16th day of April, 2020 in San Francisco, California in which a quorum was present and acting throughout.

Frederick Castro
Clerk of the Board