



Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105

Meeting Minutes - Draft

Bay Area Housing Finance Authority Leadership Fund

Members:

*President, Alfredo Pedroza, Supervisor, County of Napa
Vice President, Jesse Arreguin, Mayor, City of Berkeley
Secretary, Kate Hartley, BAHFA Section Director*

Friday, December 9, 2022

2:00 PM

REMOTE

Special Meeting

Bay Area Housing Finance Authority BAHFA Leadership Fund

The BAHFA Leadership Fund may act on any item on the agenda.

The meeting is scheduled to begin at 2:00 p.m.

Agenda, roster, and webcast available at <https://abag.ca.gov>

For information, contact Clerk of the Board at (415) 820-7913.

Roster

Alfred Pedroza, Chair, Metropolitan Transportation Commission

Jesse Arreguin, President, Association of Bay Area Governments

Kate Hartley, BAHFA Section Director, Metropolitan Transportation Commission

1. Call to Order / Roll Call / Confirm Quorum

Kate Hartley convened the meeting at about 2:03 p.m. Quorum was present.

Present: 3 - Arreguin, Hartley and Pedroza

2. Executive Director's Report

2.a. [23-0008](#) Executive Director's Report for December 9, 2022

Kate Hartley gave the report.

3. Appointment of Temporary President and Temporary Secretary

3.a. [23-0007](#) Temporary Appointments for President and Secretary for the BAHFA Leadership Fund to Conduct the Meeting

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board appointed Alfredo Pedroza, Supervisor, County of Marin, as Temporary President, and Kate Hartley, BAHFA Section Director, as Temporary Secretary. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

4. Public Comment

5. BAHFA Leadership Fund Member Announcements

6. Remote Meetings Pursuant to Assembly Bill 361

- 6.a. [23-0018](#) Adoption of BAHFA Leadership Fund Resolution No. 0001 Regarding Remote Meetings Pursuant to Assembly Bill 361

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board adopted BAHFA Leadership Fund Resolution No. 0001. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

7. Organizational Meeting of the Board of Directors of the BAHFA Leadership Fund

- 7.a. [23-0009](#) Maintenance of Minute Book for the BAHFA Leadership Fund

Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board authorized the Secretary to maintain a minute book containing the agenda packet and minutes of this meeting and all subsequent meetings and other documents as the Board may direct from time to time. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.b. [23-0010](#) Receipt and Maintenance of Organizational Certificate Naming the Directors of the BAHFA Leadership Fund; and Acceptance of Position as Board Director

Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board acknowledged receipt of the Organizational Certificate as part of the agenda packet, directed the Secretary to enter the Organizational Certificate into the Minute Book, and for each individual to accept their positions as Director. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.c. [23-0011](#) Ratification of the Articles of Incorporation for the BAHFA Leadership Fund filed and certified by the California Secretary of State on October 14, 2022
Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board ratified and approved the Articles of Incorporation for the BAHFA Leadership Fund as duly certified by the California Secretary of State. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.d. [23-0012](#) Adoption of Bylaws for the BAHFA Leadership Fund
Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board adopted the Bylaws for the BAHFA Leadership Fund and directed and authorized the Secretary of the BAHFA Leadership Fund to execute a certificate of the adoption of said Bylaws by the Board, to attach such Certificate of Secretary to the Bylaws in the minute book of this Corporation, and to maintain a copy of said Bylaws, similarly certified, at the principal executive office. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.e. [23-0013](#) Election of Officers for the BAHFA Leadership Fund
Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board appointed Alfredo Pedroza, Supervisor, County of Napa, as President, Jesse Arreguin, Mayor, City of Berkeley, as Vice President, Kate Hartley, Metropolitan Transportation Commission (MTC) BAHFA Section Director, as Secretary, and Derek Hansel, MTC Chief Financial Officer, as Treasurer. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.f. [23-0014](#) Adoption of the following Governance Policies for the BAHFA Leadership Fund: Conflicts of Interest Policy, Whistleblower Protection Policy, and Document Retention and Destruction Policy
Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board adopted the Metropolitan Transportation Commission Conflicts of Interest Policy by reference as it exists, or may be amended, and the Whistleblower Protection Policy, and the Document Retention and Destruction Policy for the BAHFA Leadership Fund. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.g. [23-0015](#) Authorization for Best, Best & Krieger, with the Secretary for the BAHFA Leadership Fund, to Take Actions Necessary To Establish the BAHFA Leadership Fund as a Nonprofit Entity

Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board authorized Best, Best & Krieger (B&BK), together with the Secretary, to take all acts necessary and required to fulfill the intent of all actions taken by the Board at this meeting, including, but not limited to, taking all acts necessary and required to finalize incorporation and exemption filings, to ratify all actions taken to date by BB&K and to authorize BB&K and the Secretary to take all actions necessary and required to (a) complete the Corporation's organization, (b) obtain an Employer Identification Number, (c) obtain federal and state tax exemption, and (d) fulfill the intent of any resolutions adopted during its meeting in connection therewith. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.h. [23-0016](#) Selection of Bank for Depository of Funds for the BAHFA Leadership Fund

Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board selected Union Bank, its successor-in-interest or an affiliate of Union Bank (Bank), as the depository of the funds of the BAHFA Leadership Fund and to set forth on said Bank's form of resolution card the terms of all accounts with such Bank, including the names of the persons authorized to sign checks on behalf of the BAHFA Leadership Fund. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

- 7.i. [23-0017](#) Filing of Statement of Information with the Secretary of State for the BAHFA Leadership Fund

Andrea Visveshwara gave the report.

Upon the motion by Arreguin and second by Hartley, the BAHFA Leadership Fund Board authorized and directed Best, Best & Krieger (BB&K) to file the initial Statement of Information with the California Secretary of State within 90 days of the Corporation's formation and directed and authorized the Secretary to prepare, execute and file any subsequent statement required by Section 6210 of the California Corporations Code with the California Secretary of State and as required by law. The motion passed unanimously by the following vote:

Aye: 3 - Arreguin, Hartley and Pedroza

8. Adjournment / Next Meeting

President Pedroza adjourned the meeting at about 2:25 p.m. The next regular meeting of the BAHFA Leadership Fund Board will be announced.