


**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**

---

**MEMORANDUM**

**TO:** Board of Directors

**DATE:** November 24, 2021

**FROM:** District Secretary 

**SUBJECT:** Consent Calendar, Succession Resolution

**PURPOSE:** To update the Board's existing succession plan for the vacancy in a District office to reflect new incumbents in the Deputy District Secretary position.

**DISCUSSION:** The existing Board Resolution represents the succession plan for the District in the event any officer of the District is absent or disabled. That Resolution lists the names and positions of those who shall act for the absent officer and needs to be updated to reflect the hiring of the above-mentioned position.

As such, Resolution No. 5429 should be repealed, and a new Resolution adopted to ensure the orderly conduct of District business.

**MOTION:** That the Board of Directors adopts the attached Resolution.

cc: Board Appointed Officers  
Deputy General Manager  
Executive Staff

**BEFORE THE BOARD OF DIRECTORS OF THE  
SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**

**In the Matter of Designating an  
Alternate for the General Manager  
And Authorizing Certain District  
Officers to Use Facsimile Signatures  
On District Warrant-Checks \_\_\_\_\_/**

**Resolution No. \_\_\_\_\_**

**WHEREAS, Public Utilities Section 28810 provides in part:**

**“The officers of the district shall consist of the members of the board of directors; a president and vice president of the board, each of whom shall be a member of the board; a secretary, a general manager, a general counsel, a treasurer, a controller, and such other or subordinate officers, assistants and deputies as the board may deem necessary and provide for by ordinance or resolution.” and,**

**WHEREAS, Public Utilities Code Section 28767.8(a) provides:**

**“The board may establish an office of independent police auditor, reporting directly to the board, to investigate complaints against district police personnel.” and,**

**WHEREAS, Public Utilities Code Section 28817 provides:**

**“The treasurer shall be the custodian of the funds of the district and shall make payments only upon warrants duly and regularly signed by the general manager. [S]he shall keep an account of all receipts and disbursements. With the approval of the board, the treasurer and general manager may designate alternates to act for them.” and,**

**WHEREAS, it is necessary to the orderly conduct of the business of the District that the powers of the General Manager be exercised during the absence or disability of the holder; and**

**WHEREAS, the Board of Directors of the San Francisco Bay Area Rapid Transit District desires to authorize the use of facsimile signatures for signing warrant-checks of the District;**

**NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Francisco Bay Area Rapid Transit District hereby confirms that only the following are officers of the District:**

**Members of the Board of Directors**  
**President of the Board**  
**Vice President of the Board**  
**Secretary**  
**General Manager**  
**General Counsel**  
**Controller-Treasurer**  
**Assistant District Secretary**  
**Deputy Assistant District Secretary**  
**Associate General Counsel**  
**Deputy General Manager**  
**Assistant General Manager – Operations**  
**Assistant Controller**  
**Assistant Treasurer**  
**Independent Police Auditor**  
**Independent Police Investigator**  
**and**

**BE IT FURTHER RESOLVED** that the Board hereby authorizes Michael Jones (Deputy General Manager) to exercise the powers of the Office of General Manager in the absence or disability of the General Manager. In the case of the absence or disability of the General Manager and the Deputy General Manager, Shane Edwards (Interim Assistant General Manager – Operations) is authorized to exercise the power of the Office of the General Manager. In the absence or disability of the General Manager, Deputy General Manager and Assistant General Manager, Operations, Matthew Burrows (General Counsel) is authorized to exercise the powers of the Office of the General Manager; and

**BE IT FURTHER RESOLVED** that the Board hereby authorizes the named holders of the positions set forth below to exercise the powers of the office listed opposite such position in the absence or disability of the holder of such office;

<b><u>INCUMBENT</u></b>	<b><u>POSITION</u></b>	<b><u>OFFICE</u></b>
April Quintanilla	Assistant District Secretary	Secretary
LaTonia Peoples-Stokes	Deputy Assistant District Secretary	Secretary (in the absence of April Quintanilla)
Jeana Zelan	Associate General Counsel	General Counsel
(Vacant)	Assistant Controller	Controller
Todd Morgan	Assistant Treasurer	Treasurer
Patrick Caceres	Independent Police Investigator	Independent Police Auditor

and

**BE IT FURTHER RESOLVED** that the Board hereby authorizes the use of facsimile signatures by Robert Powers (General Manager) or Michael Jones (Deputy General Manager) or Shane Edwards (Interim Assistant General Manager –Operations) and Christopher S. Gan (Interim Controller-Treasurer), all of whose verified signatures have been or will be filed with the Secretary of State, on warrant-checks used for making payments out of the funds of the District; and

**BE IT FURTHER RESOLVED** that Resolution No. 5429 is hereby repealed; and

**BE IT FURTHER RESOLVED** that the District Secretary is directed to transmit a copy of this resolution to the Secretary of State.

###