

RESOLUTION NO 22-143

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CARSON, CALIFORNIA, APPROVING THE PUBLIC FINANCING AUTHORITY OF THE CITY OF CARSON ENHANCED INFRASTRUCTURE FINANCING DISTRICT AMENDED AND RESTATED BYLAWS

WHEREAS, on May 18, 2021, the City Council (the “City Council”) of the City of Carson (the “City”) approved the form of bylaws for governing the actions of the PFA (the “Bylaws”); and

WHEREAS, the Public Financing Authority (the “PFA”) of the City of Carson Enhanced Infrastructure Financing District (the “Carson EIFD”), pursuant to Resolution No. 21-005 adopted on June 14, 2021 (“Resolution Approving Bylaws”), approved the Bylaws for governing the actions of the PFA; and

WHEREAS, the City of Carson staff and the County of Los Angeles staff proposed changes to the Bylaws that, in summary, pertaining to PFA membership roles, officer duties, approval authority and other related matters (the “Amended and Restated Bylaws”); and

WHEREAS, the PFA, pursuant to Resolution 22-002 adopted on May 16, 2022, approved the Amended and Restated Bylaws; and

WHEREAS, the Amended and Restated Bylaws must be approved by the City Council; and

WHEREAS, the City Council now desires to approve the Amended and Restated Bylaws.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF CARSON DOES HEREBY FIND, DETERMINE AND RESOLVE AS FOLLOWS:

SECTION 1. The foregoing recitals are true and correct, and incorporated herein by this reference.

SECTION 2. The City Council hereby approves the Amended and Restated Bylaws attached hereto as Exhibit “A” by this reference incorporated herein.

SECTION 3. The Effective Date of the Amended and Restated Bylaws shall be the date that the Amended and Restated Bylaws are approved by both the City Council and the County of Los Angeles Board of Supervisors.

SECTION 4. The City Clerk shall certify to the passage and adoption of this Resolution and enter it into the book of original Resolutions.

PASSED, APPROVED, and ADOPTED this ____th day of July, 2022.

Lula Davis-Holmes, Mayor

APPROVED AS TO FORM:

Sunny K. Soltani, City Attorney

ATTEST:

Dr. Khaleah K. Bradshaw, City Clerk

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS:
CITY OF CARSON)

I, Khaleah Bradshaw, City Clerk of the City of Carson, do hereby certify that the foregoing Resolution, being Resolution No. 22-_____, was passed and approved by the City Council of the City of Carson, at their meeting held on July _____, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Dr. Khaleah K. Bradshaw, City Clerk

EXHIBIT "A"
AMENDED AND RESTATED BYLAWS

[SEE ATTACHED]

AMENDED AND RESTATED BYLAWS
City of Carson Enhanced Infrastructure Financing
District Public Finance Authority

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the governing body for the City of Carson Enhanced Infrastructure Financing District (District) shall be the City of Carson Enhanced Infrastructure Financing District Public Financing Authority (Authority). The District is a legally constituted local governmental entity separate and distinct from the City of Carson (City) and the County of Los Angeles (County), subject to the Ralph M. Brown Act (open meeting laws), as well as the California Public Records Act and Political Reform Act of 1974. The District was established for the sole purpose of financing public facilities, remediation, affordable housing or other projects as authorized by Chapter 2.99 of the California Government Code (the “EIFD Law”).

Section 2 — Purpose: The District is organized exclusively for implementing the District Infrastructure Financing Plan (Plan) prepared and adopted pursuant to Sections 53398.59 – 53398.74 of the Government Code.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: The Authority shall consist of a Board of Directors (collectively, the "Authority Board" or individually, "Directors") comprised of two members of the City Council of the City, one member of the County of Los Angeles ("County") Board of Supervisors or his/her designee and two members of the public, one chosen by the City Council and one chosen by the County Board of Supervisors (“County Supervisors”). Members of the public with respect to the City shall be appointed by a majority vote of the Council and shall serve at the pleasure of the Council and until their successor assumes office. Members of the public with respect to the County shall be appointed by a majority of the County Supervisors and shall serve at the pleasure of the County Supervisors.

Section 2 — Alternates: The County Supervisor appointed to the Authority Board may designate, in writing submitted to the Chair of the Authority Board, a Deputy or other official in that Supervisor's District Office to act for him or her and represent him or her at any or all meetings of the Authority Board.

Section 3 — Authority Board Role and Compensation: The Authority Board is responsible for overall policy and direction of the District and delegates responsibility of day-to-day operations to staff of the City. Directors shall receive no compensation for their service on the Authority Board, but may receive reimbursement for actual and necessary expenses incurred in the performance of their official duties pursuant to Section 53398.51.1(c) of the Government Code.

Section 4 — Vacancies: When a vacancy on the Authority Board exists, the Chair of the Authority Board shall notify the Chair of the County Board of Supervisors and or Mayor of the City and request that a replacement be approved by the applicable body to fill the vacancy. Vacancies of public members shall be filled in compliance with Government Code Section 54974.

Section 5 — Resignation: Resignation from the Authority Board must be in writing and received by the Secretary and delivered to the City Council or Board of Supervisors, as appropriate.

ARTICLE III - MEETINGS

Section 1 — Meetings and notice: All meetings of the Authority Board shall be noticed in accordance with the Ralph M. Brown Act. The Authority Board shall meet at least annually, at an agreed upon time and place, for the purpose of adopting an annual report on or before June 30 of each year after holding a public hearing. The Authority may hold remote meetings as provided by law.

Section 2 — Quorum: A majority of the total membership of the Authority Board constitutes a quorum for the transaction of business. No act of the Authority Board shall be valid or binding unless a majority of all the Directors are present. The abstention or recusal of a Director who is nonetheless present for discussion and voting on an item shall not affect the presence of a quorum.

Section 3 — Special meetings: Special meetings of the Authority Board shall be called and held in accordance with the Ralph M. Brown Act.

Section 4 — Robert's Rules: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Authority Board meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any applicable federal, State and local laws, including but not limited to, the Ralph M. Brown Act. Failure to follow the parliamentary rules of procedures as prescribed in *Robert's Rules of Order Newly Revised* shall not invalidate any action taken by the Authority Board.

Section 5 — Public Participation: Members of the public may address the Authority Board on a particular agenda item or during public comment by submitting a written request to Authority Board staff. A person requesting to address the Authority Board will be allowed a total of three (3) minutes per item. The Chair may, in his or her sole discretion, subject to action by a majority of the Authority Board, choose to limit or expand public testimony as necessary to ensure the Authority Board's ability to conduct its business in a reasonably efficient manner. Notwithstanding the previous sentence, public participation in remote on-line meetings may be as permitted by law.

ARTICLE IV – OFFICERS

Section 1 — Officers and Duties: There shall be three Officers of the Authority Board (or staff of the City, acting for the Authority), consisting of a Chair, Vice-Chair, and Secretary. Their duties are as follows:

- *The Chair* shall convene regularly scheduled Authority Board meetings, shall preside or arrange for other members of Authority Board to preside at each meeting in the following order: Chair, Vice-Chair, Secretary. The Chair shall be the highest ranking City officer that is on the Authority Board (i.e. Mayor, Mayor Pro-Tem, Councilmember in that order)
- The Vice Chair shall be the highest ranking County officer that is on the Authority Board (i.e., County Supervisor or County's Supervisor Designee). If there are no County officers on the Authority Board, the Vice Chair shall be the second highest ranking City officer that is on the Authority Board (i.e. Mayor Pro-Tem, Councilmember in that order).
- *The Secretary* shall be responsible for keeping records of Authority Board actions, including overseeing the taking of minutes at all Authority Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that Authority records are maintained. The Executive Director of the Authority or his/her designee or the Community Development Director of the City shall designate the Assistant Secretary of the Authority Board, and the Assistant Secretary shall undertake all the duties on behalf of the Secretary. The Authority may only direct the Secretary or Assistant Secretary, as secretary to take such actions as required of such officer hereunder, under the EIFD Law, and election functions in accordance with Government Code Section 53398.70 or as otherwise allowed under law or permitted by the City Council.

Section 2 — Terms: All Officers except the Assistant Secretary (who shall serve as long as so designated), shall serve two-year terms, except that the position of Chair and Vice Chair shall serve for as long as such person is on the Authority Board and meets the definition above. To the extent a vacancy occurs, the Authority Board may appoint a new officer. The initial officers designated in Resolution No. 21-001, except the initial Vice Chair, shall remain in office until June 30, 2022. The Vice Chair shall be the designee of the member of County Board of Supervisors.

Section 3 — Authority Board Officer Elections: During the annual meeting, the Authority Board shall elect Officers eligible for election to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Authority Board, called in accordance with the provisions of these bylaws.

Section 4 — Election procedures: Officers eligible for election shall be elected by a majority of Directors present at a meeting of the Authority Board, provided there is a quorum present. Officers so elected shall begin serving a term beginning on the first day of the next fiscal year or as otherwise directed by the Authority Board.

Section 5 — Vacancies: When a vacancy in an Officer position occurs, the Chair of the

Authority Board shall call an election to fill the vacancy at the next meeting of the Authority Board, provided there is a quorum present. An officer so elected shall serve for the remainder of the term of the Officer who vacated the position.

Section 6 – Endorsements: Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof approved by the Authority Board to be executed or entered into between the Authority Board and any other person, when signed by an Officer, shall be valid and binding on the Authority Board in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by resolution of the Authority Board, and, unless so authorized by the Authority Board, no officer, agent or employee shall have any power or authority to bind the Authority Board or the District by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The City Manager of the City of Carson shall act as Executive Director of the Authority.

Section 2 — Executive Director Responsibilities: Under the direction of the Authority Board, the Executive Director has day-to-day responsibilities for the District, including carrying out the organization's goals and policies. The Executive Director or his/her designee will attend all Authority Board meetings, report on the progress of the District, answer questions of the Directors and carry out the duties described in the job description. The Authority Board can designate other duties as necessary.

Section 3 — Other Staff. The Executive Director may utilize other City staff to carry out the work of the District as needed.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: Any provision of these bylaws may be amended when necessary by majority vote of the Authority Board.

ARTICLE VII - CITY COUNCIL RECOMMENDATIONS

Section 1 — Recommendations: The following actions of the Authority Board must be preceded by recommendations of the City Council of the City of Carson:

(a) The commitment or determination to fund projects with District funds (tax increment or bond proceeds), including infrastructure projects, housing or development projects, except for any projects designated in the infrastructure financing plan as "County Projects". Such recommendations shall include information, among other items, related to amount, scope and timing of the funding.

(b) Amendments to the Bylaws related to ARTICLE II – MEMBERSHIP (Section 1 – Membership) and ARTICLE VII – CITY COUNCIL RECOMMENDATIONS.

(c) Any expenses of the EIFD in excess of \$25,000 not linked to an item in (a) through (b) of this Article VII.

ARTICLE VIII BOARD OF SUPERVISORS RECOMMENDATIONS

Section 1 — *Recommendations*: The following actions of the Authority Board must be preceded by recommendations of the Board of Supervisors of the County of Los Angeles, or its designee:

(a) Any changes to the commitment of the District, County and City to affordable housing (20% commitment) or projects designated as "County Projects" in the infrastructure financing plan, or any amended infrastructure financing plan, including the Victoria Golf Course Approved Remediation and Infrastructure Projects.

(b) Amendments to the Bylaws related to ARTICLE II – MEMBERSHIP (Section 1 – Membership) and ARTICLE VIII – BOARD OF SUPERVISORS RECOMMENDATIONS.

ARTICLE IX - EXPENSES

All of the City expenses incurred in forming the EIFD and administrating the EIFD may be paid by funds of the EIFD so long as such expenses are permitted under applicable laws.

CERTIFICATION

These Amended and Restated bylaws were approved at a meeting of the Authority Board by a majority vote on _____, 2022

Secretary

Date