

**AMENDED AND RESTATED BYLAWS OF THE  
CARSON RECLAMATION JOINT POWERS AUTHORITY**

**ARTICLE I**

**DEFINITIONS; OFFICES**

**Section 1.01. Basic Definitions.** All capitalized terms used herein shall have the respective meanings given such terms in the Joint Powers Agreement of the Carson Reclamation Authority, dated as of February 17, 2015 (as amended or restated from time to time, the “Agreement”), by and between the COMMUNITY FACILITIES DISTRICT NO. 2012-1 OF THE CITY OF CARSON (THE BOULEVARDS AT SOUTH BAY – REMEDIAL SYSTEMS OM&M), a public body formed pursuant to the Mello-Roos Community Facilities Act of 1982, and the COMMUNITY FACILITIES DISTRICT NO. 2012-2 OF THE CITY OF CARSON (THE BOULEVARDS AT SOUTH BAY – CAPITAL IMPROVEMENTS), a public body formed pursuant to the Mello-Roos Community Facilities Act of 1982 (collectively the “Districts”), and the CITY OF CARSON HOUSING AUTHORITY, public entity formed pursuant to Government Code Sections 34200 *et seq.* (“Housing Authority”). The Districts and Housing Authority are herein collectively called the “Members” and each individually a “Member”.

These Bylaws are entered into pursuant to the formation of the Carson Reclamation Authority (the “Authority”), which was formed pursuant to the Agreement, as amended, and in accordance with Government Code Sections 6500, *et seq.* (the “Joint Powers Law”).

**Section 1.02. Offices.** The principal office of the Authority for the transaction of business shall be 701 E Carson Street, Carson, California 90745. The Board may, however, fix and change from time to time the principal office from one location to another within the City of Carson by noting the change of address in the minutes of the meeting of the Board at which the address was fixed or changed. The fixing or changing of such address shall be processed as an amendment to these Bylaws.

**Section 1.03. New Members.** New members may be admitted to membership by amendment of the Agreement in accordance with the provisions of the Agreement.

**ARTICLE II**

**BOARD**

**Section 2.01. Powers.** Subject to the limitations of the Agreement, the terms of these Bylaws, and the laws of the State of California, the powers of this Authority shall be vested in and exercised by and its property controlled and its affairs conducted by the Board of the Authority. The Authority may exercise any powers of its Members in carrying out the remediation and rehabilitation of properties within the territory of the City of Carson in accordance with all laws of the State of California. These powers include any improvements on Property related to environmental clean-up and any negotiations or processing of Property

reclamation required in connection with the California Department of Toxic Substances Control (“DTSC”) or any other State or Federal environmental agency. The Authority’s powers may extend beyond mere Property remediation to development planning and implementation. Without limiting the generality of the foregoing, the Authority may exercise all powers provided in State Law which the Housing Authority may exercise on this date or hereafter.

**Section 2.02. Number.** The Board shall have five (5) members (“Officers”), who shall be appointed or designated as follows:

- a) One designation shall be the Chair of the Housing Authority Board subject to the appointment by the Chair of the Housing Authority Board and ratification by a majority vote of the Housing Authority Board;
- b) One appointment by the Chair of the Districts’ Board subject to ratification by a majority vote of the Districts’ Board;
- c) One seat on the Board shall be filled by a member of the Carson Planning Commission, which appointment shall be made by the Chair of the Housing Authority subject to ratification by a majority vote of the Housing Authority Board;
- d) One seat on the Board shall be filled by a member of the Carson Environmental Commission, which appointment shall be made by the Chair of the Housing Authority subject to ratification by a majority vote of the Housing Authority;
- e) One seat on the Board shall be filled by a member of the Carson Economic Development Commission, which appointment shall be made by the Chair of the Housing Authority subject to ratification by a majority vote of the Housing Authority.

The term for all Officers on the Board shall be for a period of five years. Officers can be earlier removed from the Board via majority vote of the Board, in which case a new appointment shall be made. The positions of Chair and Vice Chair shall be appointed by majority vote of the Board.

**Section 2.03. Chair.** The Chair shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the Board or as prescribed by these Bylaws.

The Chair shall, subject to control by the Board, preside at all meetings of the Board. He or she shall be *ex officio* member of all standing committees, if any, and shall have the general powers and duties of management usually vested in the office of Chair of a public corporation and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.

**Section 2.04. Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chair. The Vice Chair shall have such other powers and

perform such other duties as may from time to time be prescribed, respectively, by the Board or by these Bylaws.

**Section 2.05. Compensation.** Officers shall serve without compensation but each Officer may be reimbursed his/her necessary and actual expenses, including travel incident to his services as Officer, pursuant to resolution of the Board. Any Officer of the Board may elect, however, to decline said reimbursement.

**Section 2.06. Regular Meetings.** Regular meetings of the Board shall be held in the City Council Chambers of the Authority's principle office at such recurring date and time as set by the Board by resolution; if any day so fixed falls upon a legal holiday, then, upon the next succeeding business day at the same hour. No notice of any regular meeting of the Board need be given to the Board Officers. The Board may, however, fix and change from time to time the regular meeting time to another by noting the change of time in the minutes of the meeting of the Board at which the address was fixed or changed. The fixing or changing of such time shall be processed as an amendment to these Bylaws.

**2.06.01 Date and Time of Meetings.** The Carson Reclamation Authority ("CRA") hereby establishes the time of 4:00 p.m. on the first Monday of each month as the regular meeting time of the CRA Board.

**Section 2.07. Special Meetings.** A special meeting may be called and held at any time in accordance with the Ralph M. Brown Act, constituting Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code ("Brown Act").

**Section 2.08. Public Meetings; Notice of Meetings.** All proceedings of the Board shall be subject to the provisions of the Brown Act, and notice of the meetings of the Authority shall be given in accordance with the Brown Act.

**Section 2.09. Consent to Meetings.** The transactions of the Board at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum is present and if either before or after the meeting each Board Officer not present signs a written waiver of notice or a consent to the holding of such meeting or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

**Section 2.10. Quorum.** A quorum shall consist of a majority of the Officers of the Board unless a greater number is expressly required by statute, by the Agreement, or by these Bylaws. Every act or decision done or made by a majority of the Officers present at a meeting duly held at which a quorum is present, shall be the act of the Board, unless a higher vote threshold is specified by statute, by the Agreement, or by these Bylaws.

**Section 2.11. Order of Business.** The order of business at the regular meeting of the Board and, so far as possible, at all other meetings of the Board, shall be essentially as follows, or conducted in the form business is conducted by the Housing Authority of the City:

- (a) Report on the number of Officers present in person or by proxy in order to determine the existence of a quorum.
- (b) Reading of the notice of the meeting and proof of the delivery or mailing thereof, or the waiver or waivers of notice of the meeting then filed, as the case may be.
- (c) Reading of unapproved minutes of previous meetings of the Board and the taking of action with respect to approval thereof.
- (d) Presentation and consideration of reports of Authority staff and committees.
- (e) Unfinished business.
- (f) New business or future agenda items.
- (g) Adjournment.

Notwithstanding the foregoing, the Authority may by resolution revise its order of business. Roberts Rules of Order shall apply to the deliberations of the legislative body.

**Section 2.12. Nonliability for Debts.** The private property of the Officers shall be exempt from execution or other liability for any debts, liabilities or obligations of the Authority and no Officer shall be liable or responsible for any debts, liabilities or obligations of the Authority. All of the privileges and immunities from liability, exemption from laws, ordinances, and rules, all pension, relief, disability, workmen's compensation, and other benefits which apply to the activity of Officers, agents, or employees of the Authority when performing their respective functions within the territorial limits of a Member shall apply to them to the same degree and extent while engaged in the performance of any of their functions and duties under the provisions of the Agreement Chapter 5 of Title 1 of Division 7 of the California Government Code, commencing with Section 6500. However, none of the Officers, agents or employees of the Authority shall be deemed to be employed by any of the Members or to be subject to any of the requirements of such Members by reason of their employment by the Authority.

## ARTICLE III

### AUTHORITY ADMINISTRATION

**Section 3.01. Administrative Directors.** The Authority's managing administrative staff ("Directors") shall be an Executive Director, a Treasurer, a Secretary, and a General Counsel, which positions shall be filled as follows:

- a) The Executive Director of the Housing Authority shall serve as Executive Director of the Board. Such Executive Director shall have full authority and responsibility to implement the purposes and objectives of the Authority, subject only to the general authority of the Board, and specific definition of duties, responsibilities and compensation by a contract approved by the Board. The duties of the Executive Director may be delegated by the Executive Director to subordinate employees or performed through contractual services;

- b) The Treasurer shall be appointed by the Board from either a director, manager, or employee of a Member agency to hold the office of Treasurer/Auditor for the Authority, which appointment shall consider the accounting and financial experience, expertise and knowledge of the proposed appointee to Treasurer/Auditor. Alternatively, the Board may approve a professional services contract with a certified public accountant to fulfill the Treasurer/Auditor functions. Such person or persons shall possess the powers and duties of, and shall perform all Treasurer/Auditor functions for the Authority, including those required or authorized by California Government Code Sections 6505, 6505.5, and 6505.6. The Treasurer/Auditor is the depository and has custody of all of the money of the Authority. The Treasurer/Auditor is also responsible for receipt and disbursement of said money, payment of all warrants and obligations of the Authority, and financial reporting on at least a quarterly basis to the Authority and its Members.
- c) The Secretary of the Housing Authority, or his or her designee, shall serve as the Secretary of the Board, except that in the event the Secretary to the Housing Authority is appointed to sit on the Board, then the position of Authority Secretary shall pass to the Deputy City Clerk of the City of Carson.
- d) General Counsel to the Housing Authority shall serve as the Authority's General Counsel. The Board, by resolution, may appoint such other legal counsel as the Board so desires.

When the duties do not conflict, one person may hold more than one of these positions. The Board may appoint such assistants to act in the place of the Directors (other than the Executive Director) as the Board shall from time to time deem appropriate.

**Section 3.02. Subordinate Officers.** The Board may elect or authorize the appointment of such further employees, consultants, or staff in addition to those hereinabove mentioned as the business of the Authority may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as the Board from time to time may authorize or determine by resolution.

**Section 3.03. Removal of Directors.** Any Director may be removed, either with or without cause, by a majority of the Board at any regular or special meeting of the Authority, or, except in the case of a Director or other employee, consultant or staff member chosen directly by the Board, by any Directors upon whom such power of removal may be conferred by the Board. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board may delegate the powers and duties of such office to any other Directors until such time as a successor for said office has been filled.

**Section 3.04. Executive Director.** The Executive Director shall perform such functions as are customary in the exercise of such a position, and as may be more specifically provided by the Board from time to time. The Executive Director shall have charge of the day-to-day administration of the Authority, all other Directors, and Authority staff, and shall execute the

directives of the Board. The Executive Director may sign all contracts on behalf of the Authority that do not exceed a monetary expenditure, or assumption of potential liabilities, exceeding such amount as may be provided by resolution of the Board.

Unless provided otherwise under applicable law, the Chair or the Executive Director of the Authority shall also be an authorized signatory on any bonds and/or contracts of the Authority.

**Section 3.05. Secretary.** The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order, of all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the Board of the Authority, shall keep the corporate records' in safe custody any shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

**Section 3.08. Treasurer.** Pursuant to Section 6505.5 of the Joint Powers Law, the Treasurer is the chief financial officer of the Authority and, as such, shall perform the functions set forth in Section 6505.5 of the Joint Powers Law. Pursuant to Section 6505.1 of the Joint Powers Law, the Treasurer shall have charge of, handle and have access to all accounts, funds and money of the Authority and all records of the Authority relating thereto. As Treasurer of the Authority, the Treasurer has custody of all of the accounts, funds and money of the Authority from whatever source.

The Treasurer shall draw warrants to pay demands against the Authority when the demands have been approved by the Board and shall assure that there is strict accountability of all funds and reporting of all receipts and disbursements of the Authority.

In the event, but only in the event, that the Treasurer holds moneys for the account of the Authority or the Members thereto, the Treasurer shall verify and report in writing at least quarterly to the Board and the Members the amount of money so held, the amount of receipts since the last such report, and the amount paid out since the last such report.

**Section 3.09. Audits.** Pursuant to Section 6505.5 of the Joint Powers Law, the Treasurer shall ensure performance of the functions of the auditor of the Authority, as such functions are set forth in Section 6505.5 of the Joint Powers Law. If the Treasurer is not qualified to perform such audit functions as required by the Joint Powers Law, then the Treasurer shall have the power and authority, with Board approval, to retain the services of a certified public accountant via professional services agreement.

The records and accounts of the Authority shall be audited annually by an independent certified public accountant. All audit costs will be borne by the Authority. These reports shall be filed within 12 months after the end of the fiscal year under audit with each Member and also with the Los Angeles County auditor, and shall be sent to any public agency or person in California that submits a written request to the Authority.

## ARTICLE IV

### GENERAL PROVISIONS

**Section 5.01. Payment of Money, Signatures.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Authority and any and all securities owned by or held by the Authority requiring signature for transfer shall be signed or endorsed by (i) the Treasurer, and (ii) either the Board Chair or Executive Director, as applicable under Section 3.04 or 5.02 of these Bylaws, or other applicable provisions of the Agreement.

**Section 5.02. Execution of Contracts.** Unless provided otherwise under applicable law, the Executive Director or the Chair shall also be an authorized signatory on any bonds and/or contracts of the Authority.

The Board, except as stated in the Agreement or in the Bylaws otherwise provided, may authorize by resolution any Director, employee, agent or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Authority and such authorization may be general or confined to specific instances and unless so authorized by the Board, no Director, employee, agent or employee shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**Section 5.03. Fiscal Year.** The fiscal year(s) of the Authority shall be July 1 through June 30 of each year.

**Section 5.04. Amendment of Bylaws.** These Bylaws may be amended at any time and from time to time by majority vote of the Board.

**Section 5.05. Conflicts.** In the event that there is a conflict between these Bylaws and the Agreement, the terms of the Agreement shall control.

### CHAIR OF THE BOARD

\_\_\_\_\_  
Name:

Title:

ATTEST:

\_\_\_\_\_  
Authority Secretary