



The Samoa Peninsula Enhanced Infrastructure Financing District Public Financing Authority



First Amended Bylaws

Pursuant to California Government Code Chapter 2.99; a resolution adopting an intention to establish the Samoa Peninsula Enhanced Infrastructure Financing District (District) was adopted by The Humboldt County Board of Supervisors on June 29th, 2021 (Resolution 21-68), a resolution approving the Infrastructure Financing Plan (IFP) for the District was adopted by The Humboldt County Board of Supervisors on February 8, 2022 (Resolution 22-16), and a resolution approving the IFP and establishing the District was adopted by the Public Financing Authority on March 1, 2022 (Resolution 22-01).

ARTICLE I — NAME AND PURPOSE

Section 1 – Name:

- i. The name of the governing body for the District shall be the “Samoa Peninsula Infrastructure Financing District Public Financing Authority” (Authority). The District is a legally constituted local governmental entity separate and distinct from the County of Humboldt (County), subject to the Ralph M. Brown Act (Open Meetings), 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 or other projects as authorized by Chapter 2.99 of the California Government Code.

Section 2 – Purpose:

- i. The District is organized exclusively for implementing the Samoa Peninsula Enhanced Infrastructure Financing Plan (Plan) prepared pursuant to Sections 53398.59 – 53398.74 of the Government Code.

ARTICLE II – Membership

Section 1 – Membership:

- i. The Authority shall consist of a Board of Directors (collectively, the "Authority Board" or individually, "Directors") comprised of three members of the County of Humboldt ("County") Board of Supervisors and two members of the public appointed by the County Board of Supervisors.

Section 2 – Terms:

- i. All appointed public members of the Authority Board may serve for two-years but are

eligible for reappointment for up to six consecutive terms.

- ii. County Supervisors appointed to the Authority Board shall serve for the length of their term as a County Board of Supervisor or by resignation or termination from the Authority Board.

Section 3 – Alternates:

- i. County Supervisors 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 them and represent them at all meetings of the Authority Board.

Section 4 — Authority Board Role and Compensation:

- i. The Authority Board is responsible for overall policy and direction of the District and delegates responsibility of day-to-day operations to staff. 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 5 — Vacancies:

- i. 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 request that a replacement be approved by the Board of Supervisors to fill the vacancy.
- ii. Vacancies shall be made public via the public notice bulletin board located outside the 5th Street entrance of the Humboldt County Courthouse and the Count of Humboldt, Samoa Peninsula Enhanced Infrastructure Financing District Website.
- iii. Vacant seats must be filled within ninety (90) days

Section 6 — Resignation and Termination:

- i. Resignation from the Authority Board must be in writing and received by the Chair and General Manager.
- ii. Termination requires a three-fourth vote and may result from:
 - a. A Director is not reappointed after completion of term;
 - b. A Director's violation of the Authority's Conflict of Interest Code or laws or failure to complete or declare applicable financial disclosures per Form 700;
 - c. A Director ceases to be representative of the constituency for which appointment was

made; or,

- d. A Director's failure to meet attendance requirements set forth in Section 7., below.

Section 7 – Attendance:

- i. Directors shall attend all meetings of the Authority. An excused absence shall be recorded in the minutes when a member or designee notifies the Chair and/or the General Manager of the intended absence by 5 p.m. of the day before the scheduled Board Authority meeting indicating good and sufficient reason for the absence, except that if the absence is due to an illness or accident occurring during the 24 hour period, the absence shall be deemed excused if the Chair and/or the General Manager is notified of the accident or illness prior to the roll call for the meeting. Directors must not miss more than three (3) consecutive committee and full meetings of the Board Authority unless the absences are excused or more than five (5) consecutive committee and full meetings even if some or all of those absences are excused, except that the Authority Board may grant the Director a leave of absence upon prior request.

Section 8 – Provisions:

- i. Each Director shall have equal voting privileges, with each seat representing one vote.
- ii. Proxy votes by representatives or members are not allowed
- iii. No member shall vote on any matter which:
 - a Poses the appearance of a conflict of interest to that member or their business or organization.
 - b Would financially benefit such member, their family or their business or organization.

ARTICLE III - MEETINGS

Section 1 — Meetings and notice:

- i. 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.
- ii. Regular meetings will be scheduled and announced at the beginning of each fiscal year. Special meetings may be called at the discretion of the Chair, as needed.

Section 2 — Quorum:

- i. 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 — Open Meetings:

- i. All Authority meetings are open to the public and subject to the Ralph M. Brown Act, Government Code, §§-54950, et seq. The Authority carries out its functions in accordance with the Brown Act and procedures as established by the County of Humboldt Board of Supervisors. In the absence of such procedures, the Authority establishes its own procedures consistent with State and local law and the current edition of Rosenberg's Rules of Order. If necessary, the Authority Board will obtain input and advice from appropriate County staff about procedures for carrying out its duties. Each Director will comply, at all times, with all laws and procedures governing the open meeting requirement.

ARTICLE IV - OFFICERS

Section 1 — Officers and Duties:

- i. There shall be three Officers of the Authority Board, consisting of a Chair, Vice-Chair, and Secretary. Their duties are as follows:
 - a. The Chair shall convene regularly scheduled Authority Board meetings, shall preside or arrange for other Directors to preside at each Authority Board meeting in the following order: Vice-Chair, Secretary.
 - b. 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 Secretary position shall be performed by a staff member of the affected taxing entity as defined in Government Code §53398.51

Section 2 — Terms:

All Officers shall serve two-year terms but are eligible for reappointment for up to six consecutive terms.

Section 3 — Board Officer Elections:

During the annual meeting, the Authority Board shall elect Officers 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 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.

Section 5 — Vacancies:

- i. 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.
- ii. The Vice-Chair shall preside in the absence or vacancy of the Chair and perform such duties as delegated by the Chair.

Section 6 – Endorsements:

- i. 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 — COMMITTEES

Section 1 — Committee formation:

- i. The Authority Board may create committees as needed to carry out the purposes of the Authority. The Chair appoints all committee chairs.

Section 2 — Committee Duties:

- i. Committees may not act on behalf of the Authority Board, but rather must submit any findings or recommendations in writing to the Authority Board. Upon submission, the conclusions of a committee may be considered for action by the Authority Board. To the extent possible, the Authority Board shall designate avenues for public participation in committee meetings.

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ARTICLE VI — DIRECTOR AND STAFF

Section 1 — General Manager:

- i. The General Manager is appointed by the Authority Board.

Section 2 —General Manager Responsibilities:

- i. Under the direction of the Authority Board, the General Manager has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The General Manager, or their designee, will attend all Board meetings, report on the progress of the organization, answer questions of the Directors and carry out the duties described in the job description. The Authority Board can designate other duties as necessary.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments:

- i. These Bylaws may be amended, repealed or modified by the affirmative vote of a majority of the Authority Board at a regularly scheduled meeting, or in the case of urgent changes, at a special meeting, with the proposed changes being provided to all Directors of the Authority Board at least two weeks in advance of the meeting, whether regular or special.

CERTIFICATION

These bylaws were approved at a meeting of the Authority Board by a majority vote on _____,2021

Secretary

Date