

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION
ADOPTING BYLAWS AND OTHER MATTERS**

WHEREAS, the Mendocino County Public Facilities Corporation (the "Corporation") was incorporated pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, consisting of Part 2 of Division 2 of Title I of the Corporations Code of the State of California, in order to facilitate and participate in financing and refinancing capital improvements and equipment for the County of Mendocino (the "County"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") deems it necessary to now adopt revised Bylaws of the Corporation, the form of which is attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Mendocino County Public Facilities Corporation, as follows:

Section 1. The Corporation hereby specifically finds and declares that the findings and determinations of the Corporation set forth above are true and correct; and

Section 2. The Bylaws, in the form attached hereto as Exhibit A, are hereby adopted as the Bylaws of the Corporation. Such Bylaws shall supersede any other bylaws of the Corporation; and

Section 3. The following persons will be, and they are hereby, designated and appointed as President, Secretary and Treasurer of the Corporation:

Office	Name
Chief Executive Officer	Darcie Antle
Secretary	Darcie Antle
Treasurer	Chamise Cubbison

Section 4. All actions heretofore taken by the officers, employees and agents of the Corporation with respect to the Corporation are hereby approved and ratified, and the officers of the Corporation and the authorized deputies and employees of the Corporation, and each of them, are hereby authorized and directed to do any and all things and to enter into and execute, acknowledge and deliver any and all agreements, certificates and other documents that they or counsel may deem necessary or advisable to effectuate the purposes of this Resolution without further approval of the Corporation.

Section 5. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this day of , 2022, by the following vote:

AYES:
NOES:
ABSTENTIONS:
ABSENT:

County Executive Officer
Mendocino County Public Facilities
Corporation

I hereby certify that the foregoing resolution was duly introduced, passed and adopted at the time and place and by the vote as noted above.

Secretary
Mendocino County Public Facilities
Corporation

EXHIBIT A

**BYLAWS OF
MENDOCINO COUNTY PUBLIC FACILITIES
CORPORATION**

**BYLAWS OF
MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION**

**ARTICLE I
NAME, ORGANIZATION AND PURPOSE, PRINCIPAL OFFICE**

Section 1.01. Name. The name of this corporation is the "Mendocino County Public Facilities Corporation" (hereinafter referred to as the "Corporation").

Section 1.02. Organization, Purpose, and Use of Funds. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the directors or officers of the Corporation, and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any member, director, officer or individual or any other person, firm or corporation excepting only the County of Mendocino.

Section 1.03. Principal Office. The principal office of the Corporation for its transaction of business is located at the County Administration Building, 501 Low Gap Road, Ukiah, California 95482.

Section 1.04. Change of Principal Office. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in Mendocino, California. Any such change shall be noted by the Secretary in an appendix to these Bylaws, but no such appendix shall be considered an amendment of these Bylaws.

**ARTICLE II
MEMBERSHIP**

Section 2.01. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the directors. -

**ARTICLE III
DIRECTORS**

Section 3.01. Number. Subject to the Corporation's Articles of Incorporation and Section 3.03 of these Bylaws, the Corporation shall have five (5) directors. Collectively, the directors shall be known as the "Board of Directors."

Section 3.02. Qualifications. The directors of the Corporation shall be residents of the State of California.

Section 3.03. Designation of Directors. The Corporation's Board of Directors shall always consist of the then-current members of the Mendocino County

Board of Supervisors (the "Board of Supervisors"), and each current and future member of the Board of Supervisors shall serve, during their tenure as a member of the Board of Supervisors, as a director of the Board of Directors of the Corporation.

Section 3.04. Term of Office. All directors shall hold office until the expiration of their term as a member of the Board of Supervisors.

Section 3.05. Place of Directors' Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation unless a different place is designated in the notice of such meeting.

Section 3.06. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Section 3.07. Special Meetings. Special meetings of the Board of Directors may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California.

Section 3.08. Quorum and Manner of Action. A majority of the directors shall constitute a quorum for the transaction of business by the Board of Directors, except that less than a quorum may adjourn from time to time. No action may be taken by the Board of Directors except upon the affirmative vote of a majority of the Board of Directors.

Section 3.09. Notice: Conduct of Meeting. All meetings of the Board of Directors shall be called, noticed, held and conducted subject to the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, being Sections 54950-54962 thereof). The President or, in his or her absence, the Vice President, or, in the absence of the Vice President, the most immediate past president, shall preside at all meetings of the Board of Directors.

Section 3.10. Compensation of Directors. No director shall be entitled to receive any compensation for serving as a director or as an officer of the Corporation, except that any director or officer may be reimbursed for expenses duly incurred in the performance of duties as director or officer of the Corporation, upon approval of the Board of Directors.

ARTICLE IV POWERS OF BOARD OF DIRECTORS

Section 4.01. General Powers of Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be controlled by, the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.02. Indemnification. To the fullest extent permitted by law, the Board of Directors may authorize indemnification by the Corporation of any person who is or was a director, officer, employee or other agent of the Corporation, and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was such a director, officer, employee or other agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of the Corporation, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4.03. Incurring of Indebtedness. The Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes under the Corporation's Articles of Incorporation, may incur such indebtedness, may issue bonds, notes, debentures and other evidences of indebtedness of the Corporation, may secure by mortgage, transfer in trust, pledge or other encumbrance the whole or any part of the assets of the Corporation, may establish funds and make other provisions for the payment of such indebtedness and interest thereon, and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

Section 4.04. Loans and Other Agreements. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes under the Corporation's Articles of Incorporation, may make loans to, enter into leases or subleases with, or otherwise enter into agreements with, any person, and may take such collateral or other security with respect thereto and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

ARTICLE V OFFICERS

Section 5.01. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers, including a Chief Executive Officer, one or more assistant secretaries and assistant financial officers, as the Board of Directors may appoint. The office of President shall be held by the then current Chair of the Board of Supervisors; and the office of Vice President shall be held by the then current Vice-Chair of the Board of Supervisors. Neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 5.02. Election. Term of Office. Except as provided in Section 5.01, each officer shall be appointed by the Board of Directors, and shall hold office until

his or her successor shall have been appointed and qualified, or until the death, resignation or removal of such officer.

Section 5.03. Resignations. Any officer may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 5.05. President. The President shall preside at all meetings of the Board of Directors. At the direction of the Board of Directors, the President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board of Directors, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board of Directors. At each meeting of the Board of Directors, the President shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Corporation.

Section 5.06. Vice President. At the request of the President or in case of his or her absence or disability, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice President shall perform such other duties as may from time to time be assigned to that office by the Board of Directors or the President.

Section 5.07. Secretary. The Secretary shall:

- (a) Certify and keep at the office of the Corporation, or at such other place as the Board of Directors may order, the original or a copy of these Bylaws, as amended or otherwise altered;
- (b) Keep at the office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings at such meeting;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records of the Corporation;

- (e) Exhibit at all reasonable times to any director, upon application, these Bylaws and the minutes of the proceedings of the directors of the Corporation; and
- (f) In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 5.08. Treasurer. Subject to the provisions of the proceedings authorizing any debt or other obligation of the Corporation which may provide for a trustee to receive, have the custody of and disburse Corporation funds, the Treasurer shall receive and have charge of all funds of the Corporation and shall disburse such funds only as directed by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to such office by the Board of Directors or the President. The Treasurer shall be the chief financial officer of the Corporation.

Section 5.09. Other Officers. Other officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

Section 5.10. Execution of Documents by Officers. The Board of Directors may authorize any officer or officers as agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VI DISSOLUTION

Section 6.01. Dissolution. The Corporation shall not be voluntarily dissolved, except by approval of the Board of Directors. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed as provided in the Corporation's Articles of Incorporation.

ARTICLE VII GENERAL

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 of each year.

Section 7.02. Construction and Definitions. Unless otherwise provided herein or in the Articles of Incorporation, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit

Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

**ARTICLE VIII
AMENDMENT OF BYLAWS AND
ARTICLES OF INCORPORATION**

Section 8.01. Amendment of Bylaws. Any of these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board of Directors.

Section 8.02. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the affirmative vote of a majority of the members of the Board of Directors, subject to the requirements of the Articles of Incorporation.