

**BYLAWS
OF
CITY OF SANTA ANA PUBLIC FINANCING AUTHORITY**

ARTICLE I

Definitions

In addition to the other terms defined herein, the following terms, whether in the singular or in the plural, when used herein and initially capitalized, shall have the meanings specified:

(a) Agreement shall mean the Joint Exercise of Powers Agreement creating City of Santa Ana Public Financing Authority, dated as of _____, 2024, among the parties thereto.

(b) Authority, Board, Member and Joint Powers Law shall have the respective meanings set forth in the Agreement.

(c) City shall mean the City of Santa Ana .

(d) State shall mean the State of California.

ARTICLE II

Offices

Section 1. Principal Office. The principal office of the Authority shall be located at 20 Civic Center Plaza, Santa Ana, California 92701.

ARTICLE III

Board

Section 1. 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.

Section 2. Number. The Board shall have seven (7) Directors and shall be the members of the City Council. Each Director shall hold office for a term corresponding to the term of office on the City Council. Notwithstanding anything contained in this section to the contrary, no member of the Board shall hold membership on the Board after the expiration of his or her term as a member of the City Council, or after he or she resigns, or for any other reason, no longer serves on the City Council.

Section 3. Compensation. Directors shall serve without compensation but each Director may be reimbursed his or her necessary and actual expenses, including travel

incident to his or her services as Director, pursuant to resolution of the Board. Any Director may elect, however, to decline said reimbursement.

Section 4. Regular Meetings. Regular meetings of the Board shall be held at the same time as regular scheduled times of the City Council, however, the Board may fix by resolution from time to time, and if any day so fixed shall fall 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 Directors.

Section 5. Special Meetings. Special meetings of the Board shall be held whenever called by the President, any Vice-President, or by a majority of the Board.

Section 6. Public Meetings; Notice of Meetings. All proceedings of the Board shall be subject to the provisions of the Ralph M. Brown Act, constituting Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code, and notice of the meetings of the Authority shall be given in accordance with such Act.

Section 7. 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 Director 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 8. Quorum. A quorum shall consist of a majority of the members 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 Directors present at a meeting duly held at which a quorum is present, shall be the act of the Board.

Section 9. 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, except as otherwise determined by the Directors at such meeting:

- (a) Roll call of Officers Report on the number of Directors present 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) Approval of minutes of previous meetings of the Board and the taking of action with respect to approval thereof.
- (d) Public comment.
- (e) Presentation and consideration of reports of officers and committees.

- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

Section 10. Non-liability for Debts. The private property of the Directors shall be exempt from execution or other liability for any debts, liabilities or obligations of the Authority and no Director shall be liable or responsible for any debts, liabilities or obligations of the Authority.

Section 11. Indemnity by Authority for Litigation Expenses of Officer, Director or Employee. Should any Director, officer or employee of the Authority be sued, either alone or with others, because they are or were a director, officer or employee of the Authority, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Authority or by the Authority, indemnity for his reasonable expenses, including attorneys' fees incurred in the defense of the proceedings, may be assessed against the Authority or its receiver by the court in the same or a separate proceeding if the person sued acted in good faith and in a manner such person reasonably believed to be in the best interests of the Authority and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The amount of such indemnity shall equal the amount of the expenses, including attorneys' fees, incurred in the defense of the proceeding.

ARTICLE IV

Officers

Section 1. Appointment of Officers. The Chairman, the Vice Chairman, Treasurer, Executive Director, and Secretary of the Authority shall be the persons as set forth in Section 4.01 of the Agreement. In addition, the City's Director of Finance shall act as Finance Director of the Authority, and the city attorney shall act as ex officio legal counsel.

Section 2. Term of Office and Qualification. Each officer elected or appointed pursuant to Section 1 of this Article IV shall hold office until such time as such officer ceases (in the case of the Chairman or Vice Chairman) to be a member of the Board, resigns or is removed from such office in accordance with the provisions of Article V of these Bylaws or is unable to perform the duties of such office.

Section 3. Official Bond. The Treasurer, to the extent such officer's duties and responsibilities pursuant to the Joint Powers Law may require, is designated as the public officer or person who has charge of, handles, or has access to any property of the Authority, and such officer shall file an official bond as required by Section 6505.1 of the Joint Powers Law in the amount of \$25,000.

Section 4. Compensation. The compensation of all officers of the Authority shall be fixed from time to time by the Board, or pursuant to authority of (general or specific) resolutions of the Board. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a member of the Board of the Authority.

Section 5. Subordinate Officers. The Board may elect or authorize the appointment of such other officers than 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.

ARTICLE V

Resignations

Section 1. Voluntary Resignation; Notice of Effectiveness. Any member of the Board or officer of the Authority may, subject to contrary provision in any applicable contract, resign at any time by giving written notice to the Board or to the Chairman or to the Secretary of the Authority. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 2. Involuntary Resignation; Request. The Board, in the exercise of its discretion, may request the resignation of any officer elected or appointed pursuant to Article IV of these Bylaws. Pursuant to such request, subject to contrary provisions in any applicable contracts, such officer shall resign by giving written notice to the Board. Any such resignation shall take effect at the time specified in such request. If such resignation is not received within 30 days, the Board may call a meeting at which a quorum is present and may vote to remove such officer.

ARTICLE VI

Vacancies Among Officers

If the office of any officer elected or appointed pursuant to Article IV of these Bylaws becomes vacant at any time by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, such vacancy may be filled at any time by the Board.

ARTICLE VII

Official Seal

The Authority shall have an official seal which shall be circular in form, containing thereon the name of the Authority, and the words "Established _____, 2024, California." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced in any manner whatsoever.

ARTICLE VIII

Amendments

These Bylaws may be modified, amended or repealed or new Bylaws may be adopted by the affirmative vote of a majority of the members of the Board at any regular or special meeting of the Board at which a quorum is present.

ARTICLE IX

Severability

Any adjudication that these Bylaws or any part thereof is invalid shall not affect the validity of the remainder of these Bylaws.

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the City of Santa Ana Public Financing Authority, a joint exercise of powers authority; that attached hereto is a true, correct and complete copy of the Bylaws of City of Santa Ana Public Financing Authority; and that said Bylaws are in full force and effect as of the date hereof.

Dated: _____, 2024

Secretary of the City of Santa Ana
Public Financing Authority