

# ROSSMOOR

COMMUNITY SERVICES DISTRICT



## PIFC Meeting of the Board

Agenda Package

**January 9, 2018**

BOARD OF DIRECTORS

**AGENDA  
BOARD OF DIRECTORS  
ROSSMOOR COMMUNITY SERVICES DISTRICT  
PUBLIC IMPROVEMENTS FINANCING CORPORATION  
REGULAR MEETING**

RUSH PARK  
3021 Blume Drive  
Rossmoor, California

**Tuesday, January 9, 2018  
7:00 p.m. (see Call to Order)**

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**A. ORGANIZATION**

1. CALL TO ORDER: 7:00 p.m. (immediately following adjournment of the Regular Meeting of the Board of Directors of the Rossmoor Community Services District)
2. ROLL CALL: Board Members Casey, Kahlert, DeMarco, Nitikman  
President Maynard
3. PLEDGE OF ALLEGIANCE
4. MINUTES:
  - a. Regular Meeting of January 10, 2017. *(Information only).*
5. PRESENTATIONS: None.
6. ELECTION OF OFFICERS:
  - a. President.
  - b. Vice President.

**B. ADDITIONS TO AGENDA**

*In accordance with Section 54954.2(b)(2) of the Government Code (Brown Act), action may be taken on items not on the agenda, which was distributed, if:*

*A majority of the Board determines by formal vote that an emergency exists per Section 5494.5 (work stoppage or crippling disaster which severely impairs public health and/or safety); or*

*Two-thirds (2/3) of the Board formally votes or, if less than 2/3 of members are present, all of the Board members present vote, that there is a need to take immediate action, which need arose after the agenda was posted.*

**C. PUBLIC FORUM**

*Any person may address the Board of Directors at this time upon any subject within the jurisdiction of the Rossmoor Community Services District; however, any matter that requires action may be referred to Staff at the discretion of the Board for a report and action at a subsequent Board meeting.*

**D. REPORTS TO THE BOARD - None.**

**E. CONSENT CALENDAR - None.**

*Consent items are expected to be routine and non-controversial, to be acted upon by the Board of Directors at one time. If any Board member requests that an item be removed from the Consent Calendar, it shall be removed by the President so that it may be acted upon separately.*

**F. PUBLIC HEARING - None.**

**G. RESOLUTIONS**

1. RESOLUTION NO.18-01-09-1. A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT PUBLIC IMPROVEMENTS FINANCING CORPORATION ELECTING OFFICERS, APPOINTING COUNSEL AND SECRETARY/CHIEF FINANCIAL OFFICER TO THE CORPORATION AND DESIGNATING THE TIME AND PLACE FOR THE HOLDING OF REGULAR MEETINGS OF THE BOARD.

**H. BIDS, CONTRACTS AND AGREEMENTS - None.**

**I. ADMINISTRATIVE ITEMS - None.**

**J. INFORMATIONAL ITEMS - None.**

*This part of the Agenda is reserved for the General Manager to provide information to the Board on issues that are not on the Agenda, and/or to inform the Board that specific items may be placed on a future Agenda. No Board action may be taken on these items that are not on the Agenda.*

**K. BOARD MEMBER ITEMS**

*This part of the Agenda is reserved for individual Board members briefly to make general comments, announcements, reports on his or her own activities, and requests of staff, including that specific items be placed on a future Agenda. The Board may not discuss or take action on items that are not on the Agenda.*

**L. CLOSED SESSION - None.**

*The Board may, from time to time, adjourn to a Closed Session to consider the following items, which deal with litigation, personnel matters, or to discuss with legal counsel matters within the attorney-client privilege, pursuant to applicable sections of the Government Code.*

**M. ADJOURNMENT**

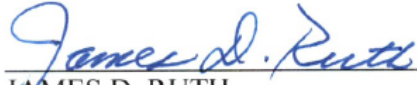
*It is the intention of the Rossmoor Community Services District to comply with the Americans with Disabilities Act (ADA) in all respects. If, as an attendee or a participant at this meeting, you will need special assistance beyond what is normally provided, the District will attempt to accommodate you in every reasonable manner.*

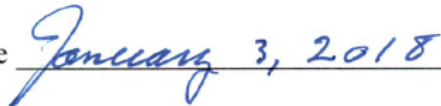
*Please contact the District Office at (562) 430-3707 at least forty-eight (48) hours prior to the meeting to inform us of your particular needs and to determine if accommodation is feasible. Please advise us at that time if you will need accommodations to attend or participate in meetings on a regular basis.*

**CERTIFICATION OF POSTING**

I hereby certify that the attached Agenda for the January 9, 2018, 7:00 p.m. Regular Meeting of the Board of Directors of the Rossmoor Community Services Public Improvements Financing Corporation was posted at least 72 hours prior to the time of the meeting.

ATTEST:

  
\_\_\_\_\_  
JAMES D. RUTH  
General Manager

Date   
\_\_\_\_\_

**ROSSMOOR COMMUNITY SERVICES DISTRICT**  
**PUBLIC IMPROVEMENTS FINANCING CORPORATION**

**AGENDA ITEM A-4**

**Date:** January 9, 2018  
**To:** Honorable Board of Directors  
**From:** General Manager  
**Subject:** MINUTES: REGULAR MEETING OF JANUARY 10, 2017.

**RECOMMENDATION:**

Review the Minutes of the Regular Meeting of January 10, 2017.

**BACKGROUND:**

The report reflects the actions of the Board at their Regular Meeting of January 10, 2017, previously approved.

**ATTACHMENTS:**

1. Minutes - Regular Meeting of January 10, 2017.



**MINUTES  
BOARD OF DIRECTORS  
ROSSMOOR COMMUNITY SERVICES DISTRICT**

**REGULAR MEETING**

RUSH PARK  
3021 Blume Drive  
Rossmoor, California

**Tuesday, January 10, 2017**

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**A. ORGANIZATION**

**1. CALL TO ORDER: 7:00 P.M.**

**2. ROLL CALL:** Directors Casey, Kahlert, Nitikman, Maynard  
President DeMarco

**3. PLEDGE OF ALLEGIANCE**

**4. PRESENTATIONS:**

**a. 2016 State of the District Address: Tony DeMarco**

President DeMarco presented the 2016 State of the District Address. Applause ensued. Photos were taken. The presentation was received and filed.

**DOC RIVERS WITH EXPRESS ENERGY SERVICES, INC. REPORTED ON ITEM H-2 AT THIS TIME**

Doc Rivers reported to the Board regarding Express Energy Services, Inc. proposal to convert existing incandescent lighting in RCSD parks and facilities to L.E.D. lighting. He stated that the project would result in no out-of-pocket costs to the District and would be funded by the Edison Company's 0% interest loan. All capital costs would then be reimbursed to Edison from the cost savings generated through the upgraded lighting system.

**b. County of Orange Presentation for Discussion and Possible Action Re: Rossmoor Traffic Study by Deepthi Arabolu, Orange County Traffic Engineering Department**

The Orange County Traffic Engineering Department gave a comprehensive PowerPoint Presentation of the Rossmoor Traffic Study. The presentation was received and filed.

**5. ELECTION OF OFFICERS**

Recommendation that the Board of Directors take the following actions in the order indicated:

1. Election of President – conducted by the General Manager; The General Manager called for nominations for the office of President. President Tony DeMarco nominated Director Michael Maynard for the position of President, the nomination was seconded by Director Bill Kahlert. The General Manager asked if there were any other nominations. Seeing none, the General Manager closed the nominations. Director Michael Maynard was unanimously elected as President of the Board of Directors, 5-0.
2. Election of First Vice President – conducted by the newly elected President; President Maynard called for nominations for the office of First Vice President.

President Michael Maynard nominated Director Ron Casey for the position of First Vice President. The nomination was seconded by Director Tony DeMarco. The President asked if there were any further nominations. Seeing none, President Maynard closed the nominations. Director Ron Casey was unanimously elected as First Vice President of the Board of Directors, 5-0.

3. Election of Second Vice President – conducted by the newly elected President.

President Michael Maynard nominated Director Mark Nitikman for the position of Second Vice President. The nomination was seconded by Director Tony DeMarco. The President asked if there were any further nominations. Seeing none, President Maynard closed the nominations. A roll call vote was taken. Director Mark Nitikman was unanimously elected as Second Vice President of the Board of Directors, 5-0.

## **NEWLY ELECTED PRESIDENT MICHAEL MAYNARD THEN PRESIDED OVER THE REMAINDER OF THE MEETING**

### **B. ADDITIONS TO AGENDA—None**

### **C. PUBLIC FORUM:**

John Kouros and Doug Smith opined relative to the City of Los Alamitos 605 Freeway Shopping Center Development and electronic sign installation. Mr. Kouros stated that there was only one northern exit out of Rossmoor and six exits out of Rossmoor on the east. If the project was allowed to go forward, the existing traffic would be severely downgraded from its current Level C to a Level F—essentially gridlock. Additional concerns were expressed relative to the sign blight, light pollution, noise, traffic and safety impact to Oak Middle School students. Mr. Kouros encouraged the community to remain vigilant regarding the LA Fitness Center Project in the Shops at Rossmoor. The project was being resubmitted and it also would have adverse impacts on the community. He further opined that Rossmoor needed assistance from the County. He added that the City of Los Alamitos was required to notify everyone within a 500' radius about the shopping center and sign, including affected Rossmoor residents.

Doug Smith stated that he had visited Los Alamitos City Hall in person and the City Clerk had stated that written notice had not yet been sent out to everyone within a 500' radius as required by law. The General Manager stated that he would verify with the City.

Director Nitikman remarked that the busiest main street was St. Cloud which currently sustained an average of 10K daily trips.

Kevin Pierce opined relative to the LA Fitness Project and requested that the RCSD and RHA provide support in the form of an information hub and forum for residents. He raised concerns about the adverse affect of the project on homeowner's property values. He requested the status of the restriping study on Bradbury Road. The General Manager stated that a County traffic speed calming study was still in progress; however, he would inquire on behalf of residents.

Janet Wagoner opined relative to street sweeping issues, citations and hours. She wanted to know if a more reasonable solution could be explored. The General Manager stated that the street sweeping issue has a long history and not a lot of options for change due to limited resources. He agreed to explore the handicapped parking solution and ticketing after the street sweeper had passed. He stated that he had a meeting scheduled with OCSD Lt. Jeff Puckett and Tim Whitacre later in the week and would report his findings back to the Board at a later date.

Dr. Jody Roubanis opined relative to the Rossmoor Traffic study and bike lane. She spoke on behalf of the Los Alamitos Unified School District PTA which was opposed to removal of the Foster Road Bike Lane. She cited research and survey statistics in support of that position. Dr. Roubanis recommended that a more comprehensive and inclusive study be done with cooperation of all affected community organizations (RHA, LAUSD and RCSD). She objected to the exclusionary actions taken by the Rossmoor Homeowners Association relative to the Foster Road Bike Lane removal issue. She concluded that the Rossmoor Community Services District was the official government body for the community, not the Rossmoor Homeowners Association.

The Board had questions relative to the origination of the Rossmoor Traffic Study and jurisdictional considerations. They expressed concerns relative to potential conflicts of interest for residents of Foster Road, being involved in traffic studies and decisions directly correlated with the removal of the Foster Road bike lane.

Ralph Vartabedian opined in support of the removal of the Foster Road Bike Lane. He provided a historical synopsis on the evolution of the Rossmoor Traffic Study and the research and surveys conducted in support of the argument that the Foster Road Bike Lane was underutilized. He further opined that almost 300 Foster Road residents were in favor of the bike lane's removal and the removal of the unique street parking restrictions imposed on those residents in order to accommodate the bike lane. He stated that those opposed were in favor of exploring other locations for bike lane routes that would better serve the parking and transportation needs of students and the community at large.

**D. REPORTS TO THE BOARD—None**

**E. CONSENT CALENDAR:**

**1a. MINUTES REGULAR BOARD MEETING—November 1, 2016**

**2. REVENUE AND EXPENDITURE REPORT—NOVEMBER 2016**

Motion by Director Nitikman, seconded by Director DeMarco to approve the items on the Consent Calendar as submitted. Motion passed 5-0. The General Manager stated that due to the Accountant/Bookkeeper's extended illness, the Revenue and Expenditure Report had not been



included in the agenda until tonight, therefore there may not have been sufficient time to review the document. General Counsel recommended that the original motion be recinded.

Recinded Motion by Director Nitikman to approve Item E-1a. Minutes of December 13, 2016 as submitted and postpone Item E-2 November Revenue and Expenditure Report until the February 14, 2017 regular board meeting. Motion passed, 5-0

**F. PUBLIC HEARING—None**

**G. RESOLUTIONS:**

**1. RESOLUTION NO. 17-01-10-01 LIST OF OFFICIALS AUTHORIZED TO TRANSACT BUSINESS WITH THE DISTRICT'S BANKS AND OTHER FINANCIAL INSTITUTIONS**

Approve by roll call vote, Resolution No. 17-01-10-01 by reading the title only and waiving further reading as follows:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT DESIGNATING CERTAIN DISTRICT OFFICIALS TO TRANSACT BUSINESS WITH FINANCIAL INSTITUTIONS WHICH HOUSE THE DISTRICT'S INVESTMENTS, SAVINGS OR OTHER FINANCIAL ACCOUNTS.

Resolution No. 17-01-10-01 was unanimously approved by roll call vote, 5-0.

**ORDINANCES—None**

**H. REGULAR CALENDAR:**

**1. SECOND READING OF PROPOSED REVISION OF POLICIES RE: RCSD FIVE-YEAR FISCAL PLAN SPECIFIC RECOMMENDATIONS**

Approve the second reading to proposed amendments to proposed policies relating to the Specific Recommendations for implementation of the RCSD Five-Year Fiscal Plan (Plan).

Henry Taboada reported that the Board previously adopted the Plan. At its December 2016 meeting, the Board took specific actions to amend the Five Specific Recommendations relating to the Plan's implementation. The amended Plan will be presented to the Board for adoption at your February meeting. The Board also gave first reading to proposed policies for implementation of the Plan. After deliberation, the Board made a minor edit to Policy No. 3021 which is now incorporated into the proposed policy. The Board's amendments for implementation of the Plan were enumerated in redline revisions to existing policies and a new proposed policy. The recommended revisions fully address the edits adopted at first reading by the Board. General Counsel has reviewed and made recommended edits to the proposed policy amendments.

Lengthy discussion ensued relative to policy nomenclature, definition of categories, departments and the potential for inadvertent expansion of the fund allocation authority of the General Manager due to lack of consistency and clarity in the policy language. Director Nitikman had concerns relative to the language in Policy 3021 and Policy 3045.

It was the consensus of the Board that the policies should be further revised and brought back for a further second reading at the February 14, 2017 Board meeting. Motion by Director Casey?,

seconded by Director DeMarco to make changes to policies by line as discussed and bring back to the Board for further second reading. Motion passed 5-0.

### **1. CIP COMMITTEE REPORT-PROPOSAL FROM EXPRESS ENERGY SERVICES INC. TO CONVERT PARKS AND FACILITIES LIGHTING TO L.E.D. GENERAL ENERGY COST SAVINGS**

The General Manager requested that the Board receive the report of the CIP Committee and approve its' recommendations to accept the proposal from Express Energy Services, Inc. to convert existing incandescent lighting in RCSD parks and facilities to L.E.D. lighting and authorize the General Manager to execute the necessary agreements to implement the proposed upgrading of District parks and facilities lighting system.

The General Manager reported that on Monday, December 19<sup>th</sup>, the Capital Improvement Committee met to review and consider a proposal from Express Energy Services, Inc. to convert existing incandescent lighting in our parks and facilities to L.E.D. lighting in an effort to reduce energy consumption and create cost savings for the District. Staff has met with representatives of Energy Services Inc., Doc Rivers and Dixon Hinderaker, on a number of occasions over the past several weeks to explore the possibility of such a project.

Discussion ensued relative to project financing and interest payment considerations, ageing lighting fixtures and public safety. Motion by Director Casey, seconded by Director DeMarco to proceed with having District Consultant, Express Energy Services, Inc., work with Southern California Edison Company and the RCSD General Manager to draft a contract and proposal and bring back to the Board at a future Board meeting for their consideration. Motion passed 5-0.

#### **I. GENERAL MANAGER ITEMS:**

The General Manager reported that the Rush Park Canopy Project had been completed. He announced that Architect Cheryl Williamsen had moved out of state and Scott Rivers had been hired to fill her consultant vacancy. He announced that an EIR hearing would be held on January 30, 2017 regarding the newly revised and resubmitted proposal to construct an LA Fitness Center in the Shops at Rossmoor in Seal Beach. Concerned citizens should take this opportunity to opine. Also, on January 30, 2017 was also the deadline to submit written objections to the 605 Freeway Sign Project Proposal. The General Manager also reported that he would be exploring grant possibilities on the lighting upgrades on Montecito Road. He recommended scheduling a future public workshop to review District projects and set goals for the new year. He stated that he had set up a meeting with Lieutenant Puckett and Tim Whitacre to discuss a variety of citizen concerns related to street sweeping and the regional homeless issue. He was optimistic about the sharing of information and resources among agencies. He announced that the Los Alamitos State of the City Address was on Wednesday, March 8, 2017; additional details would be forthcoming.

#### **J. BOARD MEMBER ITEMS:**

Director Kahlert thanked former President Tony DeMarco for a fabulous year. He welcomed newly elected President Maynard and stated he looked forward to working with him in the year ahead. There was a lot to do and he was ready to get things done. Director Kahlert also thanked Recreation Superintendent Chris Argueta for his hard work on the Rossmoor Winter Festival this

past year. He concluded by reminding residents to be aware of a possible increase in coyote sightings due to the heavy rains and raised floodgates in the channel.

Director Nitikman inquired about when the next CR&R large item trash pick-up would be taking place. He requested the information be added to the District website when obtained. He thanked Director DeMarco for his leadership over the past year and wished President Maynard well during the coming year. Finally, he thanked the Board for instilling their faith in him and choosing him as Second Vice President.

Director Casey reminded everyone about the monthly RHA Paper Drive at Rush Park. He remarked that there had been a great deal of surplus cardboard to recycle at the last paper drive due as a result of the holiday giftwrapping. He thanked former President DeMarco for a great year. His service was greatly appreciated. He congratulated President Maynard and stated that he was sure the District would be in good hands under his leadership this year. He concluded by announcing that he would be giving a presentation on the I-405 Freeway at the February 14, 2017 board meeting.

Director Maynard thanked Director DeMarco for his leadership and stated that it had been an honor to serve beside him as First Vice President. He thanked his fellow Board Members for their confidence in him to lead the Board in 2017. He stated he welcomed 2017 and expressed optimism about an outstanding year ahead. He reminded concerned citizens to that the deadline to submit written comments regarding the revised LA Fitness Center Project Proposal was January 30, 2017. Also on January 30, 2017 was the Los Alamitos City Council Meeting regarding the Village 605 Electronic sign Proposal and he encouraged citizens to opine..

Director DeMarco thanked his constituents, fellow Board members and staff for their support over the past year. He was honored to have served as President of the Rossmoor Community Services District. He congratulated his fellow Board Members on their respective nominations and stated he looked forward to the next four years of service. He also requested that a resident memorial bench photo be added to the next newsletter.

**K. CLOSED SESSION—None**

**L. ADJOURNMENT:**

Motion by Director Casey, seconded by Director DeMarco to adjourn the regular meeting at 10:14 p.m. Motion passed 5-0.

**SUBMITTED BY:**

**James D. Ruth**  
**General Manager**

**ROSSMOOR COMMUNITY SERVICES DISTRICT**  
**PUBLIC IMPROVEMENTS FINANCING CORPORATION**

**AGENDA ITEM A-6 a, b**

**Date:** January 9, 2018  
**To:** Honorable Board of Directors  
**From:** General Manager  
**Subject:** ELECTION OF OFFICERS: PRESIDENT AND VICE PRESIDENT  
AND MAKING APPOINTMENTS

**RECOMMENDATION:**

That the Board of Directors of the Rossmoor Community Services District Public Improvements Financing Corporation (“Corporation”) have certain Officers of the Rossmoor Community Services District (RCSD) Board for the year 2018 serve in the same capacity on the Board of the Rossmoor Community Services District Public Improvements Financing Corporation and that the Corporation elect officers and make appointments to the Corporation.

It is also recommended that General Manager James D. Ruth be appointed as Secretary and Chief Financial Officer and that the law firm of Jones & Mayer be appointed as General Counsel of the Corporation.

**BACKGROUND:**

The Bylaws of the Rossmoor Community Services District Public Improvements Financing Corporation, Section 5.01 and Section 5.02 provide for the number and qualifications of officers, as well as election and term of office.

The current Corporation officers are as follows:

Michael Maynard, President

Ron Casey, Vice President

The Corporation bylaws Section 5.07 and Section 5.08 also call for the appointment of a Secretary and Chief Financial Officer of the Corporation.

The current Corporation appointees are as follows:

Secretary and Chief Financial Officer, James D. Ruth  
Counsel, Jones & Mayer

**ATTACHMENTS:**

1. Bylaws of Rossmoor Community Services District Public Improvements Financing Corporation.

BYLAWS

OF

ROSSMOOR COMMUNITY SERVICES DISTRICT PUBLIC IMPROVEMENTS  
FINANCING CORPORATION

(A Nonprofit Public Benefit Corporation)

ARTICLE I

NAME, ORGANIZATION AND PURPOSE,  
PRINCIPAL OFFICE, SEAL

SECTION 1.01. Name. The name of this Corporation is Rossmoor Community Services District Public Improvements Financing Corporation (hereinafter called the "Corporation").

SECTION 1.02. Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California (Title 1, Division 2, Part 2 of the California Corporations Code) for public purposes.

The specific and primary purpose for which the Corporation is formed is to render financial assistance to the Rossmoor Community Services District (the "District") (a special district of the State of California) by financing, refinancing, acquiring, constructing, improving, leasing, selling, or otherwise conveying property of any kind to the District. The activities of the Corporation shall be limited to the activities permitted by 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 director, officer or individual, or any person, firm or corporation, excepting only the District.

SECTION 1.03 Principal Office. The principal office of the Corporation shall be located at the principal executive offices of the District, wherever located from time to time.

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 directors and all rights which would otherwise vest in the members shall vest in the directors.

## ARTICLE III

### DIRECTORS

SECTION 3.01. Number of Directors, Term of Office. The Board of Directors of the Corporation shall consist of five (5) persons. The members of such Board of Directors shall be the persons serving from time to time as the members of the Board of Directors of the District.

SECTION 3.02. Organization Meeting. The first Board of Directors may at any time hold an organizational meeting at which the directors shall organize by electing from their number a President, a Vice President and a Secretary. In addition, the Board of Directors shall elect a Chief Financial Officer and may elect such subordinate officers as they may determine, none of whom need to be a director of the Corporation.

SECTION 3.03. Place of Directors' Meetings. Meetings of the directors shall be held at such place in the County of Orange, or elsewhere, as may be designated in the notice of meeting or by resolution of the Board of Directors.

SECTION 3.04. Regular Meetings. The Board of Directors shall hold a regular meeting not less than once each calendar year. The Board of Directors shall by resolution fix the date, time and place of holding such meetings.

SECTION 3.05. Special Meetings. Except as otherwise provided by law, special meetings of the Board of Directors may be called from time to time by the President or by a written call signed by a majority of the Directors and filed with the Secretary. Each special meeting of the Board of Directors shall be held at such place, either within or outside the County of Orange, as shall be designated in the notice of such meeting, insofar as not inconsistent with law.

SECTION 3.06. Notice of Meetings. All meetings of the Board of Directors shall be noticed, conducted and held in accordance with the provisions of the laws of the State of California governing the noticing, conducting and holding of meetings of legislative bodies of local agencies.

SECTION 3.07. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting

without protesting before or at its commencement about the lack of adequate notice.

SECTION 3.08. Quorum. Except as provided in Section 3.08 of this Article III, a majority of the Board of Directors shall constitute a quorum for the transaction of business. In determining the presence of a quorum, all directors present, in person or by telephone, shall be counted. 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 regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 3.09. Adjournments and Adjourned Meetings. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Board of Directors in accordance with law. If less than a majority is present at a meeting, a majority of those Directors present may adjourn the meeting from time to time.

SECTION 3.10. Conduct of Meetings. The President or, in his or her absence, the Vice President shall preside at all meetings of the Board of Directors.

SECTION 3.11. Resignations and Vacancies. Any director of the Corporation may resign at any time by giving written notice to the President or to the Board of Directors, and, where such resignation would leave the Corporation without a duly elected director or directors in charge of its affairs, to the Attorney General of the State of California. 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.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any member of the Board of Directors of the District. If, for any reason, there shall not be five (5) members of the Board of Directors of the District for any period of time, then the resulting vacancy in the Board of Directors shall be filled by a majority of the remaining directors, whether or not less than a quorum, subject to the approval of the Board of Directors of the District.

SECTION 3.12. Compensation of Directors. No director shall be entitled to receive any compensation for serving as a



director or an officer of the Corporation; provided, however, that directors shall be entitled to receive such per diem compensation and reimbursement of expenses in the same manner as directors receive compensation and reimbursement for services rendered as directors of the District Board of Directors.

SECTION 3.13. Removal of Directors. Any director may be removed by the vote of a majority of all directors or by the Board of Directors of the District for cause.

SECTION 3.14. Notice to and Attendance by the Board of Directors of the District. Notice of all meetings of the Board of Directors of the Corporation shall be given by the Secretary of the Corporation to the President of the Board of Directors, and to the Secretary of the Board of Directors, of the District.

SECTION 3.15. Use of Conference Telephones. Any director may attend any meeting of the Board of Directors, whether regular or special, by conference telephone or similar communication equipment, so long as all of the directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 3.16. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually, or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings 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.

SECTION 4.02 Indemnification. To the full extent permitted by law, the Board of Directors hereby authorizes 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 an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding (including attorneys' fees), 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.

## ARTICLE V

### OFFICERS

SECTION 5.01. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer and such subordinate officers, including one or more assistant secretaries and assistant financial officers, as the Board of Directors may elect from time to time. Only directors shall be qualified to hold the office of President or Vice President, but the Board of Directors may elect any person, whether or not a director of the Corporation, to hold the office of Secretary or Chief Financial Officer or any subordinate office.

SECTION 5.02. Election, Term of Office. Each officer shall be elected by the Board of Directors and shall hold office until his or her successor shall have been elected 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 Board of Directors 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 election to such office.

SECTION 5.05. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board of Directors. The President shall preside at all meetings 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.

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 thereat;

(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 and seal of the Corporation;

(e) Exhibit at all reasonable times to any director, upon application, these Bylaws and minutes of the meetings and 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. Chief Financial Officer. The Chief Financial Officer 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 Chief Financial Officer shall, in general, perform all duties incident to the office of Chief Financial Officer and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

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

ARTICLE VI

DISSOLUTION

SECTION 6.01. The Corporation shall not be voluntarily dissolved except by approval of the Board of Directors of the District. 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 to the District.

## ARTICLE VII

### GENERAL

SECTION 7.01. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period beginning on each January 1 and ending on the last day of the next succeeding December, except the first fiscal year which shall run from the date of incorporation of the Corporation to December 31, 1998.

SECTION 7.02. Execution of Documents. The Board of Directors may authorize any officer or officers, 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.

SECTION 7.03. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection at all reasonable times during office hours.

SECTION 7.04. Annual Report. The annual report referred to in Section 6321 of the Nonprofit Public Benefit Corporation Law of the State of California is expressly dispensed with.

SECTION 7.05. Ralph M. Brown Act. To the extent required by law, the Corporation shall comply with the provisions of the Ralph M. Brown Act, Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Section 54950 (the "Brown Act"). In the event such provisions of the Brown Act conflict with any section of these Bylaws, the Brown Act shall be controlling.

## ARTICLE VIII

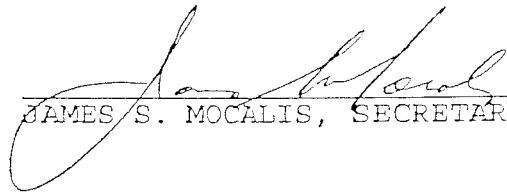
### AMENDMENT OF BYLAWS

SECTION 8.01. With the prior written consent of the Board of Directors of the Rossmoor Community Services District, any of those Bylaws may be amended or repealed, and new Bylaws may be adopted, by vote or written consent of the Board of Directors.

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that the undersigned is the Secretary of the Rossmoor Community Services District Public Improvements Financing Corporation, a California nonprofit public benefit corporation; that the foregoing is a full, true and correct copy of the Eylaws of said Corporation; and that said Eylaws are in full force and effect as of the date hereof.

DATED: April 29, 1998

  
\_\_\_\_\_  
JAMES S. MOCALIS, SECRETARY

{SEAL}

**ROSSMOOR COMMUNITY SERVICES DISTRICT**  
**PUBLIC IMPROVEMENTS FINANCING CORPORATION**

**AGENDA ITEM G-1**

**Date:** January 9, 2018

**To:** Honorable Board of Directors

**From:** General Manager

**Subject:** RESOLUTION NO. 18-01-09-1, A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT PUBLIC IMPROVEMENTS FINANCING CORPORATION ELECTING OFFICERS, APPOINTING COUNSEL AND SECRETARY/CHIEF FINANCIAL OFFICER TO THE CORPORATION AND DESIGNATING THE TIME AND PLACE FOR THE HOLDING OF REGULAR MEETINGS OF THE BOARD.

**RECOMMENDATION:**

Approve by roll call vote, Resolution No. 18-01-09-1, directing the General Manager to include the names of the newly elected officers and appointees, and by reading the title only and waiving further reading as follows:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT PUBLIC IMPROVEMENTS FINANCING CORPORATION ELECTING OFFICERS, APPOINTING COUNSEL AND SECRETARY/CHIEF FINANCIAL OFFICER TO THE CORPORATION AND DESIGNATING THE TIME AND PLACE FOR THE HOLDING OF REGULAR MEETINGS OF THE BOARD.

**BACKGROUND:**

The Bylaws of the Rossmoor Community Services District Public Improvements Financing Corporation, Section 5.01 and Section 5.02 describe the number and qualifications of officers, as well as the election and term of office. Section 3.04 describes regular meetings of the Board of Directors.

**ATTACHMENTS:**

1. Resolution No. 18-01-09-1.

**RESOLUTION NO. 18-01-09-1**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE ROSSMOOR COMMUNITY SERVICES DISTRICT  
PUBLIC IMPROVEMENTS FINANCING CORPORATION  
ELECTING OFFICERS, APPOINTING COUNSEL AND SECRETARY/CHIEF  
FINANCIAL OFFICER TO THE CORPORATION AND  
DESIGNATING THE TIME AND PLACE FOR THE HOLDING  
OF REGULAR MEETINGS OF THE BOARD.**

The Board of Directors of the Rossmoor Community Services District Public Improvements Financing Corporation (the "Corporation") DOES HEREBY RESOLVE as follows:

**Section 1.** That pursuant to the Bylaws of the Corporation, Section 5.01 and Section 5.02, the following officers are elected by the Board of Directors to hold the offices set forth opposite their respective names:

<u>Name</u>	<u>Office</u>
	President
	Vice President
James D. Ruth	Secretary and Chief Financial Officer

**Section 2.** That Jones & Mayer, LLP is hereby appointed as counsel to the Corporation.

**Section 3.** That the regular meeting of the Board of Directors of this Corporation be held on the second Tuesday of January in each year at the conclusion of the RCSD Board of Directors' meeting at the District Chambers of the Rossmoor Community Services District, 3021 Blume Drive, Rossmoor, California 90720.

**Section 4.** This Resolution shall take effect from and after its date of adoption.

ADOPTED, SIGNED AND APPROVED THIS 9th day of January 2018.

\_\_\_\_\_  
President  
Rossmoor Community Services District  
Public Improvements Financing Corporation

**ATTEST:**

\_\_\_\_\_  
James D. Ruth, Secretary  
Rossmoor Community Services District  
Public Improvements Financing Corporation