

AGENDA
BOARD OF DIRECTORS
ROSSMOOR COMMUNITY SERVICES DISTRICT

PUBLIC IMPROVEMENTS FINANCING CORPORATION

REGULAR MEETING

RUSH PARK
Auditorium
3021 Blume Drive
Rossmoor, California 90720

Tuesday, January 10, 2023

7:00 p.m. (see Call to Order)

PUBLIC PARTICIPATION

Please be advised that all persons wishing to attend this meeting may do so in person or via Zoom.

Join Zoom Meeting:

<https://us06web.zoom.us/j/82187424536?pwd=MDJhdllkxV3ZqQ0c2N3huODVrNFAXZz09>

Enter Meeting ID: **821 8742 4536** and Passcode: **Rossmoor**

The public can observe the meeting live on YouTube using the following link:

<https://youtu.be/xNrQVDEhnm> The name is **Rossmoor CSD**.

This Board meeting will take place in person and virtually via Zoom Webinar pursuant to Assembly Bill 361 and Resolution of the Board of Directors No. 21-10-12-02. To participate in the meeting via Zoom, please follow the following instructions.

1. To Participate via Zoom Webinar:

Please click the link below to join the webinar:

<https://us06web.zoom.us/j/82187424536?pwd=MDJhdllkxV3ZqQ0c2N3huODVrNFAXZz09>

Or sign into Zoom.com and "Join a Meeting"

Enter Meeting ID: **821 8742 4536** and Passcode: **Rossmoor**

- If Zoom is not already installed on your computer, click "Download & Run Zoom" on the launch page and press "Run" when prompted by your browser. If Zoom has previously been installed on your computer, please allow a few moments for the application to launch automatically.

- Select "Join Audio via Computer."

- The virtual conference room will open. If you receive a message reading, "Please wait for the host to start this meeting," simply remain in the room until the meeting begins.

- During the Public Comment Period, use the "raise hand" feature located in the participants' window and wait for district staff to announce your name and unmute your line when it is your turn to speak. Comments are limited to 3 minutes, or as otherwise directed.

2. Join Zoom via Phone:

Call: **+1 669 444 9171**

Webinar ID: **821 8742 4536**

Passcode: **45294289**

*During the Public Comment Period, press *9 to add yourself to the queue and wait for District staff to announce your name/phone number and press *6 to unmute your line when it is your turn to speak. Comments are limited to 3 minutes, or as otherwise directed.*

3. Additionally, members of the public who wish to make a written comment on a specific agenda item, may submit a written comment via email to the District Secretary at jmendoza@rossmoor-csd.org. Comments received by 3:00 p.m. on the date of the meeting will be provided to the Board of Directors, made available to the public, and will be part of the meeting record.

This agenda contains a brief description of each item to be considered. Except as provided by law; no action shall be taken on any item not appearing in the agenda. To speak on an item if physically present at the meeting, complete a Speaker Request Form(s) identifying the item(s) and topic and deposit it in the speaker request box. To speak on a matter not appearing in the agenda, but under the jurisdiction of the Board of Directors, you may do so during Public Comments at the beginning of the meeting. Speaker request forms must be deposited prior to the beginning of Public Comments. When addressing the Board, it is requested that you state your name for the record. Address the Board as a whole through the President. Comments to individual Directors or staff are not permitted. Speakers are limited to three (3) minutes per item with nine (9) minutes cumulative for the entire meeting. Supporting documentation is available for review in the Rush Park main office, 3001 Blume Drive, Rossmoor, CA 90720; 9:00 a.m. - 5:00 p.m., Monday-Friday. The Agenda is available online at: <http://www.rossmoor-csd.org>. Meetings may also be viewed on YouTube.com or by using the YouTube icon on the RCSD website at <http://www.rossmoor-csd.org>.

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: Directors Barke, DeMarco, Maynard, Shade
Second Vice President Searles
- 3. MINUTES:
 - a. PIFC Meeting of January 11, 2022 (*Information Only*)
- 4. ELECTION OF OFFICERS

B. ADDITIONS TO AGENDA – None

In accordance with Section 54954 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 54956.5 (for example, 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 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. 23-01-10-01 – 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

ORDINANCES - None

H. BIDS, CONTRACTS AND AGREEMENTS - None

I. ADMINISTRATIVE ITEMS - None

J. INFORMATIONAL ITEMS - None

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 take action on items not on the Agenda.

L. CLOSED SESSION - None

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.

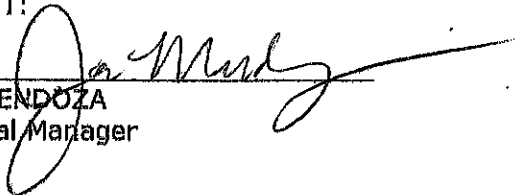
Pursuant to Government Code Section 54957.5, any writing that: (1) is a public record; (2) relates to an agenda item for an open session of a regular meeting of the Board of Directors; and (3) is distributed less than 72 hours prior to that meeting, will be made available for public inspection at the time the writing is distributed to the Board of Directors.

Any such writing will be available for public inspection at the District offices located at 3001 Blume Drive, Rossmoor, CA 90720. In addition, any such writing may also be posted on the District's web site at www.rossmoor-csd.org.

CERTIFICATION OF POSTING

I hereby certify that the attached Agenda for the January 10, 2023, 7:00 p.m. Regular Meeting of the Board of Directors of the Rossmoor Community Services District Public Improvements Financing Corporation was posted at least 72 hours prior to the time of the meeting.

ATTEST:



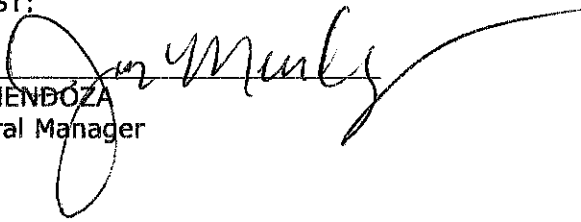
JOE MENDOZA
General Manager

Date 1/5/2023

CERTIFICATION OF POSTING

I hereby certify that the attached Agenda for the January 10, 2023, 7:00 p.m. Regular Meeting of the Board of Directors of the Rossmoor Community Services District was posted at least 72 hours prior to the time of the meeting.

ATTEST:



JOE MENDOZA
General Manager

Date 1/5/2023

ROSSMOOR COMMUNITY SERVICES DISTRICT
PUBLIC IMPROVEMENTS FINANCING CORPORATION

AGENDA ITEM A-3a

Date: January 10, 2023
To: Honorable Board of Directors
From: General Manager Joe Mendoza
Subject: MINUTES – PIFC MEETING OF JANUARY 11, 2022

RECOMMENDATION

It is recommended that the Rossmoor Community Services District (RCSD) Board of Directors review the Minutes of the Public Improvements Financing Corporation (PIFC) Regular Meeting of January 11, 2022.

INFORMATION

The Minutes reflect the actions of the Board of Directors at their PIFC Meeting of January 11, 2022 (previously approved).

ATTACHMENTS

1. Minutes – PIFC Meeting of January 11, 2022 (Information only)



**MINUTES
BOARD OF DIRECTORS
ROSSMOOR COMMUNITY SERVICES DISTRICT
PUBLIC IMPROVEMENTS FINANCING CORPORATION**

REGULAR MEETING

(Via Zoom Only)

Tuesday, January 11, 2022

A. ORGANIZATION

1. **CALL TO ORDER:** 7:01 p.m. (immediately following adjournment of the Regular Meeting of the Board of Directors of the Rossmoor Community Services District)

2. **ROLL CALL:**

Present: Directors DeMarco, Nitikman, Rips, Searles and President Barke

3. **MINUTES:**

a. PIFC Meeting of January 12, 2021 (Information Only)

4. **ELECTION OF OFFICERS:**

General Manager Mendoza called for nominations for President of the PIFC for the calendar year 2022.

Motion by President Barke, seconded by Director DeMarco, to nominate RCSD President Rips as President of PIFC, First Vice President Nitikman as Vice President of PIFC, continue with General Manager Mendoza as Secretary and CFO, and continue with Jones and Mayer as General Counsel.

The motion carried 5-0, with the following vote:

AYES:	Directors Rips, DeMarco, Nitikman, Searles and President Barke
NOES:	None
ABSTAIN:	None
ABSENT:	None

B. ADDITIONS TO AGENDA - None

C. PUBLIC FORUM (Via Zoom)

There were no public comments.

D. REPORTS TO THE BOARD - None

E. CONSENT CALENDAR - None

F. PUBLIC HEARING - None

G. RESOLUTIONS

1. RESOLUTION NO. 22-01-11-01 – 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

Motion by Director DeMarco, seconded by Director Barke to waive further reading and adopt RESOLUTION NO. 22-01-11-01 – 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 motion carried 5-0, with the following vote:

AYES:	Directors Barke, DeMarco, Nitikman, Searles and President Rips
NOES:	None
ABSTAIN:	None
ABSENT:	None

ORDINANCES - None

H. BIDS, CONTRACTS AND AGREEMENTS - None

I. ADMINISTRATIVE ITEMS - None

J. INFORMATIONAL ITEMS - None

K. BOARD MEMBER ITEMS - None

L. CLOSED SESSION - None

M. ADJOURNMENT

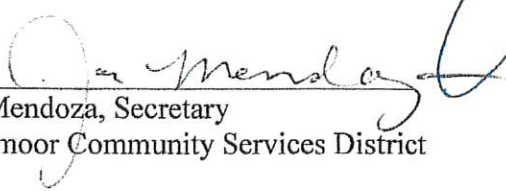
Motion by Director DeMarco, seconded by Director Barke, to adjourn the regular meeting at 9:35 p.m. Motion passed 5-0.

ATTEST:

BOARD OF DIRECTORS
ROSSMOOR COMMUNITY SERVICES DISTRICT



Jeffrey Rips, President



Joe Mendoza, Secretary
Rossmoor Community Services District

APPROVED: February 8, 2022

ROSSMOOR COMMUNITY SERVICES DISTRICT
PUBLIC IMPROVEMENTS FINANCING CORPORATION

AGENDA ITEM A-4

Date: January 10, 2023
To: Honorable Board of Directors
From: General Manager Joe Mendoza
Subject: ELECTION OF OFFICERS

RECOMMENDATION

It is recommended that the Rossmoor Community Services District (RCSD) Public Improvements Financing Corporation (Corporation) have certain Officers of the RCSD Board for the year 2023 serve in the same capacity on the Board of the RCSD Public Improvements Financing Corporation; and that the Corporation elect Officers and make appointments to the Corporation.

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

INFORMATION

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 Bylaws Section 5.07 and Section 5.08 describe the duties of the Secretary and Chief Financial Officer of the Corporation.

The current Corporation Officers elected January 11, 2022 are as follows:

Jeffrey Rips, President
Mark Nitikman, Vice President
Joe Mendoza, Secretary and Chief Financial Officer
Jones & Mayer, General Counsel

The following Corporation Officers need to be appointed for 2023:

President: _____
Vice President: _____
Secretary and Chief Financial Officer: Joe Mendoza
General Counsel: Jones & Mayer

ATTACHMENTS

1. Bylaws of Rossmoor Community Services District Public Improvements Financing Corporation (A Nonprofit Public Benefit Corporation)

BYLAWSOFROSSMOOR 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

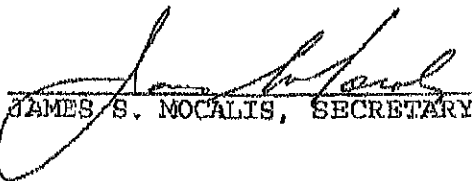
AMENDMENT OF BYLAWS

SECTION 8.01. With the prior written consent of the Board of Directors of the Rossmore 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 Bylaws of said Corporation; and that said Bylaws are in full force and effect as of the date hereof.

DATED: April 29, 1998



JAMES S. NOCALIS, SECRETARY

(SEAL)

ROSSMOOR COMMUNITY SERVICES DISTRICT
PUBLIC IMPROVEMENTS FINANCING CORPORATION

AGENDA ITEM G-1

Date: January 10, 2023

To: Honorable Board of Directors

From: General Manager Joe Mendoza

Subject: RESOLUTION NO. 23-01-10-01: 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

It is recommended that the Rossmoor Community Services District (RCSD) Public Improvements Financing Corporation (Corporation) approve by roll call vote, Resolution No. 23-01-10-01, 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:

RESOLUTION NO: 23-01-10-01: 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

INFORMATION

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 election and term of office. Section 3.04 describes regular meetings of the Board of Directors.

ATTACHMENTS

1. Resolution No. 23-01-10-01: 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

RESOLUTION 23-01-10-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT PUBLIC IMPORVEMENTS 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
Joe Mendoza	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 Rossmoor Community Services District 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 10th day of January 2023.

AYES:

NOES:

ABSTAIN:

ABSENT:

President
Rossmoor Community Services District
Public Improvements Financing Corporation

ATTEST:

Joe Mendoza, Secretary
Rossmoor Community Services District
Public Improvements Financing Corporation