

ROSSMOOR

COMMUNITY SERVICES DISTRICT



PIFC Meeting of the Board

Agenda Package

January 13, 2015

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 13, 2015
7:00 p.m. (see Call to Order)**

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 Burgess, Casey, DeMarco, Kahlert
President Maynard
3. PLEDGE OF ALLEGIANCE
4. MINUTES:
 - a. Regular Meeting of January 14, 2014. (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.15-01-13-1. 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 Board members to request 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 13, 2015, 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:



JAMES D. RUTH
General Manager

Date Jan 5, 2015

ROSSMOOR COMMUNITY SERVICES DISTRICT
PUBLIC IMPROVEMENTS FINANCING CORPORATION

AGENDA ITEM A-4

Date: January 13, 2015
To: Honorable Board of Directors
From: General Manager
Subject: MINUTES: REGULAR MEETING OF JANUARY 14, 2014.

RECOMMENDATION:

Review the Minutes of the Regular Meeting of January 14, 2014.

BACKGROUND:

The report reflects the actions of the Board at their Regular Meeting of January 14, 2014, previously approved.

ATTACHMENTS:

1. Minutes - Regular Meeting of January 14, 2014.



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

REGULAR MEETING

RUSH PARK
3021 Blume Drive
Rossmoor, California

Tuesday, January 14, 2014

A. ORGANIZATION

- 1. CALL TO ORDER: 7:02 P.M.**
- 2. ROLL CALL: Directors Coletta, Casey, Kahlert, DeMarco
President Maynard**
- 3. PLEDGE OF ALLEGIANCE**
- 4. PRESENTATIONS:**

a. PRESIDENT MICHAEL MAYNARD (2013) STATE OF THE DISTRICT ADDRESS.

President Michael Maynard conducted the State of the District Address for 2013. He gave an overview of the District's key accomplishments in 2013 including implementation of a Paperless Agenda Program and policy, capital improvement projects such as the Rush Park Tot Lot Renovation and Rush Auditorium HVAC upgrade, installation of Rossmoor Monument signage, and receiving an unmodified FY 2012-2013 audit, the highest rating possible. Presentation was received and filed.

5. ELECTION OF OFFICERS

The General Manager opened the floor for nominations for the office of President of the Board. Director Casey nominated President Michael Maynard, the nomination was seconded by Director DeMarco. There were no further nominations. A roll call vote was taken. The nomination to elect Director Michael Maynard to the office of President was unanimously approved 5-0.

President Maynard opened the floor for nominations for the office of First Vice President of the Board. Director Coletta nominated Director Bill Kahlert, the nomination was seconded by Director Casey. There were no further nominations. A roll call vote was taken. The nomination to elect Director Bill Kahlert to the office of First Vice President was unanimously approved 5-0.

President Maynard opened the floor for nominations for the office of Second Vice President of the Board. Director Coletta nominated Director Ron Casey, the nomination was seconded by

Director DeMarco. There were no further nominations. A roll call vote was taken. The nomination to elect Director Ron Casey to the office of Second Vice President was unanimously approved 5-0.

President Maynard closed the floor for nominations.

B. ADDITIONS TO AGENDA-None

C. PUBLIC FORUM:

Rossmoor Homeowners Association Member Ralph Vartabedian presented a Resolution from the Rossmoor Homeowners Association outlining the organizations demands for modifications, restrictions and comprehensive data collection relative to use of Rossmoor parks and facilities.

President Maynard thanked Mr.Vartabedian for his comments and for sharing the resolution. He stated that the Board would take it under advisement.

D. REPORTS TO THE BOARD-None

E. CONSENT CALENDAR

Recommendation to approve the items on the Consent Calendar as submitted.

1a. MINUTES REGULAR BOARD MEETING—December 10, 2013

1b. MINUTES SPECIAL MEETING—December 17, 2013

2. REVENUE AND EXPENDITURE REPORT—November 2013

Motion by Director Coletta, seconded by Director Casey to approve the items on the Consent Calendar as submitted. The consent calendar was unanimously approved as submitted, 5-0.

F. PUBLIC HEARING-None

G. RESOLUTIONS:

1. RESOLUTION NO. 14-01-14-01 LIST OF OFFICIALS AUTHORIZED TO TRANACT BUSINESS WITH THE DISTRICT'S BANKS AND OTHER FINANCIAL INSTITUTIONS.

Recommendation to approve Resolution No. 14-01-14-01 by reading the title only and waiving further reading as follows:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT LIST OF OFFICIALS AUTHORIZED TO

TRANSACT BUSINESS WITH THE DISTRICT'S BANKS AND OTHER FINANCIAL INSTITUTIONS.

THIS ITEM WAS PULLED FROM THE AGENDA AT THIS TIME. IN ACCORDANCE WITH THE 2014 ELECTION OF OFFICERS THERE WERE NO CHANGES IN THE OFFICERS OF THE BOARD OF DIRECTORS AND THEREFORE NO CHANGES IN THE LIST OF OFFICIALS AUTHORIZED TO TRANSACT BUSINESS WITH THE DISTRICT'S BANKS AND OTHER FINANCIAL INSTITUTIONS.

2. ORDINANCE NO. 2014-01 ADOPTION AND REVISION OF CERTAIN BOARD POLICIES BY ORDINANCE.

The District has previously adopted or revised policies in accordance with Policy No. 1000 which only requires two readings. General Counsel has advised the District that policies which deal with administration, operation, and use of facilities and services must be adopted or revised by ordinance. Recommendation to give second reading to Ordinance 2014-01 by reading the title only and waiving further reading as follows:

ORDINANCE NO. 2014-01 AN ORDINANCE OF THE BOARD OF DIRECTORS OF THE ROSSMOOR COMMUNITY SERVICES DISTRICT ADOPTING RULES AND REGULATIONS FOR THE ADMINISTRATION, OPERATION AND USE OF FACILITIES AND SERVICES (SECOND READING).

Motion by Director Casey, seconded by Director DeMarco to approve Ordinance No. 2014-01 and to approve the second reading to revised District Policy No. 1000 Board Policies to take effect immediately. Second reading of Ordinance No. 2014-01 was unanimously passed, 5-0.

H. REGULAR CALENDAR:

1. PUBLIC REPORT ON ACTION AND VOTE FOR EACH MEMBER.

The General Manager reported that a change in State law which took effect on January 1, 2014 requires a change in the method for recording the individual votes of each Board member in an open session meeting as stated in California Senate Bill 751. Previously, any motion, other than by roll call vote could be stated as a unanimous or split vote of the Board. The law now requires that whenever the vote is other than unanimous, the Board President must follow up with a summary that makes it clear who voted which way, including any abstentions. The public report was received and filed.

2. DISCUSSION AND POSSIBLE ACTION REGARDING LOCATION AND PLACEMENT OF SOUTHERN CALIFORNIA GAS SMART METERS WITH THE DISTRICT.

Lengthy discussion ensued relative to health concerns alleged to be due to radio frequency emissions from the So Cal Gas Pole devices. The Board expressed their disappointment and resistance to installing the devices within the community due to the close proximity to homes. They

requested that Southern California Gas Company propose alternative options in more remote or commercial type areas or outside the community altogether.

Motion by Director Coletta, seconded by Director Casey to write a letter to Supervisor Moorlach, meet with the Supervisor and/or his office telephonically to advise him that said letter was forthcoming and finally request that there be no charge to Rossmoor residents for opting out of the smart meter option. Motion passed 4-1, with Director Kahlert voting No.

I. GENERAL MANAGER ITEMS:

General Manager James Ruth announced the Grand Opening Dedication and Ribbon Cutting Ceremony for the Rush Park Playground on Saturday, January 18, 2013 in Rush Park. He added that the playground project has been in the works for some time and has finally been accomplished with the work of a great contractor and great staff effort. Furthermore he congratulated the Board on their foresight for this capital improvement project. The General Manager also reported on the status of several additional projects. He stated that the Lutheran Church's new brick wall is in place; once again the contractor did an excellent job, and the District has received very positive feedback from the community. The Rossmoor monument signage project was also nearing completion. He also reported that the District's insurance carrier, SDRMA is currently doing a free assessment on damage to the bricks on the Rossmoor Signature Wall and that approximately \$150K has been set aside in the budget for repairs to the wall. Once the assessment is obtained, a full report will be brought back to the Board and the project will go out to bid. He updated the Board on the progress with regard to latent powers and related matters. He stated that once the Orange County Board of Supervisors had selected a new chairman, he would be able to formulate a targeted strategy going forward. Finally, he stated that staff would be scheduling various committee meetings in late January and early February.

J. BOARD MEMBER ITEMS

Director DeMarco stated that he was pleased at the new Rush Park playground equipment and encouraged everyone to attend the Grand Opening and Ribbon Cutting Ceremony. He also commented that he had observed the Monument Signage construction at Wallingsford Rd. and Katella Ave. over the holiday and was happy with the results; he liked seeing the Rossmoor identity on all four corners and felt it was a very positive note for Rossmoor. He concluded by saying that he looked forward to pursuing latent powers.

Director Casey thanked President Maynard for his excellent job of rendering this year's State of the District Address. He thanked Director Coletta for his contributions relative to Agenda Item H-2 and related report on the So Cal Gas Company Smart Meters. He concluded by saying that 2014 was going to be a very exciting year and would certainly have a lot of challenges for the RCSD Board and the Rossmoor community as a whole.

Director Coletta congratulated President Maynard, Directors Kahlert and Casey on being elected to serve in their respective offices for a second term. He praised them for doing a remarkable job last year and looked forward to their continued participation and pursuit of the District's goals ahead. He also thanked President Maynard for his nice, concise and focused State of the District Address

which accurately dispels the myth that Rossmoor is a debtor to the County, but is instead a contributor. He concluded by stating that he was excited to begin working with the Board and new General Manager in 2014 and wished everyone a Happy New Year.

President Maynard wished everyone a Happy New Year, stating he was very optimistic about 2014. He reiterated the need to schedule the Budget, Investment, CIP committee meetings, as well as two very key committee meetings: The Parks and Facilities subcommittee—to discuss items relative to the use of District facilities, parks and mini-parks and the Utility Pole Subcommittee to discuss the Southern California Gas Company’s proposed installation locations. Finally, he thanked the Board for allowing him to serve another year as President and added that the District had some big objectives, primarily latent powers. He believes that they have the right team in place and the Board will make every effort to deliver to the community the cost efficient services in the way that only special districts can do.

K. CLOSED SESSION—None

L. ADJOURNMENT:

Motion by Director Casey, seconded by Director Coletta to adjourn the regular meeting at 8:24 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 14, 2015
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 2015 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 Jenkins & Hogin, LLP 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

Bill Kahlert, 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, Jenkins & Hogin LLC

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

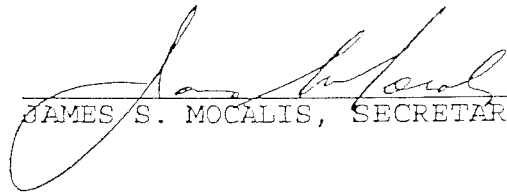
AMENDMENT OF BYLAWS

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 13, 2015

To: Honorable Board of Directors

From: General Manager

Subject: RESOLUTION NO. 15-01-13-1, 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. 15-01-13-1, 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. 15-01-13-1.

RESOLUTION NO. 15-01-13-1

**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 (“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 Jenkins & Hogin, 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 13th day of January, 2015.

_____, President
Rossmoor Community Services District
Public Improvements Financing Corporation

ATTEST:

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