



CALIFORNIA MUNICIPAL PUBLIC FINANCE AUTHORITY

Regular Meeting Agenda

October 15, 2020 at 6:00 p.m.

Pursuant to Governor Newsom’s Executive Order, Board of Directors of the California Municipal Public Finance Authority or staff may participate in this meeting via a teleconference. In the interest of maintaining appropriate social distancing, members of the public may participate in the meeting telephonically. Members of the public may observe and offer comment at this meeting telephonically by dialing 415-655-0001 Meeting ID 126 474 7374# Passcode 99975596#. If you are an individual with a disability and need a reasonable modification or accommodation pursuant to the Americans with Disabilities Act (“ADA”) please contact us at 1-415-789-3550 prior to the meeting for assistance.

A. OPENING AND PROCEDURAL ITEMS

1. Call to Order and Roll Call.
2. Approve Minutes of the meeting of the Board on September 17, 2020.
3. Public Comment.

B. ITEMS FOR CONSIDERATION

4. Consideration of a resolution appointing Alternate Director.
5. Consideration of a resolution adopting the Bylaws of CalMuni PFA.
6. Consideration of a resolution approving CalMuni PFA’s Consent Agenda Policy.

C. INFORMATIONAL ITEMS FOR CALMUNI PFA

7. Administrative Issues.
 - a. Manager’s Report

D. ADJOURNMENT

RESOLUTION NO. PFA-2020-0_

**A RESOLUTION OF THE GOVERNING BOARD OF THE
CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY
ADOPTING THE BYLAWS OF THE CALIFORNIA
MUNICIPAL PUBLIC FINANCING AUTHORITY**

CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY

WHEREAS, the California Municipal Public Financing Authority (the "Authority") was formed pursuant to a joint exercise of powers agreement, dated as of June 24, 2020 (the "JPA Agreement") and Article I (commencing with Section 6500) of Chapter 5 or Division 7 of Title I of the Government Code of the State of California (the "JPA Law"); and

WHEREAS, the Board of Directors (the "Board") of the Authority have been appointed pursuant to Article IV of the JPA Agreement; and

WHEREAS, Section 6588 JPA Law authorizes the Authority to establish rules or bylaws for the conduct of its business; and

WHEREAS, the Board hereby finds and determines that adoption of the attached Bylaws of the Authority (the "Bylaws") will help guide the conduct of its business; and

NOW, THEREFORE, THE GOVERNING BOARD OF THE CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY DOES HEREBY FIND, ORDER AND DETERMINE AS FOLLOWS:

Section 1. Recitals. The Board hereby specifically finds and declares that each of the recitals set forth above are true and correct.

Section 2. Approval of the Bylaws. The Board hereby finds and declares that the proposed Bylaws in the form attached hereto and incorporated herein by reference, is hereby approved as the official Bylaws of the California Municipal Public Financing Authority to be effective as of October 15, 2020.

Section 3. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

* * * * *

THE FOREGOING RESOLUTION WAS PASSED AND ADOPTED by the members of the California Municipal Public Financing Authority at a regular meeting held on this October 15, 2020, by the following roll call vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chair

ATTEST:

Secretary



BYLAWS
of the
CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY
(Adopted October 15, 2020)

ARTICLE I
DEFINITIONS

The definitions of terms used in these Bylaws shall be the same as those contained in the Joint Powers Agreement Creating the California Municipal Public Financing Authority (interchangeably, the “Authority” or “CalMuni PFA”), hereinafter called the Agreement, unless otherwise expressly provided.

ARTICLE II
OFFICES AND PLACE OF MEETING

The Authority’s regular place of meeting and principal office for the transaction of business is located at 20 South Santa Cruz Avenue, Suite 300, Los Gatos, California 95030. The secondary principal office for the transaction of business is located at 7995 Bruns Road, Byron, California 94514. The Board of Directors may change the location of the principal and/or secondary principal offices from time to time. Meetings of the Board shall be held at the principal office or secondary principal of the Authority or at such other places within or outside of California that has been designated by resolution of the Board or in the notice of the meeting, as applicable.

ARTICLE III
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings by Telephone or other Equipment.

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if each member participating in the meeting can communicate concurrently with all other members, and each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

Section 2. Preparation of Agendas.

Barring insurmountable difficulties, the Agenda shall ordinarily be delivered to the Board each Monday preceding the meeting to which it pertains. The Agenda shall also be available to the general public at the time it is delivered to the Board.

Section 3. Order of Business.

The order of business of each meeting shall be as contained in the Agenda prepared by the Manager. Except with the majority consent of the Board, items may not be taken out of order.

Section 4. Resolutions.

All resolutions shall be in writing and designated by number, reference to which shall be inscribed in the minutes and an approved copy of each resolution filed in the official book of resolutions of the Authority.

Section 5. Public Comment.

Pursuant to Government Code 54954.3, each agenda for a regular meeting shall provide an item entitled Public Comment. The purpose of such item shall be to provide an opportunity for members of the public to directly address the Authority on items of interest to the public that are, within the subject matter jurisdiction of the Authority. In order to assure that the intent of Government Code 54954.3 is carried out, three (3) minutes is the amount of time allocated for each individual speaker.

Government Code 54954.2 provides that no action shall be taken on any item not appearing on the agenda unless the action is, authorized by Government Code 54954.2(b). On items of public comment or discussion, any matter raised by the public which does not specifically appear on the agenda shall, upon direction of any Director, be automatically referred to the staff or placed on the next meeting's agenda. It is hereby determined that such requests or direction by a Director shall not be considered action taken by the Authority on said item raised by the public. Further, Authority discussion of the matter shall not be considered action taken.

Section 6. Consent Agenda.

Items of routine nature, and non-controversial, shall be placed, on the consent agenda. All items may be approved by one blanket motion upon unanimous consent. Prior to, or following review of the consent agenda, any Director may request that any item be withdrawn from the consent agenda for separate consideration. However, any Director may abstain from voting on any consent agenda, and the Secretary shall be instructed to record such abstentions in the minutes.

Section 7. Presiding Officer.

(a) Voting. The presiding officer (the "Presiding Officer") shall be the Chair and may move, second, and debate, subject only to such limitations of debate as are imposed on all Directors, and he or she shall not be deprived of any of the rights and privileges of a Director by reason of his or her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of the meeting and to assure that

decisions are made, and that decorum and civility govern. In the absence of the Presiding Officer, the Vice-Chair shall serve as the Presiding Officer.

(b) *Order.* The Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Presiding Officer. All questions and remarks shall be addressed to the Presiding Officer.

Section 8. Alternate Director.

The Board shall also appoint one or two alternate directors who shall have the authority to attend, participate in and vote at any meeting of the Board when a Director is absent. This designation of the Board of Directors shall remain unchanged, unless and until such composition is changed by a four-fifths vote of the Board.

Section 9. Minutes.

The Authority shall have minutes of each regular, adjourned regular, and special meetings kept by the Secretary. As soon as practicable after each meeting, the Secretary shall forward to each Director a copy of the minutes of such meeting.

Section 10. Ralph M. Brown Act.

All meetings of the Board of Directors shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (Chapter 9 of Part I of Division 2 of Title 5 of the California Government Code), as amended and then in effect.

Section 9. Rules of Procedure for Board Meetings.

All meetings of the Board of Directors and committees or bodies of the Authority shall be conducted in accordance with the most recent edition of *Robert's Rules Of Order*, provided that in the event of a conflict, such rules shall be superseded by the Joint Powers Agreement forming the Authority, dated as of June 24, 2020 (the "Agreement"), these bylaws, and California law.

Section 11. Quorum.

A majority of the authorized members of the Board shall constitute a quorum for the transaction of any business, except that less than a quorum may adjourn meetings from time to time. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board of Directors.

Section 12. Waiver of Notice.

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice or a written consent to holding the meeting. A Director who votes to approve the minutes of a meeting of which he or she was not notified thereby waives notice. A Director who attends a meeting and does not protest the lack of notice to him or her at the start of the meeting thereby waives notice.

ARTICLE IV
IMMUNITIES

The private property of the Directors, officers and other members of the Authority shall be exempt from execution or other liability for any debts, liabilities or obligations of the Authority and no Director, officer, or other member of the Authority shall be liable or responsible for any debts, liabilities or obligations of the Authority. All of the privileges and immunities from liability, exemption from laws, ordinances, and rules, all pension, relief, disability, workmen's compensation, and other benefits which apply to the activity of Directors, officers, and other members of the Authority when performing their respective functions shall apply to them to the same degree and extent while engaged in the performance of any of their functions and duties under the provisions of the Agreement and Chapter 5 of Title 1 of Division 7 of the California Government Code, commencing with Section 6500. However, none of the Directors, officers, or other members of the Authority shall be deemed to be employed by any of the Members or to be subject to any of the requirements of such Members by reason of their employment by the Authority.

ARTICLE V
CONFLICTS OF INTEREST

No Director, officer or other member of the Authority shall have any financial interest, direct or indirect, in the Authority. Nor shall any such Director, officer or other member participate in any decision relating to the Authority that affects his or her financial interests or those of a corporation, partnership, or association in which he or she is directly or indirectly interested, in violation of any State law or regulation. The Authority shall not enter into contracts with officials of the Authority prohibited by Section 1090 of the California Government Code.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Authority policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half-blood), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the Board of another not-for-profit agency does not constitute a conflict of interest. The Board shall comply with the Political Reform Act of 1974 (Title 9 of the California Government Code) and Section 1090 of the California Government Code regarding ethical considerations and conflicts of interest.

ARTICLE VI
NON-CHARTER MEMBERSHIP

Any Local Agency (as defined in the Agreement) within the State of California may, with the approval of the Board of Directors, become a Non-Charter Member of the Authority by (i) executing and delivering to the Authority a Non-Charter Membership Agreement substantially in the form attached hereto as Exhibit A, and (ii) the filing by such Local Agency of a certified copy of the resolution of the legislative body of such Local Agency approving the Non-Charter Membership Agreement and the execution and delivery thereof.

A Non-Charter Member shall be entitled to participate in all programs and other undertakings of the Authority, in accordance with the Agreement.

A Non-Charter Member shall not be entitled to vote on any matter coming before the Board.

Upon approval by the legislative body of a Local Agency as a Non-Charter Member, the Chair, the Vice-Chair, the Manager or any other officer or staff member duly authorized by the Board of Directors for such purpose shall execute and deliver the applicable Non-Charter Membership Agreement to the Non-Charter Member, file such executed counterpart of the Non-Charter Membership Agreement in the official records of the Authority and add such Local Agency to Exhibit A of the Agreement as an amendment, effective upon such filing.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended at any time by a majority vote of the Board of Directors. Following adoption of amendments, the Manager shall prepare and distribute a revision of the Bylaws to all members of the Board.

ARTICLE VIII

EFFECTIVE DATE

These Bylaws shall go into effect immediately upon adoption by majority vote of the Board of Directors.

[End of Bylaws]

EXHIBIT A
FORM OF
NON-CHARTER MEMBERSHIP AGREEMENT
by and between the
CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY
and the

This NON-CHARTER MEMBERSHIP AGREEMENT, dated as of _____, 20__, by and between THE CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY (“CalMuni PFA”) and the _____, a public agency duly organized and validly existing under the laws of the State of California (the “Agency”);

WITNESSETH:

WHEREAS, certain public agencies of the State of California (collectively, the “Charter Members”) have entered into a Joint Powers Agreement Creating the California Municipal Public Financing Authority (the “Agreement”), establishing CalMuni PFA and prescribing its purposes and powers, and providing, among other things, for qualifying public agencies to become non-charter members of CalMuni PFA (each a “Non-Charter Member”); and

WHEREAS, CalMuni PFA has been formed for the purpose, among others, of exercising any powers common to the Charter and Non-Charter Members, including but not limited to acquiring, constructing, improving, operating, leasing and disposing of real property for a public purpose, all as specified in the Agreement, and to exercise the additional powers granted to it in the Act (as defined in the Agreement) and any other applicable provisions of the laws of the State of California; and

WHEREAS, CalMuni PFA has been established pursuant to the Agreement and the Act and is empowered to issue or execute non-recourse debt, which may include bonds, notes, commercial paper or any other evidences of indebtedness, leases, installment sale or other financing agreements or certificates of participation therein (herein “Obligations”), and to otherwise undertake financing programs under the Act or other applicable provisions of the laws of the State of California to accomplish its public purposes; and

WHEREAS, the Agency desires to become an Non-Charter Member of CalMuni PFA; and

WHEREAS, the Board of Directors of CalMuni PFA (the “Board”) has determined that the Agency should become a Non-Charter Member of CalMuni PFA; and

NOW, THEREFORE, in consideration of the above premises and of the mutual promises herein contained, CalMuni PFA and the Agency do hereby agree as follows:

Section 1. Non-Charter Member Status. The Agency is hereby made a Non-Charter Member of CalMuni PFA for all purposes of the Agreement and the Bylaws of CalMuni PFA, the provisions of which are hereby incorporated herein by this reference. From and after the date of execution and delivery of this Non-Charter Membership Agreement by the Agency and CalMuni PFA, the Agency shall be and remain a Non-Charter Member of CalMuni PFA.

Section 2. Restrictions and Rights of the Agency. The Agency shall not have the right, as a Non-Charter Member of CalMuni PFA, to vote on any action taken by the Board. In addition, no officer, employee or representative of the Agency shall have any right to become an officer or director of CalMuni PFA by virtue of this Non-Charter Membership Agreement.

Section 3. Effect of Prior Actions. The Agency hereby agrees to be subject to and bound by all actions previously taken by the Board to the same extent as the Members of CalMuni PFA are subject to and bound by such actions.

Section 4. No Obligations of the Agency. The debts, liabilities and obligations of CalMuni PFA shall not be the debts, liabilities and obligations of the Agency.

Section 5. Execution of this Non-Charter Membership Agreement. Execution of this Non-Charter Membership Agreement shall satisfy the requirements of Section 12 of the Agreement and Article VI of the Bylaws of CalMuni PFA for participation by the Agency in all programs and other undertakings of CalMuni PFA, including, without limitation, any undertaking to finance the acquisition, construction, installation and/or equipping of public capital improvements, and any other financing program undertaken by CalMuni PFA.

[Signature Page to Follow on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Non-Charter Membership Agreement to be executed and attested by their proper officers thereunto duly authorized, on the day and year first set forth above.

**CALIFORNIA MUNICIPAL PUBLIC
FINANCING AUTHORITY**

By: _____

Title: _____

Attest:

Secretary

By: _____

Title: _____

Attest:

RESOLUTION NO. PFA-2020-0_

**A RESOLUTION OF THE GOVERNING BOARD OF THE
CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY
APPOINTING AN ALTERNATE DIRECTOR**

CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY

WHEREAS, the California Municipal Public Financing Authority (the “Authority”) was formed pursuant to a joint exercise of powers agreement, dated as of June 24, 2020 (the “JPA Agreement”); and

WHEREAS, the present composition of the Board of Directors (the “Board” or the “Directors” and each a “Director”) of the Authority was established pursuant to Resolution PFA-2020-01, adopted by the Board on August 4, 2020; and

WHEREAS, pursuant to Section 4(b) of the JPA Agreement the Board may by resolution or bylaws provide for changes in the qualifications, composition and number of Directors, the appointment of Directors, successors, their respective terms of office and any other provisions relating to the qualification and office of the Directors, including provision for alternate Directors (each, an “Alternate Director”); and

WHEREAS, the Board wishes appoint an Alternate Director who shall have the authority to attend, participate in and vote at any meeting of the Board when a Director is absent; and

NOW, THEREFORE, THE GOVERNING BOARD OF THE CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY DOES HEREBY FIND, ORDER AND DETERMINE AS FOLLOWS:

Section 1. Recitals. The Board hereby specifically finds and declares that each of the recitals set forth above are true and correct.

Section 2. Appointment of Alternate Director. Nicolas Walker is hereby appointed as an Alternate Director pursuant to Section 4(b) of the JPA Agreement who shall have the authority to attend, participate in and vote at any meeting of the Board when a Director is absent.

Section 3. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

* * * * *

THE FOREGOING RESOLUTION WAS PASSED AND ADOPTED by the members of the California Municipal Public Financing Authority at a regular meeting held on this October 15, 2020, by the following roll call vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chair

ATTEST:

Secretary

RESOLUTION NO. PFA-2020-0_

**A RESOLUTION OF THE GOVERNING BOARD OF THE
CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY
APPROVING THE CALIFORNIA MUNICIPAL PUBLIC
FINANCING AUTHORITY CONSENT AGENDA POLICY**

CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY

WHEREAS, the Board of Directors (the “Board”) of California Municipal Public Financing Authority (the “Authority”) desires to approve a consent agenda policy (the “Consent Agenda Policy”) for the Authority; and

WHEREAS, the Board hereby finds and determines that adoption of the attached Consent Agenda Policy (the “Consent Agenda Policy”) is in the best interest of the Authority at this time; and

NOW, THEREFORE, THE GOVERNING BOARD OF THE CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY DOES HEREBY FIND, ORDER AND DETERMINE AS FOLLOWS:

Section 1. Recitals. The Board hereby specifically finds and declares that each of the recitals set forth above are true and correct.

Section 2. Approval of the Consent Agenda Policy. The Board hereby finds and declares that the proposed Consent Agenda Policy in the form attached hereto and incorporated herein by reference, is hereby approved as the official California Municipal Public Financing Authority Consent Agenda Policy to be effective as of October 15, 2020.

Section 3. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

* * * * *

THE FOREGOING RESOLUTION WAS PASSED AND ADOPTED by the members of the California Municipal Public Financing Authority at a regular meeting held on this October 15, 2020, by the following roll call vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chair

ATTEST:

Secretary

Exhibit A

CONSENT AGENDA POLICY

CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY

October 15, 2020

Section 1: Purpose

This Consent Agenda Policy sets forth the manner in which consent agendas are set, modified and approved by the California Municipal Public Financing Authority (interchangeably, “CalMuni PFA” or the “Authority”).

Section 2: Policy

Consent Agenda Content

Items requiring a decision that are expected to require no discussion or deliberation may, at the Chair’s option, be placed on the agenda under the heading “Consent Agenda.” These items shall include approval of:

- Meeting minutes
- Authority membership
- Resolutions of Intention
- Reports provided for information only
- Correspondence requiring no action
- Staff appointments requiring Board confirmation
- Routine contracts that fall within policies and guidelines
- Routine matters such as appointments to committees
- Any other matter deemed “routine” by the Chair and/or members of the Board (i.e. items that are procedural, informational, self-explanatory, and noncontroversial)

Board members shall review the consent items documentation prior to the meeting to be sure they understand the items to be passed as part of the Consent Agenda. Board members have the opportunity to ask questions or clarification on any item(s) and have them answered prior to the vote. One motion a second and a roll call vote may enact the items listed on the Consent Agenda. No separate discussion of Consent Agenda items shall take place unless members of the Board, staff or the public request discussion on a specific item at the beginning of the meeting. At the direction of the Chair, any item removed will be discussed immediately after the approval of the Consent Agenda, or as soon thereafter as practicable.

Approval of Consent Agenda

Prior to the approval of the agenda, the Chair will ask if any Board member requires discussion of any of the consent agenda items. Board members may request that any item(s) be removed from the consent agenda section to be discussed individually and placed at another point in the agenda, to be determined by the Chair. If it is requested that items are to be moved, then the other items shall remain in the consent agenda for approval.

The Chair will then request a motion and approval of the items on the consent agenda by the Board via a roll call vote. This request includes approval of all items listed under the consent agenda portion of the meeting excepting any removed.

Minutes

Meeting minutes shall include the full text of resolutions adopted under the consent agenda portion of the meeting.

Amendment

This policy may be amended by the Board.