

CITY OF SAN RAFAEL JOINT POWERS FINANCING AUTHORITY
RESOLUTION NO. FA-92-1

RESOLUTION CONFIRMING THE ELECTION OF THE CHAIR AND THE VICE-CHAIR OF THE GOVERNING BOARD OF THE CITY OF SAN RAFAEL JOINT POWERS FINANCING AUTHORITY; ESTABLISHING THE TIME AND PLACE OF REGULAR MEETINGS OF THE AUTHORITY; APPOINTING THE SECRETARY, TREASURER AND CONTROLLER, RESPECTIVELY, OF THE AUTHORITY; ADOPTING THE BY-LAWS OF THE AUTHORITY; ADOPTING A CONFLICT OF INTEREST CODE; AND RETAINING COUNSEL FOR THE AUTHORITY.

WHEREAS, the City of San Rafael (the "City") and the Redevelopment Agency of San Rafael (the "Agency") have heretofore executed a Joint Exercise of Powers Agreement, dated April 20, 1992 (the "Agreement"), by and between the City and the Agency, which Agreement creates and establishes the City of San Rafael Joint Powers Financing Authority (the "Authority");

NOW, THEREFORE, BE IT RESOLVED by the Governing Board of the City of San Rafael Joint Powers Financing Authority, as follows:

Section 1. Pursuant to Section 4(D) of the Agreement, the Governing Board of the Authority has elected the following persons to initially serve as Chair and Vice-Chair respectively, of the Authority:

Albert J. Boro	Chair
Dorothy L. Breiner	Vice-Chair

The term of office of the Chair and the Vice-Chair shall be from the date hereof through the date of the first regular meeting of the Authority in the calendar year 1993 or

thereafter; provided, that each such officer shall serve until a successor has been duly elected.

Section 2. The regular meetings of the Authority shall be held at 1400 - 5th Avenue, San Rafael, California 94025, or such other place as the Governing Board of the Authority may designate from time to time, at [7:30 p.m.] on the first Monday of the calendar month preceding the date on which the Board expects the Authority to purchase any bonds or other evidence of indebtedness.

Section 3. Pursuant to Section 4(D) of the Agreement, the Secretary of the Agency is hereby appointed Secretary of the Authority.

Section 4. Pursuant to Section 4(D) of the Agreement, the Treasurer of the City is hereby appointed as the Treasurer and Controller of the Authority.

Section 5. The By-Laws attached hereto as Exhibit A are adopted as the By-Laws of the Authority.

Section 6. Pursuant to Section 4(D)(6) of the Agreement, the firm of Goldfarb & Lipman is hereby retained as counsel to the Authority.

Section 7. Whenever an officer of the Agency or the City is designated an officer of the Authority, the assistants and deputies of such officer from time to time shall also be, ex officio, officers of the Authority; and whenever a power is granted to, or a duty imposed upon, such officer, the power may

be exercised, or the duty performed, by such assistant or deputy.

Section 8. Pursuant to Section 12 of the Agreement, the Conflict of Interest Code of the City, attached hereto as Exhibit B and incorporated by reference as if fully set forth herein, is hereby adopted as the Conflict of Interest Code of the Authority.

Section 9. The Board hereby determines that an audit shall be caused to be performed every year by the Treasurer and Controller of the Authority as provided by Section 6505 of the Government Code of the State of California. Such audit shall be filed with the Secretary of the Authority.

Section 10. This resolution shall take effect from and after its adoption.

I, JEANNE M. LEONCINI, Authority Secretary of the City of San Rafael Joint Powers Financing Authority, hereby certify that the foregoing resolution was duly and regularly introduced and adopted at a special meeting of the Authority held on the 20th day of April, 1992, by the following vote, to wit:

AYES: BOARDMEMBERS: Breiner, Cohen, Shippey, Thayer & Chair Boro
NOES: BOARDMEMBERS: None
ABSENT: BOARDMEMBERS: None



JEANNE M. LEONCINI, Authority Secretary

SECRETARY'S CERTIFICATE

I, JEANNE M. LEONCINI, Authority Secretary of the City of San Rafael Joint Powers Financing Authority, do hereby certify as follows:

The foregoing resolution is a full, true and correct copy of a resolution duly adopted by a vote of a majority of the members of the Governing Board of said Authority at a special meeting of the Governing Board of said Authority duly and regularly and legally held at 1500 - 5th Avenue, San Rafael, California, on April 20, 1992, of which meeting all of such members had due notice, as follows:

AYES: Breiner, Cohen, Shippey, Thayer & Chair Boro

NOES: None

ABSENT: None

An agenda of said meeting was posted at least 72 hours before said meeting at 1400 5th Avenue, San Rafael, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda.

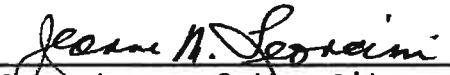
Notice of said meeting was delivered to each member of the Governing Board of the Authority at least 24 hours before said meeting.

I have carefully compared the foregoing with the original minutes of said meeting on file and of record in my office, and the foregoing is a full, true and correct copy of

the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: May 6, 1992.



Secretary of the City of
San Rafael Joint Powers
Financing Authority

BY-LAWS
OF THE
CITY OF SAN RAFAEL
JOINT POWERS FINANCING AUTHORITY

Adopted April 20, 1992

ARTICLE I - THE AUTHORITY

Section 1. Name. The official name of the Authority shall be the "City of San Rafael Joint Powers Financing Authority".

Section 2. Authority Board Members. The Authority shall be administered by a governing board whose members shall be, at all times, the members of the City of San Rafael Redevelopment Agency (the "Agency") (herein, the "Authority Board"). The term of office as a member of the Authority Board of each member of the Agency shall terminate when such member of the Authority Board shall cease to be a member of the Agency; and the successor to such member of the Agency shall become a member of the Authority Board.

Section 3. Office. The business office of the Authority shall be at 1400 - 5th Avenue, San Rafael, California 94901, or at such other place as may be designated by the Authority Board.

Section 4. Compensation. Members may receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties, but only when authorized by the Authority and if there are unencumbered funds available for such purpose.

ARTICLE II - OFFICERS

Section 21. Officers. The Officers of the Authority shall be the Chair, Vice-Chair, Secretary, Treasurer and Controller.

Section 22. Chair. The Chair of the Authority shall be the member who is the Chairperson of the Agency. The term of office shall be the same as the term of the Chairperson of the Agency. The Chair shall preside at all meetings of the Authority, and shall submit such information and recommendations to the Authority Board as he or she may consider proper concerning the business, policies and affairs of the Authority. The Chair shall also serve as the chief executive officer of the Authority and shall be responsible for execution and supervision of the affairs of the Authority. Except as otherwise authorized by resolution of the Authority Board, the Chair or the Chair's designee shall sign all contracts, deeds and other instruments executed by the Authority.

Section 23. Vice-Chair. The Vice-Chair shall be the member who is the Vice-Chairperson of the Agency. The term of office shall be the same as the term of the vice-Chairperson of the Agency. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair, until such time as the members shall elect a new Chair.

Section 24. Secretary. The Secretary shall be appointed by the Authority Board and shall serve at the pleasure of the Authority. The Secretary shall keep the records of the Authority, shall act as Secretary at the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

Section 25. Treasurer. The Treasurer of the City of San Rafael (the "City") shall be the Treasurer and the Controller of the Authority, and shall perform the duties set forth in the Joint Exercise of Powers Agreement.

Section 26. Election of Officers. Election of officers shall be the first order of business at the first meeting of the Authority, regular or special, held in each calendar year.

Section 27. Authority to Bind Authority. No member, officer, agent or employee of the Authority, without prior specific or general authority by a vote of the Authority Board, shall have any power or authority to bind the Authority by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

ARTICLE III - EMPLOYEES AND AGENTS

Section 31. Appointment of Employees and Agents. The Authority may from time to time request from the City or the

Agency the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Authority Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Authority Board may determine, for the performance of Authority business and affairs, provided that adequate sources of funds are identified for the payment of such temporary professional and technical services.

ARTICLE IV - MEETINGS

Section 41. Regular Meetings. Regular meetings shall be held at the business office of the Authority, or at such other place as the Chair may designate, on dates and at a time as fixed by Resolution of the Authority. If at any time any regular meeting falls on a legal holiday, such regular meeting shall be held on the next business day at the same time. At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law.

Section 42. Special Meetings. A special meeting may be called at any time by the Chair or upon the request of two of

the members of the Authority by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Authority Board shall be sufficient if delivered to the City Clerk of the City Council. Notices to other persons or entities entitled by law to receive notices must be delivered personally or by mail and must be received at least 24 hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Authority Board. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Secretary of the Authority a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time it convenes.

Section 43. Closed Sessions. Nothing contained in these bylaws shall be construed to prevent the Authority Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 44. Public Hearings. All public hearings held by the Authority Board shall be held during regular or special meetings of the Authority Board.

Section 45. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Authority Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting may by order or notice of continuance be continued or recontinued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice

of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 46. Meetings to be Open and Public. All meetings of Authority members to take action or to deliberate concerning Authority business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law and Section 43 of these bylaws.

Section 47. Quorum. A majority of the members of the Authority Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.

Section 48. Order of Business. At the regular meetings of the Authority, the following shall be the general order of business:

1. Roll Call
2. Approval of Minutes
3. Reports
4. Unfinished Business
5. New Business
6. Matters Not Appearing on the Agenda
7. Adjournment

Section 49. Parliamentary Procedure. The rules of parliamentary procedure set forth in Robert's Rules of Order

shall govern all meetings of the Authority, except as otherwise herein provided.

ARTICLE V - AMENDMENTS

Section 51. Amendments to By-Laws. These by-laws may be amended by the Authority at any regular or special meeting by majority vote, provided that the proposed amendment to any particular section is included in the notice of such meeting.