PALMDALE WATER DISTRICT

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April 4, 2013

Agenda for a Meeting of the Board of Directors of the Palmdale Water District Public Financing Authority to be held at the District's office at 2029 East Avenue Q, Palmdale

Wednesday, April 10, 2013

7:30 p.m.

NOTE: To comply with the Americans with Disabilities Act, to participate in any Board meeting please contact Dawn Deans at 661-947-4111 x1003 at least 48 hours prior to a Board meeting to inform us of your needs and to determine if accommodation is feasible.

Agenda item materials, as well as materials related to agenda items submitted after distribution of the agenda packets, are available for public review at the District's office located at 2029 East Avenue Q, Palmdale. Please call Dawn Deans at 661-947-4111 x1003 for public review of materials.

PUBLIC COMMENT GUIDELINES: The prescribed time limit per speaker is three-minutes. Please refrain from public displays or outbursts such as unsolicited applause, comments, or cheering. Any disruptive activities that substantially interfere with the ability of the District to carry out its meeting will not be permitted and offenders will be requested to leave the meeting.

Each item on the agenda shall be deemed to include any appropriate motion, resolution, or ordinance to take action on any item.

1) Roll Call.

2) Adoption of Agenda.

3) Public comments for non-agenda items.

4) Action Items: (The public shall have an opportunity to comment on any action item as each item is considered by the Board of Directors prior to action being taken.)

4.1) Consideration and possible action on Resolution No. 2013-1, a Resolution of the Board of Directors of the Palmdale Water District Public Financing Authority, Palmdale, California, Ratifying its Appointment as the Board of Directors; Approving and Ratifying the By-Laws of the Palmdale Water District Public Financing Authority; and Appointing Officers.

5) Information Items.

6) Board Members' requests for future agenda items.

7) Adjourn to Palmdale Water District Board meeting.

DENNIS D. LaMOREAUX,
General Manager

DDL/dd

RESOLUTION NO. 2013-1

RESOLUTION OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT PUBLIC FINANCING AUTHORITY, PALMDALE, CALIFORNIA, RATIFYING ITS APPOINTMENT AS THE BOARD OF DIRECTORS; APPROVING AND RATIFYING THE BY-LAWS OF THE PALMDALE WATER DISTRICT PUBLIC FINANCING AUTHORITY; AND APPOINTING OFFICERS

WHEREAS, the Board of Directors (the "Board") of the Palmdale Water District Public Financing Authority (the "Authority") does hereby find, order and resolve as follows:

WHEREAS, the Authority has been created pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California by that certain Joint Exercise of Powers Agreement, dated as of April 10, 2013 (the "JPA Agreement"), by and between the Palmdale Water District and the California Municipal Finance Authority; and

WHEREAS, the Board is desirous of ratifying its appointment as the Board of Directors of the Authority, adopting By-Laws for the Authority and appointing officers of the Authority;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT PUBLIC FINANCING AUTHORITY, as follows:

SECTION 1. Each of the foregoing recitals is true and correct.

SECTION 2. The Board hereby ratifies its appointment under the JPA Agreement as the Board of Directors of the Authority.

SECTION 3. The Board hereby approves and ratifies the By-Laws of the Authority, copies of which are on file with the Secretary and shall be kept as a part of the permanent records of the Authority.

SECTION 4. The following officers and employees of the District are hereby appointed to the offices of the Authority indicated opposite their names, and each such person is to serve in accordance with the By-Laws of the Authority:

Name	**Authority Office**
Kathy MacLaren	President
Gordon Dexter	Vice President
Gloria Dizmang	Treasurer
Robert E. Alvarado	Secretary
Dennis D. LaMoreaux	Executive Director

Adopted and approved this 10th day of April, 2013,

_____
Chair

I hereby certify that the foregoing Resolution No. 2013-1 was duly adopted at a joint meeting of the Public Financing Authority and the Palmdale Water District held on the 10th of April, 2013, by the following vote:

Ayes: Authority Members:

Noes: Authority Members:

Abstain: Authority Members:

Absent: Authority Members:

ATTEST:

_____

Authority Secretary

BY-LAWS

OF THE

PALMDALE WATER DISTRICT PUBLIC FINANCING AUTHORITY

Adopted April 10, 2013

ARTICLE I

THE AUTHORITY

Section 1.1 Name. The official name of the Authority shall be the "Palmdale Water District Public Financing Authority." The Authority was created pursuant to the Joint Exercise of Powers Agreement, dated as of April 10, 2013 (the "Agreement"), between the Palmdale Water District (the "District") and the California Municipal Finance Authority ("CMFA").

Section 1.2 Authority Board Members. The Authority shall be administered by a governing Board of Directors (the "Board") that shall consist of the members of the Board of Directors of the District (the "District Board"). The term of office as a member of the Board shall terminate when such member of the Board shall cease to hold his or her respective office at the District; and the successor to such officer or director of the District shall become a member of the Board, upon assuming such office.

Section 1.3 Office. The business office of the Authority shall be at 2029 East Avenue Q, Palmdale, California 93550, or at such other place as may be designated by the Board.

Section 1.4 Conflicts of Interest. The Authority shall adopt or be incorporated into the conflict of interest code adopted by the District.

ARTICLE II

OFFICERS

Section 2.1 Officers. The Officers of the Authority shall be the President, Vice President, Treasurer, Secretary and Executive Director.

Section 2.2 President. The President of the Authority shall be the person who is the President of the District Board. The term of office shall be the same as the term of the President of the District. The President shall preside at all meetings of the Authority, and shall submit such information and recommendations to the Board as he or she may consider proper concerning the business, policies and affairs of the Authority.

Section 2.3 Vice President. The Vice President shall be the person who is the Vice President of the District Board. The term of office shall be the same as the term of Vice President of the District. The Vice President shall perform the duties of the President in the absence or incapacity of the President. In case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President, until such time as a new President is selected or appointed.

Section 2.4 Treasurer. The Treasurer of the Authority shall be the person who is the Treasurer of the District Board. Subject to the applicable provisions of any trust agreement, indenture or resolution providing for a trustee or other fiscal agent, the Treasurer is designated as the public officer or person who has charge of, handles, or has access to any property of the Authority, and shall file an official bond if so required by the Board of the Authority and, as such, shall have the powers, duties and responsibilities specified in Section 6505.1 of Articles 1, 2 and 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (6500 *et seq.*), as amended (the "Act").

Section 2.5 Secretary. The Secretary of the Authority shall be the person who is the Secretary of the District Board. 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 2.6 Executive Director. The General Manager of the District shall be the Executive Director 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 Board, or by motion as reflected in the minutes of the Board meeting at which such motion was passed, the Executive Director or the Executive Director's designee shall sign all contracts, deeds and other instruments executed by the Authority.

Section 2.7 Confirmation of Officers. Confirmation 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 2.8 Authority to Bind Authority. No member, officer, agent or employee of the Authority, without prior specific or general authority by a vote of the 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 3.1 Appointment of Employees and Agents. The Authority may from time to time request from the District 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 Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the 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 4.1 Regular Meetings. The Board shall hold its regular meetings concurrent with and/or immediately following the regular meetings of the District board and the same shall occur consistent with the schedule set by ordinance or resolution of the District for its regular meetings as to time/place and location. The Board may suspend the holding of regular meetings so long as there is no need for Authority business to be conducted, and provided that any action taken regarding the sale of bonds and any other evidence of indebtedness of the Authority authorized and issued pursuant to the Act shall occur by resolution placed on a noticed and posted meeting agenda consistent with the requirements for holding meetings under the Ralph M. Brown Act (the "Brown Act"). At all times, each regular meeting of the Authority shall take place pursuant to a 72 hour notice and agenda requirement or as otherwise provided by the Brown Act. The Board may hold special meetings at any time and from time to time in accordance with the Brown Act.

Section 4.2 Special Meetings. A special meeting may be called at any time by the President or the Executive Director by delivering written notice to each member. Such written notice may be dispensed with as to any Board 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 electronic-mail, telegram or telecopy. Such written notice may also be dispensed with as to any member who is actually present at the meeting. Special meetings will be held in accordance with the Brown Act.

Section 4.3 Closed Sessions. Nothing contained in these By-Laws shall be construed to prevent the 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 4.4 Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5 Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The 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 Board 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 4.6 Ralph M. Brown Act. The Brown Act applies to all meetings of the Board.

Section 4.7 Quorum. A majority of the members of the 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. Any action or decision of the Authority shall be on resolution or motion duly approved by a majority of the Board at a lawfully held meeting.

Section 4.8 Order of Business. The President or Executive Director shall prepare or approve the agenda of all meetings. Business will be conducted according to the agenda, except as otherwise determined by the Board as permitted by law.

Section 4.9 Parliamentary Procedure. The presiding officer at the meeting shall determine the rules of conduct. The presiding officer may be guided by the rules of parliamentary

procedure adopted by the District, if any, but failure to follow rules of order shall not affect the validity of any action or motion duly taken or adopted by the Board at any lawfully held meeting.

ARTICLE V

AMENDMENTS

Section 5.1 Amendments to By-Laws. These By-Laws may be amended by the Board at any regular or special meeting by majority vote, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of the By-Laws of the Authority, consisting of 4 pages, and that such By-Laws were duly adopted by the Board of Directors on April 10, 2013.

Date: _____

_____
Secretary