

SPECIAL EL CERRITO MUNICIPAL SERVICES CORPORATION MEETING

AGENDA

Tuesday, March 5, 2013

**Immediately Following the Adjournment of the 7:00 p.m. Regular City Council Meeting
City Council Chambers**

Meeting Location

El Cerrito City Hall
10890 San Pablo Avenue, El Cerrito

Greg Lyman – Chairperson

Vice Chairperson Janet Abelson
Boardmember Rebecca Benassini
Boardmember Scott Hanin

Boardmember Jan Bridges
Boardmember Mark Friedman
Boardmember Karen Pinkos

ROLL CALL

CONVENE SPECIAL MUNICIPAL SERVICES CORPORATION MEETING

1. BOARD / STAFF COMMUNICATIONS

2. ORAL COMMUNICATIONS FROM THE PUBLIC

All persons wishing to speak should sign up with the Board Secretary. Remarks are limited to 3 minutes per person and are limited to items listed on this special Municipal Services Corporation meeting agenda only.

3. PRESENTATIONS – None

4. ADOPTION OF THE CONSENT CALENDAR – Item Nos. 4A and 4B

A. Approval of Minutes

Approve the June 19, 2012 special meeting and February 5, 2013 special closed session minutes.

B. Amendment of Bylaws, Election of Officers and Signature Authority

Adopt three separate resolutions: 1) Amending the Municipal Services Corporation's Bylaws; 2) Electing and appointing Officers of the Corporation; and 3) Authorizing establishment of banking signature authority for the Corporation.

ADJOURN SPECIAL MUNICIPAL SERVICES CORPORATION MEETING

EL CERRITO MUNICIPAL SERVICES CORPORATION

MINUTES

SPECIAL EL CERRITO MUNICIPAL SERVICES CORPORATION MEETING

Tuesday, June 19, 2012

**Immediately Following the Adjournment of the 7:00 p.m. Concurrent City Council/Public Financing
Authority Meeting**

City Council Chambers

Meeting Location

El Cerrito City Hall
10890 San Pablo Avenue, El Cerrito

Bill Jones – Chairperson

Vice Chairperson Greg Lyman
Boardmember Rebecca Benassini
Boardmember Scott Hanin

Boardmember Janet Abelson
Boardmember Ann Cheng
Boardmember Karen Pinkos

ROLL CALL

Present: Boardmembers Abelson, Benassini, Hanin, Lyman, Pinkos and Chair Jones.

Absent: Boardmember Cheng.

CONVENE SPECIAL MUNICIPAL SERVICES CORPORATION MEETING

Chairman Jones convened the Special Municipal Services Corporation meeting at 9:03 p.m.

- 1. BOARD / STAFF COMMUNICATIONS** – No reports
- 2. ORAL COMMUNICATIONS FROM THE PUBLIC** – No speakers.
- 3. PRESENTATIONS** – None
- 4. ADOPTION OF THE CONSENT CALENDAR – Item Nos. 4A and 4B**

Moved, seconded (Abelson/Pinkos; Ayes – Boardmembers Abelson, Benassini, Hanin, Lyman, Pinkos and Chair Jones; Noes – None; Absent – Boardmember Cheng) to adopt Consent Calendar Item Nos. 4A and 4B as indicated below.

A. Minutes for Approval

Approve the: May 1, 2012 Special Municipal Services Corporation meeting minutes.

Action: Approved minutes.

B. Fiscal Year 2012–13 Legal Services and Consulting Services Contracts

Adopt a resolution authorizing the Executive Director to enter into legal services contracts for Fiscal Year 2012–13 with the law firms of Goldfarb & Lipman and Meyers Nave, and a consulting services contract for Fiscal Year 2012–13 with the City of El Cerrito.

Action: Adopted Municipal Services Corporation Resolution No. 2012–07.

5. POLICY MATTERS – None

6. ADJOURNED SPECIAL MUNICIPAL SERVICES CORPORATION MEETING at 9:05 p.m.

EL CERRITO MUNICIPAL SERVICES CORPORATION

MINUTES

SPECIAL EL CERRITO MUNICIPAL SERVICES CORPORATION MEETING

Tuesday, February 5, 2013 – 6:30 p.m.
Hillside Conference Room

Meeting Location
El Cerrito City Hall
10890 San Pablo Avenue, El Cerrito

Greg Lyman – Chairperson

Vice Chairperson Janet Abelson
Boardmember Rebecca Benassini
Boardmember Scott Hanin

Boardmember Jan Bridges
Boardmember Mark Friedman
Boardmember Karen Pinkos

ROLL CALL

Boardmembers Abelson, Benassini, Bridges, Friedman, Hanin, Pinkos and Chairperson Lyman all present.

6:30 p.m. CONVENE SPECIAL MUNICIPAL SERVICES CORPORATION MEETING

Chairperson Lyman convened the Special Municipal Services Corporation at 6:32 p.m.

ANNOUNCEMENT OF CLOSED SESSION

Conference with Real Property Negotiators (*Pursuant to Government Code Section 54956.8*)

Property: The Mayfair Site, approximately 1.75 acres of land owned by the El Cerrito Municipal Services Corporation bordered by San Pablo Avenue to the west, Kearney Street to the east, Knott Avenue to the north and Cutting Boulevard to the south.

Agency Negotiators: Scott Hanin, City Manager and Dwayne Dalman, Senior Economic Project Manager

Negotiating Parties: Build Inc.

Under Negotiation: Price and Terms

ORAL COMMUNICATIONS FROM THE PUBLIC – No speakers.

RECESSED INTO CLOSED SESSION at 6:33 p.m.

ADJOURNED SPECIAL MUNICIPAL SERVICES CORPORATION MEETING at 6:58 p.m.

***El Cerrito
Municipal Services Corporation***

**Agenda Report
Item No. 4(B)**

Date: March 5, 2013
To: El Cerrito Municipal Services Corporation Board
From: Lori Treviño, Economic Development Manager, City of El Cerrito
Subject: Amendment of Bylaws, Election of Officers and Signature Authority

ACTION REQUESTED

Adopt the following resolutions:

- 1) Amending the Corporation's Bylaws;
- 2) Electing and appointing Officers of the Corporation; and
- 3) Authorizing establishment of banking signature authority for the Corporation.

AMENDMENT OF BYLAWS

According to the Municipal Services Corporation's Amended and Restated Bylaws, the Chief Financial Officer shall be the Administrative Services Director for the City of El Cerrito. The individual who held that position recently retired and was replaced by an incumbent with a different title. As such, it is appropriate to amend the Corporation's bylaws to replace the Administrative Services Director title with the more general title of Treasurer. Additionally, the inadvertent omission of the Executive Director position from Section 5.2 of the Amended and Restated Bylaws, but referred to elsewhere in the document, needs to be corrected. Attachment 1 is the proposed Second Amended and Restated Bylaws of the Corporation, with the revisions noted, for the Board's consideration.

ELECTION OF OFFICERS

Consistent with the proposed Second Amended and Restated Bylaws, the officers of the Corporation shall be a chairperson, a vice chairperson, an executive director, a secretary, and a chief financial officer. The officers of the Corporation shall be those individuals holding the following positions with the City of El Cerrito:

1. Chairperson – Mayor
2. Vice Chairperson – Mayor Pro Tempore
3. Executive Director – City Manager
4. Secretary – City Clerk
5. Chief Financial Officer – Treasurer

Attachment 2 to this report is a resolution electing and appointing the Corporation's officers for the current year.

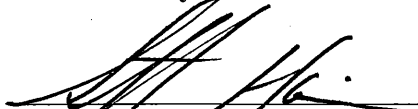
BANKING AUTHORITY

Consistent with the proposed Second Amended and Restated Bylaws for the Corporation, the individuals with the authority for banking functions are the Executive Director and Chief Financial Officer. Attachment 3 to this report is a resolution authorizing establishment of the necessary signature authorities.

LEGAL CONSIDERATIONS

The actions being considered are consistent with California Corporations Law, the Corporation's public and charitable purposes, its First and Second Amended and Restated Bylaws, and the Board's previous actions.

Reviewed by:



Scott Hanin, Executive Director

Attachments:

1. Resolution amending and restating the Bylaws of the Corporation
2. Resolution electing and appointing Officers of the Corporation
3. Resolution authorizing establishment of signature authority for the Corporation's bank account

~~FIRST-SECOND~~ AMENDED AND RESTATED
BYLAWS
OF
EL CERRITO MUNICIPAL SERVICES CORPORATION
A California Nonprofit Public Benefit Corporation

ARTICLE 1.
NAME

Section 1.1 Name. The name of this corporation is El Cerrito Municipal Services Corporation (the “Corporation”).

ARTICLE 2.
OFFICE

Section 2.1 Principal Office. The principal office for the transaction of affairs and activities of the Corporation is located at 10890 San Pablo Avenue, El Cerrito, California 94530. The Board of Directors (the “Board”) may change the principal office from one location to another. Any change shall be noted on these Bylaws, or this section may be amended to state the new location.

ARTICLE 3.
MEMBERS

Section 3.1 Members. This Corporation shall have no members.

ARTICLE 4.
DIRECTORS

Section 4.1 Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, all powers and activities of the Corporation shall be exercised directly by or under the ultimate direction of the Board.

Section 4.2 Number of Directors. The number of directors shall be seven (7), unless a greater or lesser number is authorized by the Board.

Section 4.3 Compensation and Reimbursement of Directors. The directors shall serve without compensation though they may be reimbursed for their expenditure of monies on behalf of the Corporation.

Section 4.4 Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the

previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.5 Appointment and Qualification of Directors.

(a) The directors shall be appointed and approved by the City Council (the “City Council”) of the City of El Cerrito (the “City”) in the following manner, such persons being qualified to serve as a director hereunder if he or she holds, in an “acting” or permanent capacity, one of the positions specified below:

(i) Five (5) directors shall consist of the five (5) members of the City Council (one City Council member also holding the title of City Mayor and another City Council member also holding the title of Mayor Pro Tempore);

(ii) One (1) director shall be the City Manager of the City; and

(iii) One (1) director shall be the Assistant City Manager of the City.

(b) Each of the directors, described in 4.5(a)(i) through (iii) above shall be deemed a “Specified Position”, for purposes of these Bylaws. At the time any director ceases to hold a Specified Position, that director’s membership on the Board shall automatically cease and the successor to such Specified Position shall become a director.

Section 4.6 Term. Each director shall serve a term concurrent with the time such director holds a Specified Position.

Section 4.7 Vacancies on the Board. A vacancy shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason. Vacancies shall be filled as provided for in Section 4.5.

Section 4.8 Resignations of Directors. Except as provided below, any director may resign by giving written notice to the chairperson or secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the Board shall appoint a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 4.9 Meetings of the Directors. Regular meetings shall be held at the same time and place as the regular meetings of the City of El Cerrito.

Section 4.10 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chairperson, the secretary, or any two (2) directors.

Section 4.11 Notice. Subject to Section 54950 of the California Government Code, notice of regular meetings shall be given to the directors not less than four (4) days prior to the meeting if delivered by first class mail or not less than seventy-two (72) hours prior to the meeting if the notice is delivered personally, by telephone or by email. Notice of special meetings shall be given to the directors not less than twenty-four (24) hours prior to the meeting. The notice must state the date and time of the meeting and the place of the meeting if it is other than the principal office of the Corporation. In addition, public notice of each meeting shall be posted at the principal office of the Corporation not less than seventy-two (72) hours prior to a regular meeting and twenty-four (24) hours prior to a special meeting. Notice of all meetings and agendas for meetings shall also be posted and made available to the public in accordance with Government Code Section 54954.2.

Section 4.12 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, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 4.13 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting of which a quorum is present shall be the act of the Board.

Section 4.14 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment to another time and place shall be given to the directors who were not present at the time of the adjournment and shall be posted and made available to the public as required by Government Code Section 54955.

Section 4.15 Meetings by Conference Telephone. Subject to Section 54950 of the California Government Code, members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear one another. Participation by directors in a meeting in the manner provided in this section constitutes presence in person at the meeting.

Section 4.16 Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one (1) or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the directors then in office. Committees shall serve in an advisory capacity and make recommendations to the Board. No action of a committee shall bind the Board.

Section 4.17 Committee Meetings. Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of this Article IV concerning meetings of directors, with such changes in the context of these Bylaws as are necessary to

substitute the committee and its members for the Board and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws concerning meetings of directors.

Section 4.18 Standard of Care – General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One (1) or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing director, as described in Section 4.20 of these Bylaws, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Section 4.19 Standard of Care—Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital. The provisions of Section 4.18 of these Bylaws shall apply to this Section.

Section 4.20 Self-Dealing Transactions. Except as provided below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one in which the Corporation is a party and in which one (1) or more of the directors has a material financial interest or a transaction between this Corporation and any entity in which one (1) or more of its directors has a material financial interest. The Board may approve a self-dealing transaction if a majority of the Board, not including the self-interested director, determines that the transaction is fair and

reasonable to this Corporation and, after reasonable investigation under the circumstances, determines that it could not have secured a more advantageous arrangement with reasonable effort under the circumstances.

Section 4.21 Inspection. Every director shall, at his or her own expense, have the absolute right at any reasonable time during the business hours of the Corporation to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

ARTICLE 5.

OFFICERS

Section 5.1 Officers of the Corporation. The officers of the Corporation shall be a chairperson, a vice chairperson, a secretary, and a chief financial officer. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the chairperson.

Section 5.2 Election of Officers. The officers of the Corporation shall be those individuals holding the following positions with the City, subject to Section 5.5 below:

(a) Chairperson – City Mayor

~~(b)~~ Vice Chairperson – Mayor Pro Tempore

~~(b)(c)~~ Executive Director – City Manager for the City

~~(e)(d)~~ Secretary – City Clerk for the City

~~(d)(e)~~ Chief Financial Officer – ~~Administrative Services Director for the City~~
Treasurer for the City

Section 5.3 Other Officers. The Board may appoint or may authorize the chairperson or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 5.4 Removal of Officers. Any officer may be removed with cause by the Board.

Section 5.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the chairperson or secretary of the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall not affect the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.6 Vacancies in Office. 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 appointments to that office, provided, however, that vacancies may be filled as they occur.

Section 5.7 Reimbursement of Expenses. The Corporation shall provide reimbursement for monies expended on behalf of the Corporation by its officers.

Section 5.8 Chairperson. The chairperson shall preside at meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to the chairperson by the Board. Subject to the control of the Board, the chairperson shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers.

Section 5.9 Vice Chairperson. If the chairperson is absent or disabled, the vice chairperson shall perform all duties of the chairperson. When so acting, a vice chairperson shall have all powers of and be subject to all restrictions on the chairperson. The vice chairperson shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

~~Section 5.9~~ Section 5.10 Executive Director. The executive director shall manage the day-to-day operations of the Corporation.

~~Section 5.10~~ Section 5.11 Secretary. The secretary shall have the following duties:

(a) The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of the meetings shall include the time and place that meeting was held, whether the meeting was annual, regular, or special.

(b) The secretary shall keep or cause to be kept at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date.

(c) The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

~~Section 5.11~~ Section 5.12 Chief Financial Officer. The chief financial officer shall have the following duties:

(a) The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times during the business hours of the Corporation.

(b) The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such

depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the chairperson and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as the Board or the Bylaws may prescribe.

ARTICLE 6.
MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of this Corporation shall end each year on June 30.

Section 6.2 Contracts. All contracts entered into on behalf of this Corporation must be authorized by the Board, or, where the contract is for less than Twenty Five Thousand Dollars (\$25,000), by the executive director.

Section 6.3 Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board.

Section 6.4 Indemnification. This Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, to the fullest extent permitted by law, against all expenses, judgments, fines and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether it is civil, criminal, administrative or investigative.

In all cases where indemnification is sought, the Corporation shall be subject to the following restrictions and requirements:

(a) Where the action or proceeding is brought on behalf of the Corporation or involves self-dealing transactions, as defined in Section 4.20 of these Bylaws, the Corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall, upon the express authorization of the Board, indemnify the director, officer, employee or agent against expenses incurred in defense of an action arising from his or her relation to the Corporation. To indemnify in such cases the Board must find the person met the statutorily prescribed standard of care by acting (1) in good faith, (2) in the best interests of the Corporation, and (3) with the care of an ordinarily prudent person.

(b) Where the person seeking indemnification under this section has been held liable to the Corporation, or has settled his or her liability to the Corporation, the Corporation shall not indemnify against expenses without the approval of the court or the Attorney General.

(c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of this section by a majority vote of a quorum consisting of disinterested directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.

(d) Where the person seeking indemnification has been successful on the merits in defense of any action or proceeding brought on behalf of the Corporation or in defense of any claim or issue involved in such action or proceeding, the Corporation shall indemnify against all expenses actually or reasonably incurred.

(e) The Corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

Section 6.5 Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any director, officer, employee or agent of this Corporation against any liability asserted against or incurred by the director, officer, employee or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such, whether or not this Corporation would have the power to indemnify the director, officer, employee, or agent against that liability under law; except, the Corporation may not purchase insurance to protect self-dealing directors (as defined in Section 4.20 of these Bylaws) from liability.

Section 6.6 Reports to Directors. The Chief Financial Officer shall provide the Directors with a written financial statement for the Corporation each year.

Section 6.7 Amendment of Bylaws. The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of all the members of the Board, provided that any amendment to Section 4.5 hereof must receive the prior written consent of the City Council. Such amended or newly adopted Bylaws shall take effect immediately.

Section 6.8 Applicable Law. This Corporation shall be subject to any and all applicable state, federal and local laws, including, but not limited to, such laws as may be applicable as a result of the Corporation's affiliation with the City.

Section 6.9 Ralph M. Brown Act. All meetings of the Board of Directors, or any committee thereof, shall be called, noticed, held and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code).

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Corporate Secretary of El Cerrito Municipal Services Corporation, a California nonprofit public benefit corporation; and

(2) That the foregoing Amended and Restated Bylaws, comprising nine (~~98~~) pages, constitute the Second Amended and Restated Bylaws of such corporation as adopted by the directors of the Corporation at a duly constituted meeting held on _____, ~~2011~~March 5, 2013, and such Second Amended and Restated Bylaws amend and restate, in their entirety, the Bylaws previously adopted by the Corporation on December 20, 1982, as amended and restated on May 2, 2011.

IN WITNESS THEREOF, I have hereunto subscribed my name, this _____ day of _____, ~~2011~~2013.

Cheryl Morse, Corporate Secretary

MUNICIPAL SERVICES CORPORATION RESOLUTION NO. ____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE EL CERRITO MUNICIPAL SERVICES CORPORATION ELECTING AND APPOINTING THE OFFICERS OF THE CORPORATION

WHEREAS, the Municipal Services Corporation is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes; and

WHEREAS, The specific charitable and public purposes for which the Corporation is organized are to benefit and support the City of El Cerrito (the “City”) and the El Cerrito Redevelopment Agency (the “Agency”), in accordance with Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, and to lessen the burdens of government of the City and the Agency; and

WHEREAS, the Corporation’s bylaws provide for the election of the Officers of the Corporation from those individuals designated as qualified to stand for election, and appointment of additional Officers of the Corporation as may be required; and

WHEREAS, the Board desires to elect and appoint the Officers of the Corporation.

NOW THEREFORE, BE IT RESOLVED, AS FOLLOWS:

1. The Board of Directors finds that the above recitals are true and correct.
2. The Board of Directors hereby elects and appoints the Officers of the Corporation as follows:

Chairperson	Greg Lyman, Mayor, City of El Cerrito
Vice Chairperson	Janet Abelson, Mayor Pro Tempore, City of El Cerrito
Executive Director	Scott Hanin, City Manager, City of El Cerrito
Secretary	Cheryl Morse, City Clerk, City of El Cerrito
Chief Financial Officer	Lisa Malek-Zadeh, City Treasurer, City of El Cerrito

3. This Resolution shall become effective immediately upon its adoption.

I CERTIFY that at a regular meeting on March 5, 2013, the Board of Directors of the El Cerrito Municipal Services Corporation passed this Resolution by the following vote:

AYES:	BOARD MEMBERS:
NOES:	BOARD MEMBERS:
ABSENT:	BOARD MEMBERS:

IN WITNESS of this action, I sign this document on March __, 2013.

APPROVED:

Cheryl Morse, Secretary

Greg Lyman, Board Chairperson

MUNICIPAL SERVICES CORPORATION RESOLUTION NO. ____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE EL CERRITO MUNICIPAL SERVICES CORPORATION AUTHORIZING SIGNATURE AUTHORITY FOR THE CORPORATION

WHEREAS, the Corporation is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes; and

WHEREAS, the specific charitable and public purposes for which the Corporation is organized are to benefit and support the City of El Cerrito (the "City") and the El Cerrito Redevelopment Agency (the "Agency"), in accordance with Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, and to lessen the burdens of government of the City and the Agency; and

WHEREAS, pursuant to the Corporation's Second Amended and Restated Bylaws, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board.

NOW THEREFORE, BE IT RESOLVED, as follows:

1. The Board finds that the above recitals are true and correct.
2. The Executive Director Scott Hanin and Chief Financial Officer Lisa Malek-Zadeh, or their successors in office, shall be authorized to order the deposit or withdrawal of monies in the Corporation's account at Mechanics Bank, as well as to execute any check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation.
3. This Resolution shall become effective immediately upon its adoption.

I CERTIFY that at a regular meeting on March 5, 2013, the Board of Directors of the El Cerrito Municipal Services Corporation passed this Resolution by the following vote:

AYES: BOARD MEMBERS:
NOES: BOARD MEMBERS:
ABSENT: BOARD MEMBERS:

IN WITNESS of this action, I sign this document on March ___, 2013.

Cheryl Morse, Secretary

APPROVED:

Greg Lyman, Board Chairperson