

**BYLAWS OF THE
CENTRAL VALLEY PUBLIC TRANSPORTATION AUTHORITY**

SECTION I - NAME AND LOCATION

- 1.01 The name of this organization is the Central Valley Public Transportation Authority (the "Authority"). The Authority was established by a Joint Exercise of Powers Agreement by and between the City of Reedley and the Kings Canyon Unified School District dated February 26, 2010 (the "JPA"). The JPA was entered into pursuant to the Joint Exercise of Powers Act found at California Government Code sections 6500, et seq. (the "Law"). A copy of the executed JPA is attached hereto.
- 1.02 The office of the Authority shall be located in the District Offices of the Kings Canyon Unified School District, 675 West Manning Avenue, Reedley, California 93654.

SECTION II - PURPOSES

- 2.01 Pursuant to the JPA, the purposes of the Authority have been described as follows:
- A. Transportation Vehicle Needs of the City. The City of Reedley (the "City") owns and operates vehicles, including but not limited to, police vehicles, fire and emergency aid vehicles, garbage trucks, and a variety of other vehicles and trucks of various sizes, used by the City to provide public safety and municipal services to the inhabitants of the City of Reedley. The City currently maintains the vehicles with its own forces in its own facility.
- B. Transportation Vehicle Needs of the District. The Kings Canyon Unified School District (the "District") owns and operates a variety of vehicles, including school buses, other transportation vehicles, trucks and other maintenance vehicles, and a variety of other vehicles, used by the District in connection with its operation of schools and administrative facilities. The District's vehicles currently are maintained by District staff operating in District facilities.
- C. Central Valley Public Transportation Center. The City and the District have determined to work together to secure the funds needed to jointly build, own and operate a facility, to be built on land currently owned by the District and listed on Exhibit "A" to the JPA, to be known as the "Central Valley Public Transportation Center" (the "Center"), for the members' joint use in connection with the ownership, operation, storage, and maintenance of their vehicles. The Center has been conceptually planned to be an environmentally friendly, technologically advanced, "green" facility using the latest technology, solar energy and alternative fuels in order to efficiently maintain and operate the vehicles of both City and District, with the option to include the vehicles of other public agencies as well. A conceptual design of the Center is described and depicted on Exhibit "B" to the JPA.

- D. Joint Exercise of Powers Act. The Law authorizes public agencies to enter into agreements to jointly exercise powers common to the contracting parties.
- E. Intent of JPA. The City and District entered into the JPA in order to exercise their common powers under the law to secure funding for, construct, and operate the Center as a regional transportation center to become an environmentally advanced, safe, clean, and “LEED” certified facility for the fueling and maintenance of publicly-owned vehicles.
- F. Purpose of JPA. The purpose of the JPA is (i) to create a mechanism for the City, District, and any other member agencies or organizations, collectively, to pursue funding for the Center; and (ii) to limit the liability to any single member agency/organization; and (iii) to create efficiencies in the planning, designing, and construction, of the Center.

SECTION III - ACTIVITIES

- 3.01 The Authority may engage in any of the following activities in furtherance of its purposes:
 - A. Except as expressly limited by the JPA, to exercise the powers of joint powers agencies specified in the Law, section 6508, and to enjoy the privileges and immunities set forth in the Law, section 6513.
 - B. To exercise any of the powers and duties of the member agencies/organizations and other federal, state, and local law necessary to accomplish its purposes.
 - C. To indemnify any or all of the member agencies/organizations in the manner described in Section 5 of the JPA.
 - D. To contract with architects, professional engineers, accountants, attorneys, transportation experts, fee consultants, or other advisors as the Board of Directors deems necessary and appropriate, including accepting the assignment of such contracts from a Member.
 - E. To take all necessary steps to comply with all applicable state and federal laws, and the due process clauses of the state and federal constitutions, in holding, depositing, investing, spending, disbursing and accounting for the grant and other revenues and in calculating fees to be charged for the fueling and maintenance of vehicles.
 - F. To reimburse a member agency/organization for costs advanced or expenses previously incurred with respect to the Project, to the extent allowed by law.

SECTION IV – BOARD OF DIRECTORS

- 4.01 The Authority shall be governed by the Board of Directors (the “Board”). The Board shall be deemed, for all purposes, the policy making body and governing board of the Authority. All of the powers of the Authority, except as may be expressly delegated to others pursuant to the

provisions of applicable law, the JPA, or by direction of the Board, shall be exercised by and through the Board.

- 4.02 The initial members of the Board of Directors (each a "Director," and collectively, the "Directors" or the "Board") shall consist of the following City and District representatives: 2 Directors appointed by the City Council of the City, who shall be members of the City Council, the City Manager, or a City Department Head, and 2 Directors appointed by the Board of Trustees of the District, who shall be members of the Board of Trustees, or their designees. These 4 Directors shall select another person to be the fifth Director, who may, but need not be, an officer or employee of a Member.
- 4.03 If a Member is added to the JPA in accordance with Section 6 therein, then unless otherwise agreed by the parties to the JPA, each such added Member shall be entitled to appoint 2 representatives, who shall be members of the added Member's governing board, or their designees, to serve as Directors and the total number of Directors shall be increased accordingly.
- 4.04 Each Director shall be appointed for a 1-year term, with no limit on the number of terms a Director may serve, and each Director shall at all times serve at the pleasure of that Director's appointing authority. A Director who serves on the Board ex-officio (i.e., by virtue of the Director's membership on the governing board of, or of the Director's employment by, a member agency/organization) shall automatically cease to be a Director upon termination of the Director's position with the member. If there is a vacancy on the Board for any reason, then the appointing authority whose representative has vacated the Board shall appoint a replacement for such Director. Directors shall not receive additional compensation for serving on the Board.
- 4.05 Directors may not hold any incompatible office or position during their term of membership on the Board, as those terms are defined in Article 4.7 of Division 4 of Title I (commencing with section 1125) of the Government Code, and shall abide by the conflict of interest prohibitions contained in Article 4 of Division 4 of Title I (commencing with section 1090) of the Government Code.
- 4.06 Each member agency/organization appointing Directors to the Board, including the Directors appointing a fifth Director under Section 4.02 above, may also appoint one or more alternates to take the place of its Directors at meetings from which those regular Directors are absent. Each Alternate Director attending a meeting of the Board in the place of an absent Director shall be counted for purposes of establishing a quorum under Section 5.05 below and may vote on all matters before the Board in the place of the absent Director. Alternate Directors shall be appointed, serve, and be replaced under the same provisions of the JPA and these Bylaws, and shall have all of the same rights and duties when serving in place of an absent Director, as the regular Directors.

SECTION V - BOARD MEETINGS

- 5.01 Regular Meetings. Except as otherwise ordered by the Board, the Board shall hold four regular meetings each year, on the last Thursday of the months of March, June, September

and December, unless the last Thursday of the month falls on a holiday, in which case the regular meeting for that month shall be on the Thursday preceding the last Thursday of the month. The date upon which, and the hour and place at which, each such regular meeting shall be held shall be fixed by order of the Board. To the extent permitted by the Ralph M. Brown Act ("Brown Act"), such meetings may be held by teleconference.

- 5.02 Special Meetings. Special meetings of the Board may be called in accordance with the provisions of the Brown Act, as amended or supplemented from time to time. To the extent permitted by the Brown Act, such meetings may be held by teleconference.
- 5.03 Notice. All meetings of the Board shall be called, noticed, held, and conducted subject to the provisions of the Brown Act.
- 5.04 Minutes. The Secretary of the Board shall cause minutes of all meetings of the Board to be kept and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to District staff for posting on the District's Internet website.
- 5.05 Quorum. A majority of the Board members shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time.
- 5.06 Voting. Each Board member shall be entitled to one vote. No action shall be taken by the Board except upon the affirmative vote of the majority of those Board members present and voting.

SECTION VI – AUTHORITY OFFICERS

- 6.01 Chairperson, Vice Chairperson, and Secretary. The officers of the Board shall be a Chairperson, a Vice Chairperson, and a Secretary. The Chairperson and Vice Chairperson must be members of the Board, and shall be elected to their respective positions by the members of the Board. The Secretary shall be elected or appointed by Board and need not be a member of the Board.
- 6.02 Duties of the Chairperson. The duties of the Chairperson are to:
- A. Preside at meetings of the Board.
 - B. Appear before public and other bodies to present and discuss the official actions of the Authority.
 - C. Sign contracts and other documents for the Authority upon approval of and as directed by the Board
 - D. Undertake such other duties as may be assigned by the Board.
- 6.03 Duties of the Vice Chairperson. The duties of the Vice Chairperson are to:
- A. Undertake the Chairperson's duties in the absence of the Chairperson.

B. Undertake such other duties as may be assigned by the Board.

6.04 Duties of the Secretary. The duties of the Secretary are to:

- A. Record and maintain minutes of all meetings of the Board.
- B. Distribute minutes of all meetings of the Board to all Authority members, to the Board of Directors, and to District staff for posting on the Authority's Internet website (if any).
- C. Distribute Board meeting agendas to all Authority members, to all Directors, to all other persons requesting copies of the agenda so that provisions of the Brown Act are followed, and to District staff for posting on the Authority's Internet website.
- D. Distribute all Authority reports to all Authority members, to the Board of Directors, and to District staff for posting on the District's Internet website.
- E. Keep all documents officially received by the Authority in the course of its business, and to forward copies of all such documents to City and District staff.
- F. Prepare all necessary correspondence of the Authority.
- G. Arrange and coordinate meeting locations and teleconferences of the Board.
- H. Undertake such other duties as may be assigned by the Board.

6.05 Authority Treasurer. There shall be a Treasurer of the Authority. Initially, the Treasurer of the Authority shall be the Finance Director of the City. The Board may, at any time, appoint someone other than the Finance Director of the City as the Treasurer of the Authority in accordance with applicable law. The Treasurer shall have the custody of the Authority money and disburse Authority funds pursuant to the accounting procedures developed in accordance with the provisions of the JPA, the Law, and the procedures established by the Board. The Treasurer shall assume the responsibilities, powers, and duties described in Section 6505.5 of the Law, including but not limited to: receive and receipt for all money of the Authority; be responsible upon an official bond as prescribed by the Board for the safekeeping and disbursement of all Authority money; pay, when due, out of money of the Authority, all sums payable, only upon warrants of the officer performing the functions of the Controller who has been designated by the JPA or the Authority; verify and report in writing on the first day of July, October, January, and April of each year to the Authority and to the parties to the JPA the amount of money held for the Authority, the amount of receipts since the last report, and the amount paid out since the last report; and perform such other duties as are set forth in the JPA or specified by the Board.

6.06 Authority Controller. There shall be a Controller of the Authority. Initially, the Controller of the Authority shall be the Finance Director of the City. The Authority may, at any time, appoint someone other than the Finance Director of the City as the Controller of the Authority in accordance with applicable law. The Controller shall draw warrants to pay demands against

the Authority when such demands have been approved by the Board or by any other person authorized to so approve such by the JPA or by resolution of the Board. The Controller shall perform such duties as are set forth in the JPA and such other duties as are specified by the Board. There shall be strict accountability of all funds and reporting of all receipts and disbursements. The Controller shall establish and maintain such procedures, funds, and accounts as may be required by sound accounting practices. The books and records of the Authority in the hands of the Controller shall be open to inspection at all reasonable times by representatives of the parties to the JPA. The Controller, with the approval of the Board, shall contract with an independent certified public accountant or firm or certified public accountants to make an annual audit of the accounts and records of the Authority, and a complete written report of such audit shall be filed as public records annually, within six (6) months of the end of the fiscal year under examination, with each of the parties to the JPA. Such annual audit and written report shall comply with the requirements of Section 6505 of the Law. The cost of the annual audit, including contracts with, or employment of such independent certified public accountants in making an audit pursuant to the JPA shall be a charge against the funds of the Authority available for such purpose. The Board, by unanimous vote, may replace an annual audit with a special audit covering a two-year period.

- 6.07 Qualification, Election/Appointment, and Term of Office. The officers of the Authority shall be elected or appointed annually by the Board of Directors at its first meeting of each calendar year, and shall begin their terms as officers immediately upon their election or appointment. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of officers appointed under Section 6.10 below, each officer shall hold office for a term beginning with the meeting of the officer's election or appointment and continuing until the first meeting not less than one (1) calendar year later. Elected and appointed officers may serve as many successive terms as the Board of Directors deems appropriate.
- 6.08 Subordinate Officers. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.
- 6.09 Removal and Resignation. Any officer may be removed by a majority vote of the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the Authority would be served thereby. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Authority. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Authority.
- 6.10 Vacancies. A vacancy in any office caused by the death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term of the office. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until

such time as the Board fills the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

- 6.11 Executive Director. The Board may employ by contract or otherwise, an Executive Director who shall act as the Executive Director of the Authority to direct the day-to-day operations of the Authority. Serving at the will of the Board and subject to its policies, rules, regulations and instructions, the Executive Director shall have the powers described in the JPA and those delegated and assigned by the Board, including without limitation:
- A. To appoint, remove and transfer employees, if any, of the Authority, including management level officers, except for the Treasurer, Controller, and Attorney of the Authority and such others as the Board may designate.
 - B. To enforce all orders, rules and regulations adopted by the Board relating to the regulation, operation or control of funds, facilities, properties and apparatus of the Authority.
 - C. To enter into contracts or authorize other expenditures whenever the Board shall have approved and authorized any work, improvement or task and shall have budgeted or appropriated the necessary money.
 - D. To have custody of and accountability for all property of the Authority except money.
 - E. To act as the Secretary of the Board if so designated by the Board.
- 6.12 Staff. The Board shall have the power to appoint such other officers and employees as it deems necessary and desirable in implementing and carrying out the purpose of the JPA. The Board may contract with Members to fill any appointments with or to otherwise obtain the services of officers and/or employees of the Members.
- 6.13 Attorney. The Board shall contract for legal counsel to the Authority.
- 6.14 Consultants. Subject to the availability of funds, the Board may employ such consultants, advisors, and independent contractors as are deemed necessary and desirable in implementing and carrying out the purpose of the JPA.
- 6.15 Reimbursement. Officers and employees of the Members (excepting Directors) designated in the JPA to provide services to the Authority shall be reimbursed by the Authority for their actual costs of providing such services. In addition, additional services provided by officers and employees of the Members pursuant to contracts with the Authority shall be paid for or reimbursed as provided in the contracts. Unless otherwise agreed, all such payments or reimbursements by the Authority shall be made after receiving an itemized billing for services rendered.

SECTION VII – AUTHORITY COMMITTEES

- 7.01 Executive Committee. The Board may, by a majority vote of Directors then in office, designate two (2) or more of Directors (who may also be serving as officers of this Authority) to constitute an Executive Committee and delegate to such Committee any business and affairs of the Authority, except as otherwise provided by the Board.

The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Authority records, and report the same to the Board from time to time as the Board may require.

By a majority vote of the Board members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, modify any or all of the authority so delegated, modify the number of Directors thereon, and fill vacancies therein from the Board.

- 7.02. Other Committees. The Authority shall have such other committees as may from time to time be designated by order of the Board. Such other committees may consist of persons who are not also members of the Board; however, the chairperson of each such committee must be a Director of the Authority.

All committees that contain members not on the Board of Directors shall act only in an advisory capacity to the Board, and shall be clearly titled as “advisory” committees.

- 7.03 Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by order of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION VIII - FISCAL YEAR

- 8.01 Fiscal Year of the Authority. The fiscal year of the Authority shall begin on the first day of July and end on the last day of June of the following year.

SECTION IX - AMENDMENTS AND SUPPLEMENTAL PROCEDURES AND GUIDELINES

- 9.01 These Bylaws shall become effective upon approval of the Board of Directors.
- 9.02 These Bylaws may be amended, changed, added to, or repealed by the Board of Directors as deemed necessary. Additional or supplemental operational guidelines or procedures may be adopted by the Board by a majority vote of all the members of the Board, providing such additional or supplemental operational guidelines or procedures are not in conflict with the

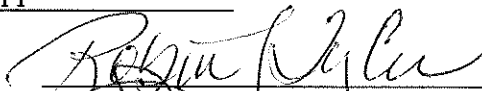
JPA, these Bylaws, or any state law, including, but not limited to, the provisions of the Brown Act.

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Authority as further referenced in the minutes of the inaugural meeting of the Authority.

Effective Date: May 18, 2011

1. Robin Tyler

Name:



Signature:

2. Steven Rapada

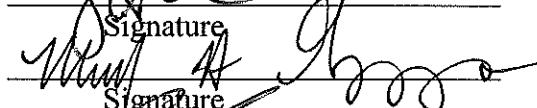
Name:



Signature

3. Mark Garza

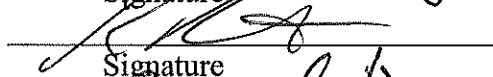
Name:



Signature

4. Russell Robertson

Name:



Signature

5. David Clark

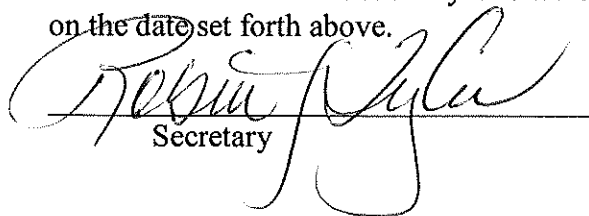
Name:



Signature

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Authority named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Authority on the date set forth above.



Secretary

Dated: May 18, 2011