

Exhibit "A"

BYLAWS OF THE
INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF ORANGE

ARTICLE I

CONSTRUCTION: OFFICES AND SEAL

Section 1. Industrial Development Authority. These Bylaws are adopted pursuant to Section 91526 of the California Government Code and are supplemental to the provisions of the California Industrial Development Act, being Title 10, commencing with Section 91500 of the California Government Code (the "Law"). The activities and proceedings of the [City of Orange Industrial Development Authority](#) ([the "Authority"](#)) shall be as outlined herein and as set forth in the Law.

Section 2. Offices. The principal office of the ~~Industrial Development Authority of the City of Orange (the "Authority")~~ for the transaction of business shall be at 300 East Chapman Avenue, Orange, California 92866. The Board of Directors (the "Board") of the Authority may, however, fix and change from time to time the principal office from one location to another within the City of Orange by noting the change of address in the minutes of the meeting of the Board at which the address was fixed or changed. The fixing or changing of such address shall not be deemed an amendment to these Bylaws.

Section 3. Seal. The Authority shall have a seal, consisting of two (2) concentric circles with words "Industrial Development Authority of the City of Orange" and with the date of establishment of the Authority.

ARTICLE II

BOARD

Section 1. Powers. Subject to the limitations of the Law, the terms of these Bylaws, and the laws of the State of California, the powers of this Authority shall be vested in and exercised by and its property controlled and its affairs conducted by the Board of the Authority.

Section 2. Number. The Board shall have ~~five (5)~~[seven \(7\)](#) Directors, who shall be the members of the City Council of the City of Orange, California (the "City"). Each Director shall hold office for a term which coincides with such Director's term of office as member of the City Council of the City.

Section 3. Compensation. Directors shall serve without compensation but each Director may be reimbursed his or her necessary and actual expenses, including travel incident to ~~his~~their services as Director, pursuant to resolution of the Board. Any Director may elect, however, to decline said reimbursement.

Section 4. Regular Meetings. Regular meetings of the Board shall be held at such time as the Board may fix by resolution from time to time, and if any day so fixed shall fall upon a legal holiday, then, upon the next succeeding business day at the same hour. No notice of any regular meeting of the Board need to be given to the Directors.

Section 5. Special Meetings. Special meetings of the Board shall be held whenever called by the Chairperson, any Vice Chairperson, or by a majority of the Board.

Section 6. Annual Meeting. The Annual Meeting of the Board shall be held ~~on the second Tuesday~~at a regular City Council meeting in November or December at ~~4:30~~6:00 p.m. in the Chambers of the City Council, 300 East Chapman Avenue, Orange, California.

Section 7. Public Meetings; Notice of Meetings. All proceedings of the Board shall be subject to the provisions of the Ralph M. Brown Act, constituting Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code, and notice of the meetings of the Authority shall be given in accordance with such Act.

Section 8. Consent to Meetings. The transactions of the Board at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum is present and if either before or after the meeting each Director not present signs a written waiver of notice or a consent to the holding of such meeting or approval of minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 9. Quorum. A quorum shall consist of a majority of the members of the Board unless a greater number is expressly required by statute, by the Law, or by these Bylaws. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be the act of the Board.

Section 10. Order of Business. The order of business at the regular meeting of the Board and, so far as possible, at all other meetings of the Board, shall be essentially as follows, except as otherwise determined by the Directors at such meeting:

(a) Report on the number of Directors present in order to determine the existence of a quorum.

~~(b) Reading of the notice of the meeting and proof of the delivery or mailing thereof, or the waiver or waivers of notice of the meeting then filed, as the case may be.~~

~~(e) Reading of unapproved minutes of previous meetings of the Board and the taking of action with respect to approval thereof.~~

~~(d)(b)~~ Presentation and consideration of reports of officers and committees.

~~(e)(c)~~ Unfinished business.

~~(f)(d)~~ New business.

~~(g)(e)~~ Adjournment.

Section 11. Non-liability for Debts. The private property of the Directors shall be exempt from execution or other liability for any debts, liabilities or obligations of the Authority and no Director shall be liable or responsible for any debts, liabilities or obligations of the Authority.

Section 12. Indemnity by Authority for Litigation Expenses of Officer, Director, or Employee. Should any Director, officer or employee of the Authority be sued, either alone or with others, because ~~he is or was~~ they are or were a ~~director~~ Director, officer or employee of the Authority, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Authority or by the Authority, indemnity for ~~his~~ their reasonable expenses, including attorneys' fees incurred in the defense of the proceedings, may be assessed against the Authority or its receiver by the court in the same or a separate proceeding if the person sued acted in good faith and in a manner such person reasonably believed to be in the best interests of the Authority and, in the case of criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The amount of such indemnity shall equal the amount of the expenses, including attorneys' fees, incurred in the defense of the proceeding.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson and a Vice Chairperson, and the ex officio positions of Secretary, Treasurer and Executive Director and such other officers as the Board may appoint. When the duties do not conflict, one person, other than the Chairperson, may hold more than one of these offices.

Section 2. Designation of Officers. The Chairperson shall be the Mayor of the City of Orange. The Vice Chairperson shall be the Mayor ~~Pro-pro Tem~~ of the City of Orange. The Secretary shall be the City Clerk of the City of Orange. The Treasurer shall be the City Treasurer of the City of Orange. The Executive Director shall be the City Manager of the City of Orange.

Section 3. Subordinate Officers. The Board may elect or authorize the appointment of such other officers than those hereinabove mentioned as the business of the Authority may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as the Board from time to time may authorize or determine.

Section 4. Removal of Officers. Any officer may be removed, either with or without cause, by a majority of the Directors then in office at any regular or special meeting of the Authority, or, except in the case of an officer chosen by the Board, by any officers upon whom such power of removal may be conferred by the Board. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board may delegate the powers and duties of such office to any officers or to any Directors until such time as a successor for said office has been elected or appointed.

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to ~~him~~them by the Board or be prescribed by these Bylaws.

The Chairperson shall also be the chief corporate officer of the Authority and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Authority. He or she shall preside at all meetings of the Board. ~~He~~They shall be ex officio member of all standing committees, and shall have the general powers and duties of management usually vested in the office of Chairperson of a public corporation and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.

Section 6. Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may from time to time be prescribed for them, respectively, by the Board or by these Bylaws.

Section 7. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order, of all meetings of the Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of thereof given, the names of those present at Directors' meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the Board of Authority, shall keep the corporate records in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. Subject to the provisions of the proceedings authorizing any debt or other obligation of the Authority which may provide for a trustee to receive, have the custody of and disburse Authority funds, the Treasurer shall receive and have charge of all funds of the Authority and shall disburse such funds only as directed by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other

duties as may from time to time be assigned to such office by the Board of Directors or the Chairperson.

Section 9. Executive Director. The Executive Director shall perform such duties and exercise such authority as he or she shall be directed by the Board of Directors of the Authority and shall be responsible for performing the ministerial duties associated with the operation of the Authority.

ARTICLE IV

OBJECTS AND PURPOSES

Section 1. Nature of Objects and Purposes. The business of this Authority is to be operated and conducted in the promotion of its objects and purposes as set forth in the Law.

Section 2. Distribution of Assets During Continuance of Authority. During the continuance of the Authority, it may distribute any of its assets to the City. If for any reason the City is unable or unwilling to accept the assets of the Authority, said assets shall be distributed to the federal government, or to a state or local government for public purposes, or to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes.

Section 3. Dissolution. The Authority may be dissolved by majority vote of the Directors if at any time of such dissolution the Authority has no outstanding indebtedness and is not party to any outstanding material contracts. Upon the dissolution or termination of this Authority, and after payment or provision for payment for all debts and liabilities, the assets of this Authority shall be distributed to the City. If for any reason the City is unable or unwilling to accept the assets of the Authority, said assets will be distributed to the federal government or to a state or local government for public purposes; or to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes.

ARTICLE V

GENERAL PROVISIONS

Section 1. Payment of Money, Signatures. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Authority and any and all securities owned by or held by the Authority requiring signature for transfer shall be signed or endorsed by the appointed treasurer of the Authority.

Section 2. Execution of Contracts. The Board, except as in the Law or in the Bylaws otherwise provided, may authorize any office or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Authority and such authority may be general or confined to specific instances and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Fiscal Year. The fiscal year of the Authority shall commence on the first (1st) day of July of each year and shall end on the thirtieth (30th) day of June of the next succeeding year.

Section 4. Amendment of Bylaws. These Bylaws may be amended at any time and from time to time by majority vote of the Board.

Chairperson

ATTEST:

Secretary