



City of Sacramento City Council

915 I Street, Sacramento, CA, 95814
www.CityofSacramento.org

Meeting Date: 10/11/2011

Report Type: Consent

Title: Downtown Sacramento Revitalization Corporation Bylaw Amendment

Report ID: 2011-00846

Location: Downtown, River District and Railyards, Districts 3 and 4

Recommendation: Adopt a Resolution consenting to an amendment to Article IV of the Bylaws of the Downtown Sacramento Revitalization Corporation to expand the Board from five to seven members.

Contact: Denise Malvetti, Senior Project Manager, (916) 808-7064, Economic Development Department

Presenter: None

Department: Economic Development Dept

Division: Downtown Development

Dept ID: 18001021

Attachments:

- 1- Description/Analysis
- 2- Resolution By law Amendment
- 3- By-laws Amendment Oct 2011
- 4- Bylaws AmendmentOct 2011 Final Clean

City Attorney Review

Approved as to Form
Sheryl N. Patterson
9/29/2011 1:48:11 PM

City Treasurer Review

Reviewed for Impact on Cash and Debt
Russell Fehr
9/27/2011 6:17:35 PM

Approvals/Acknowledgements

Department Director or Designee: Jim Rinehart - 9/29/2011 11:48:14 AM



Description/Analysis

Issue: In November 2004, the City Council consented to the establishment of the Downtown Sacramento Revitalization Corporation (“Corporation” or “DSRC”). The Corporation was subsequently formed in December 2004 and received its tax-exempt status in late 2005. The Corporation is a 501(c)(3) and pursuant to its Articles of Incorporation was formed to lessen the burdens of government by assisting the City of Sacramento and the Redevelopment Agency of the City of Sacramento to revitalize redevelopment project areas within the Downtown area by owning, acquiring, developing, financing (including but not limited to loaning money in connection with), assisting, leasing and managing projects in the River District, Railyards and Merged Downtown redevelopment project areas. The Corporation was formed to provide greater flexibility in structuring projects and additional capabilities not available to the Agency. A couple of examples of this flexibility include the ability to utilize tax-exempt bond funds granted by the Agency to enter into financial and equity agreements with developers, or to pursue its own development projects. DSRC can legally receive financial returns from all of these relationships to reinvest. DSRC can also own real estate assets long term and outlive the finite terms of the redevelopment project areas. DSRC could provide an ongoing source of revenue and other assets to help sustain the redevelopment efforts in these project areas.

The Corporation is currently involved in one City and one Agency project. In 2009, the Corporation and the City entered into a Memorandum of Understanding regarding property management of the new Greyhound terminal at 420 Richards Boulevard and earlier this year the Corporation and City entered into a Property Management Agreement for the facility. In June, the Corporation entered into a Commitment Letter with the Redevelopment Agency to be a partner in the redevelopment of the 700 Block of K Street. The Corporation will also receive payment from this loan that can be reinvested into the project areas.

The Corporation Board currently consists of five members. The current Bylaws state that two directors shall be members of the City Council or Mayor and one director shall be appointed by each of the following: the Downtown Sacramento Partnership, the Capital Area Development Authority, and the River District. The Corporation Board desires to expand the board composition by adding two at-large board members. The Corporation Bylaws require that any modification to Article IV (Directors) of the Bylaws requires consent of the City Council.

Policy Considerations: The Corporation furthers the City’s and Agency’s economic development goals by providing a tool to reinvest into the Central City.

Environmental Considerations: This is an administrative item and is therefore exempt for the California Environmental Quality Act (CEQA).

Sustainability: Not Applicable.

Commission/Committee Action: On August 29, 2011, the Downtown Sacramento Revitalization Corporation Board of Directors directed staff to commence proceedings to amend the Bylaws to change the board composition.

Rationale for Recommendation: The Board desires to expand the board composition by adding two at-large members to expand their knowledge base. The two at-large directors would be appointed by the Corporation's Board. The Board will seek directors that possess the skills relevant to the Corporation's activities, which may include experience in: commercial real estate development, banking, land use or real estate law, finance, urban design, architecture, commercial brokerage, construction, and other related fields. The Board plans to create a subcommittee of two board members (one must be a City Councilmember) to make recommendations of new board members to the full board.

The Corporation Bylaws require that any modification to Article IV (Directors) of the Bylaws requires consent of the City Council.

Financial Considerations: None.

Emerging Small Business Development (ESBD): Not Applicable.



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RESOLUTION NO. 2011-

Adopted by the Sacramento City Council

CONSENTING TO AN AMENDMENT TO ARTICLE IV OF THE BYLAWS OF THE DOWNTOWN SACRAMENTO REVITALIZATION CORPORATION

BACKGROUND

- A. On November 9, 2004, the City Council consented to the establishment of the Downtown Sacramento Revitalization Corporation (Corporation).
- B. The Downtown Sacramento Revitalization Corporation is a non-profit organization formed to assist the City of Sacramento and the Redevelopment Agency of the City of Sacramento to revitalize certain redevelopment project areas within the Downtown by owning, acquiring, developing, financing (including but not limited to loaning money in connection with), assisting, leasing and managing development projects in the River District, Railyards and Merged Downtown redevelopment project areas.
- C. Article VIII, Section 4 of the Bylaws of the Downtown Sacramento Revitalization Corporation provides that amendments to Article IV of the Bylaws requires the consent of the City Council.
- D. The Corporation Board desires to amend Article IV of the Bylaws of the Downtown Sacramento Revitalization Corporation to expand the Board from five to seven members, and to update the reference to the River District.

BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE CITY COUNCIL RESOLVES AS FOLLOWS:

- Section 1. The City Council consents to the amendment of Article IV of the Bylaws of the Downtown Sacramento Revitalization Corporation in substantially the same form attached as Exhibit B.

Attachment:

Exhibit A: Bylaws of the Downtown Sacramento Revitalization Corporation - redline

Exhibit B: Bylaws of the Downtown Sacramento Revitalization Corporation



BYLAWS OF
DOWNTOWN SACRAMENTO REVITALIZATION CORPORATION

a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation shall be: Downtown Sacramento Revitalization Corporation (the “Corporation”).

ARTICLE II
PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation (“principal executive office”) shall be fixed and located at Sacramento, California, or at such other place as the Board of Directors (“Board”) shall determine. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
MEMBERSHIP

Section 1. Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

Section 2. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its articles or of these bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's articles or bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE IV
DIRECTORS

Section 1. Powers. Subject to limitations of the articles and these bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be

exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these bylaws or statute:

(a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the articles, or these bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage as a tax exempt Corporation. No part of such profits shall inure to the benefit of any of its directors, trustees, officers, members, or to individuals.

Section 2. Number of Directors. The Board shall consist of ~~five~~seven members.

Section 3. Selection and Term of Office. The Incorporator shall appoint the initial five directors. Thereafter, the Board shall be selected as follows, subject to Article X, Section 2. Two directors shall be members of the City Council or Mayor of the City of Sacramento, California (the "City Council") and shall be appointed by the Mayor (the "City Directors"). One director shall be appointed by the Downtown Sacramento Partnership, Inc. (the "DSP Director"). One director shall be appointed by the Capital Area Development Authority (the "CADA Director"). One director shall be appointed by the ~~Capitol Station District, Inc.~~River District (the "~~CS~~River District Director"). Two at-large directors shall be appointed by the Corporation's Board (the "At-Large Directors"). The At-Large Directors shall possess the skills relevant to the Corporation's activities, which includes experience in commercial real estate development, banking, land use or real estate law, finance, urban design, architecture, commercial brokerage, construction, and other related fields. The appointment of a director may be accomplished by the delivery of written notice from the organization with the power to appoint that director (the "Appointment Notice"), which notice shall be filed in the minute books of the Corporation. Such appointment shall be effective as of the specified future date in the Appointment Notice or if no date

is specified the date of receipt by the Corporation of the Appointment Notice. Unless earlier removed as provided hereunder, each director shall hold office for two (2) years or until a successor has been appointed, with the exception of the initial term of one of the At-Large Directors who will serve a one year term. There shall be no limits on the number of consecutive full or partial terms a director may serve on the board.

Section 4. Alternate Directors. For each director position, with the exception of the At-Large Directors, the person or body with the power to appoint that director (as provided in Section 3 above) may designate two people (referred to as the “Primary Occupant” and the “Secondary Occupant”), who shall occupy the office of and exercise the powers of a director of this Corporation as set forth in this paragraph. The Primary Occupant of each director position shall be a director of this Corporation for all purposes; provided, however, that, if the Primary Occupant does not attend a meeting of the Board (including an adjourned meeting of the Board), the Primary Occupant is replaced with the Secondary Occupant as the director solely for the purpose of such meeting, and the Secondary Occupant shall occupy the office of and exercise all the powers of a director of this Corporation only until the conclusion or adjournment of such meeting. Upon the conclusion or adjournment of such meeting, the Primary Occupant shall occupy the office of and exercise the powers of a director of this Corporation, including the continuation of any adjourned meeting, subject to this paragraph. If, during the course of a Board meeting at which the Secondary Occupant is acting, the Primary Occupant joins the meeting, the meeting thereupon shall be adjourned and then be resumed with the Primary Occupant participating. In providing for the change in the director position as set forth in this paragraph, the person or body with the power to designate that director position shall be deemed to be exercising the powers of designation and removal set forth in sections 5220(d) and 5222(e) and (f) of the California Corporations Code. Notice of meetings of the Board shall be delivered to both the Primary Occupants and the Secondary Occupants; provided, however, for the purpose of establishing the validity of the notice of any meeting, it will be sufficient if the Primary Occupants received such notice.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to either the President, the Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law. A director may be removed at any time, with or

without cause, by the organization with the power to appoint such director. Such removal may be accomplished by the delivery of written notification from the organization with the power to appoint such director (the "Removal Notice"), which shall be filed in the minute books of the Corporation. Such removal shall be effective as of the specified future date in the Removal Notice or if no date is specified the date of receipt by the Corporation of the Removal Notice. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Place of Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation unless a different place is designated in the notice of such meeting.

Section 7. Ralph M. Brown Act. To the extent required by law, all meetings of the Board, including, without limitation, regular, adjourned regular, special, and adjourned special meetings shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California), or any successor legislation hereinafter enacted (the "Brown Act").

Section 8. Regular Meetings. The Board shall provide for its regular meetings; provided, however, it shall hold at least one regular meeting each year. The date, hour and place of the holding of the regular meetings shall be fixed by resolution of the Board. To the extent permitted by the Brown Act, such meetings may be held by telephone conference.

Section 9. Special Meetings. Special meetings of the Board may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California. To the extent permitted by the Brown Act, such meetings may be held by telephone conference.

Section 10. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. 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 regarded as the act of the Board, unless a greater number is required by law or by the articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. Waiver of Notice. Subject to Section 6 of this Article IV, notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting, without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. Subject to Section 6 of this Article IV, a majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to

absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is a director.

Section 14. Fees and Compensation. Directors and members of committees may receive reasonable compensation for their services as determined by the Board, in amounts fixed or determined by the Board. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Board.

ARTICLE V COMMITTEES

Section 1. Committees of the Board. The Board may appoint one or more committees, each consisting of two (2) or more directors and no persons who are not directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) the taking of any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- (b) the filling of vacancies on the Board or in any committee;
- (c) the fixing of compensation of the directors for serving on the Board or on any committee;
- (d) the amendment or repeal of bylaws or adoption of new bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of any other committees of the Board or the members of these committees.
- (g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who

may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 2. Advisory Committees. Other committees may be appointed from time to time by the Board. These committees' membership may consist of both directors and non-directors or non-directors only. These committees have no legal authority to act for the Corporation but shall report their findings and recommendations to the Board.

Section 3. Fees and Compensation. Members of committees may receive nominal compensation of up to an amount to be determined by the Board. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Board.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Secretary, and Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a chairman of the board, an executive director, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person, except as provided in the articles or in these bylaws and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers. The Board may appoint, and may authorize the President or another officer to appoint, any other officers the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

Section 4. Removal and Resignation. Any officer may be removed, with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the

resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular election or appointment to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the bylaws. In the absence of the President, another officer or a director of the Corporation may preside at a meeting of the Board.

Section 7. Secretary. The Secretary shall attend to the following:

(a) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 8. Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(a) Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 9. Compensation. Officers may receive such reasonable compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

ARTICLE VII
RECORDS AND REPORTS

Section 1. Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of accounts;
- (b) Written minutes of the proceedings of its Board and committees of the Board; and
- (c) The original or a copy of the articles of incorporation and bylaws, as amended, to date.

Section 2. Annual Report.

(a) Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of this Corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(4) The expenses or disbursements of this Corporation, for both general and restricted purposes during the fiscal year;

(5) Any transaction during the previous fiscal year involving Forty Thousand Dollars (\$40,000.00) or more to which this Corporation or a subsidiary was a party and in which any directors or officers of the Corporation or subsidiary had or has a direct or indirect material financial interest. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and

(6) The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the Corporation.

(b) Such financial statements shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(c) A report including the financial statements prescribed above shall be furnished annually to all directors of the Corporation, the City of Sacramento, and the Redevelopment Agency of the City of Sacramento.

ARTICLE VIII OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, the Secretary or the Chief Financial Officer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

Section 4. Amendments. These bylaws may be amended or repealed by the vote of a majority of the Board, except that neither Article IV nor Article X, Section 2 may be amended or repealed without the written consent of the City Council.

Section 5. Fiscal Year. The fiscal year of this Corporation shall be determined by resolution of the Board.

Section 6. Corporate Seal. This Corporation may have a seal which shall be specified by resolution of the Board of Directors.

Section 7. City Approval of Projects. Prior to approval of any proposed project by the Corporation, the Corporation shall circulate a notice to the City Directors of the Corporation providing a description of the proposed project. If at least one City Director informs the Corporation that he or she approves the proposed project, the Corporation may, if it chooses, undertake and complete the proposed project. The Corporation shall not undertake a proposed project without the approval of at least one City Director. If a City Director communicates his or her decision in writing to the Corporation, the Corporation shall keep a record of the decision. If

a City Director verbally communicates his or her decision to the Corporation, the Corporation shall confirm such communication in writing to the City Director and keep a record of the written confirmation.

Section 8. City Review of Annual Budget. The annual budget of this Corporation shall be delivered to the City Manager of the City of Sacramento, California (the “City”) for review before the budget is adopted by the Corporation. The City Manager shall have no legal authority to act for this Corporation, but the Board shall in good faith review any recommendations made by the City Manager regarding the annual budget to be adopted by this Corporation.

Section 9. Excess Revenues. This Corporation may pay its excess revenues to the City or the Redevelopment Agency of the City of Sacramento (the “Agency”) for purposes related to redevelopment. For this purpose, excess revenues shall mean an amount of money which the Board considers to be available after taking into account all debts, liabilities, and obligations of this Corporation and other amounts which the Board considers necessary for this Corporation's operations (including but not limited to debt service and additions to any reserves for bond commitments, and any other set-asides necessary to comply with financial covenants or for debt retirement). A representative of the City shall be permitted to examine the books and records and financial reports of this Corporation.

ARTICLE IX INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation, shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article IX in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X PURPOSES

Section 1. Geographical Areas. The specific purpose of the Corporation is to lessen the burdens of government by assisting the City and the Agency to revitalize the following benefited regions of the City: the Merged Downtown Redevelopment Project Area, the Richards Boulevard Redevelopment Project Area and the Railyards Redevelopment Project Area. All of the Corporation's revitalization activities shall be consistent with any redevelopment plans and related 5-year implementation plans for the areas if they exist. The directors may change the benefited regions by resolution or by amendment of these bylaws.

Section 2. Designation. If the City Council determines that the Corporation is no longer organized or operated in accordance with its intended charitable purposes, then upon the delivery of a written notice to the Corporation ("Designation Notice"), the City may designate the people or organizations who shall have the power to appoint directors of the Corporation, provided, however, that at all times at least three of the five director positions shall be appointed by people or organizations that are independent of the City. The Designation Notice shall state that the City Council determines that the Corporation is no longer organized or is no longer operated in accordance with its intended purposes and shall provide the names of the people or organizations who shall have the power to appoint directors of the Corporation. Whether the Corporation is organized or operated in accordance with its intended purposes shall be determinable by the City Council, in its sole discretion.

ARTICLE XI
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of DOWNTOWN SACRAMENTO REVITALIZATION CORPORATION, a California nonprofit corporation, and the above bylaws, consisting of __ pages (including this page) are the bylaws of this Corporation as adopted at a meeting of the Board held on _____, 2011.

DATED: _____, 2011

_____, Secretary



BYLAWS OF
DOWNTOWN SACRAMENTO REVITALIZATION CORPORATION

a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation shall be: Downtown Sacramento Revitalization Corporation (the “Corporation”).

ARTICLE II
PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation (“principal executive office”) shall be fixed and located at Sacramento, California, or at such other place as the Board of Directors (“Board”) shall determine. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
MEMBERSHIP

Section 1. Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

Section 2. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its articles or of these bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's articles or bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE IV
DIRECTORS

Section 1. Powers. Subject to limitations of the articles and these bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be

exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these bylaws or statute:

(a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the articles, or these bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage as a tax exempt Corporation. No part of such profits shall inure to the benefit of any of its directors, trustees, officers, members, or to individuals.

Section 2. Number of Directors. The Board shall consist of seven members.

Section 3. Selection and Term of Office. The Incorporator shall appoint the initial five directors. Thereafter, the Board shall be selected as follows, subject to Article X, Section 2. Two directors shall be members of the City Council or Mayor of the City of Sacramento, California (the "City Council") and shall be appointed by the Mayor (the "City Directors"). One director shall be appointed by the Downtown Sacramento Partnership, Inc. (the "DSP Director"). One director shall be appointed by the Capital Area Development Authority (the "CADA Director"). One director shall be appointed by the River District (the "River District Director"). Two at-large directors shall be appointed by the Corporation's Board (the "At-Large Directors"). The At-Large Directors shall possess the skills relevant to the Corporation's activities, which includes experience in commercial real estate development, banking, land use or real estate law, finance, urban design, architecture, commercial brokerage, construction, and other related fields. The appointment of a director may be accomplished by the delivery of written notice from the organization with the power to appoint that director (the "Appointment Notice"), which notice shall be filed in the minute books of the Corporation. Such appointment shall be effective as of the specified future date in the Appointment Notice or if no date is specified the date of receipt by the

Corporation of the Appointment Notice. Unless earlier removed as provided hereunder, each director shall hold office for two (2) years or until a successor has been appointed, with the exception of the initial term of one of the At-Large Directors who will serve a one year term. There shall be no limits on the number of consecutive full or partial terms a director may serve on the board.

Section 4. Alternate Directors. For each director position, with the exception of the At-Large Directors, the person or body with the power to appoint that director (as provided in Section 3 above) may designate two people (referred to as the “Primary Occupant” and the “Secondary Occupant”), who shall occupy the office of and exercise the powers of a director of this Corporation as set forth in this paragraph. The Primary Occupant of each director position shall be a director of this Corporation for all purposes; provided, however, that, if the Primary Occupant does not attend a meeting of the Board (including an adjourned meeting of the Board), the Primary Occupant is replaced with the Secondary Occupant as the director solely for the purpose of such meeting, and the Secondary Occupant shall occupy the office of and exercise all the powers of a director of this Corporation only until the conclusion or adjournment of such meeting. Upon the conclusion or adjournment of such meeting, the Primary Occupant shall occupy the office of and exercise the powers of a director of this Corporation, including the continuation of any adjourned meeting, subject to this paragraph. If, during the course of a Board meeting at which the Secondary Occupant is acting, the Primary Occupant joins the meeting, the meeting thereupon shall be adjourned and then be resumed with the Primary Occupant participating. In providing for the change in the director position as set forth in this paragraph, the person or body with the power to designate that director position shall be deemed to be exercising the powers of designation and removal set forth in sections 5220(d) and 5222(e) and (f) of the California Corporations Code. Notice of meetings of the Board shall be delivered to both the Primary Occupants and the Secondary Occupants; provided, however, for the purpose of establishing the validity of the notice of any meeting, it will be sufficient if the Primary Occupants received such notice.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to either the President, the Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law. A director may be removed at any time, with or

without cause, by the organization with the power to appoint such director. Such removal may be accomplished by the delivery of written notification from the organization with the power to appoint such director (the "Removal Notice"), which shall be filed in the minute books of the Corporation. Such removal shall be effective as of the specified future date in the Removal Notice or if no date is specified the date of receipt by the Corporation of the Removal Notice. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Place of Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation unless a different place is designated in the notice of such meeting.

Section 7. Ralph M. Brown Act. To the extent required by law, all meetings of the Board, including, without limitation, regular, adjourned regular, special, and adjourned special meetings shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California), or any successor legislation hereinafter enacted (the "Brown Act").

Section 8. Regular Meetings. The Board shall provide for its regular meetings; provided, however, it shall hold at least one regular meeting each year. The date, hour and place of the holding of the regular meetings shall be fixed by resolution of the Board. To the extent permitted by the Brown Act, such meetings may be held by telephone conference.

Section 9. Special Meetings. Special meetings of the Board may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California. To the extent permitted by the Brown Act, such meetings may be held by telephone conference.

Section 10. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. 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 regarded as the act of the Board, unless a greater number is required by law or by the articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. Waiver of Notice. Subject to Section 6 of this Article IV, notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting, without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. Subject to Section 6 of this Article IV, a majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to

absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is a director.

Section 14. Fees and Compensation. Directors and members of committees may receive reasonable compensation for their services as determined by the Board, in amounts fixed or determined by the Board. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Board.

ARTICLE V COMMITTEES

Section 1. Committees of the Board. The Board may appoint one or more committees, each consisting of two (2) or more directors and no persons who are not directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) the taking of any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- (b) the filling of vacancies on the Board or in any committee;
- (c) the fixing of compensation of the directors for serving on the Board or on any committee;
- (d) the amendment or repeal of bylaws or adoption of new bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of any other committees of the Board or the members of these committees.
- (g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who

may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 2. Advisory Committees. Other committees may be appointed from time to time by the Board. These committees' membership may consist of both directors and non-directors or non-directors only. These committees have no legal authority to act for the Corporation but shall report their findings and recommendations to the Board.

Section 3. Fees and Compensation. Members of committees may receive nominal compensation of up to an amount to be determined by the Board. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Board.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Secretary, and Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a chairman of the board, an executive director, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person, except as provided in the articles or in these bylaws and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers. The Board may appoint, and may authorize the President or another officer to appoint, any other officers the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

Section 4. Removal and Resignation. Any officer may be removed, with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the

resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular election or appointment to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the bylaws. In the absence of the President, another officer or a director of the Corporation may preside at a meeting of the Board.

Section 7. Secretary. The Secretary shall attend to the following:

(a) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 8. Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(a) Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 9. Compensation. Officers may receive such reasonable compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

ARTICLE VII
RECORDS AND REPORTS

Section 1. Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of accounts;
- (b) Written minutes of the proceedings of its Board and committees of the Board; and
- (c) The original or a copy of the articles of incorporation and bylaws, as amended, to date.

Section 2. Annual Report.

(a) Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of this Corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(4) The expenses or disbursements of this Corporation, for both general and restricted purposes during the fiscal year;

(5) Any transaction during the previous fiscal year involving Forty Thousand Dollars (\$40,000.00) or more to which this Corporation or a subsidiary was a party and in which any directors or officers of the Corporation or subsidiary had or has a direct or indirect material financial interest. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and

(6) The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the Corporation.

(b) Such financial statements shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(c) A report including the financial statements prescribed above shall be furnished annually to all directors of the Corporation, the City of Sacramento, and the Redevelopment Agency of the City of Sacramento.

ARTICLE VIII OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, the Secretary or the Chief Financial Officer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

Section 4. Amendments. These bylaws may be amended or repealed by the vote of a majority of the Board, except that neither Article IV nor Article X, Section 2 may be amended or repealed without the written consent of the City Council.

Section 5. Fiscal Year. The fiscal year of this Corporation shall be determined by resolution of the Board.

Section 6. Corporate Seal. This Corporation may have a seal which shall be specified by resolution of the Board of Directors.

Section 7. City Approval of Projects. Prior to approval of any proposed project by the Corporation, the Corporation shall circulate a notice to the City Directors of the Corporation providing a description of the proposed project. If at least one City Director informs the Corporation that he or she approves the proposed project, the Corporation may, if it chooses, undertake and complete the proposed project. The Corporation shall not undertake a proposed project without the approval of at least one City Director. If a City Director communicates his or her decision in writing to the Corporation, the Corporation shall keep a record of the decision. If

a City Director verbally communicates his or her decision to the Corporation, the Corporation shall confirm such communication in writing to the City Director and keep a record of the written confirmation.

Section 8. City Review of Annual Budget. The annual budget of this Corporation shall be delivered to the City Manager of the City of Sacramento, California (the “City”) for review before the budget is adopted by the Corporation. The City Manager shall have no legal authority to act for this Corporation, but the Board shall in good faith review any recommendations made by the City Manager regarding the annual budget to be adopted by this Corporation.

Section 9. Excess Revenues. This Corporation may pay its excess revenues to the City or the Redevelopment Agency of the City of Sacramento (the “Agency”) for purposes related to redevelopment. For this purpose, excess revenues shall mean an amount of money which the Board considers to be available after taking into account all debts, liabilities, and obligations of this Corporation and other amounts which the Board considers necessary for this Corporation's operations (including but not limited to debt service and additions to any reserves for bond commitments, and any other set-asides necessary to comply with financial covenants or for debt retirement). A representative of the City shall be permitted to examine the books and records and financial reports of this Corporation.

ARTICLE IX INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation, shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article IX in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X PURPOSES

Section 1. Geographical Areas. The specific purpose of the Corporation is to lessen the burdens of government by assisting the City and the Agency to revitalize the following benefited regions of the City: the Merged Downtown Redevelopment Project Area, the Richards Boulevard Redevelopment Project Area and the Railyards Redevelopment Project Area. All of the Corporation's revitalization activities shall be consistent with any redevelopment plans and related 5-year implementation plans for the areas if they exist. The directors may change the benefited regions by resolution or by amendment of these bylaws.

Section 2. Designation. If the City Council determines that the Corporation is no longer organized or operated in accordance with its intended charitable purposes, then upon the delivery of a written notice to the Corporation ("Designation Notice"), the City may designate the people or organizations who shall have the power to appoint directors of the Corporation, provided, however, that at all times at least three of the five director positions shall be appointed by people or organizations that are independent of the City. The Designation Notice shall state that the City Council determines that the Corporation is no longer organized or is no longer operated in accordance with its intended purposes and shall provide the names of the people or organizations who shall have the power to appoint directors of the Corporation. Whether the Corporation is organized or operated in accordance with its intended purposes shall be determinable by the City Council, in its sole discretion.

ARTICLE XI
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of DOWNTOWN SACRAMENTO REVITALIZATION CORPORATION, a California nonprofit corporation, and the above bylaws, consisting of __ pages (including this page) are the bylaws of this Corporation as adopted at a meeting of the Board held on _____, 2011.

DATED: _____, 2011

_____, Secretary