

AGENDA
REGULAR MEETING OF THE BOARD OF DIRECTORS
HUMBOLDT BAY DEVELOPMENT ASSOCIATION, INC.

DATE: September 21, 2022

TIME: 3:00 PM

PLACE: Join Zoom Meeting
<https://us02web.zoom.us/j/6917934402>

Meeting ID: 691 793 4402
One tap mobile
(669) 900-9128, 6917934402# US

1. Call to Order Regular Session and Roll Call

2. Public Comment

Note: This portion of the Agenda allows the public to speak to the Board on the various issues not itemized on this Agenda. A member of the public may also request that a matter appearing on the Consent Calendar be pulled and discussed separately. Pursuant to the Brown Act, the Board may not take action on any item that does not appear on the Agenda. Each speaker is limited to speak for a period of three (3) minutes regarding each item on the Agenda. Each speaker is limited to speak for a period of three (3) minutes during the PUBLIC COMMENT portion of the Agenda regarding items of special interest to the public not appearing on the Agenda that are within the subject matter jurisdiction of the Board of Directors. The three (3) minute time limit may not be transferred to other speakers. The three (3) minute time limit for each speaker may be extended by the President of the Board or the Presiding Member of the Board. The three (3) minute time limit for each speaker may be enforced by the President of the Board or the Presiding Member of the Board.

3. Consent Calendar

- a) Adopt Minutes for August 17, 2022 Regular Board Meeting

4. Non-Agenda

5. Unfinished Business

- a) Restructure of Rental Agreement at RMT II
- b) Update on Samoa Peninsula Current and Long-Range Development Opportunities and the County's Enhanced Infrastructure Finance District
- c) Update on New Market Tax Credit Loan Termination Timeline, Process, Preliminary Cost

Agenda for September 21, 2022 Regular Board Meeting

6. New Business

- a) Consider Approval of an Agreement for Administrative Services with Humboldt Bay Harbor, Recreation and Conservation District for FY 2022/2023
- b) Consider Adopting A Master Resolution and Authorization for Depository Accounts and Treasury Management Services from PNC Bank

7. Communications and Reports

- a) Executive Director's Report
- b) Staff Reports
- c) Board Reports

8. Adjournment

**DRAFT MINUTES
REGULAR MEETING OF THE BOARD OF DIRECTORS
HUMBOLDT BAY DEVELOPMENT ASSOCIATION, INC.**

August 17, 2022

PRESENT:

Dale Unea
Richard Marks
Leroy Zerlang

ABSENT:

Patrick Higgins

The Meeting of the Board of Directors was called to order at 3:10 PM

PUBLIC COMMENT: None

CONSENT CALENDAR

a) Adopt Minutes for July 20, 2022 Regular Board Meeting

DIRECTOR ZERLANG MOVED TO APPROVE THE CONSENT CALENDAR.

DIRECTOR UNEA SECONDED.

ROLL CALL VOTE WAS CALLED, MOTION CARRIED.

AYES: MARKS, UNEA, ZERLANG

NOES: NONE

ABSENT: HIGGINS

ABSTAIN: NONE

NON-AGENDA: None

UNFINISHED BUSINESS:

a) Restructure of Rental Agreement at RMT II

No report.

The Board discussed the item.

Item was opened to public comment; no one commented.

Discussion only, no formal action was taken.

b) Update on Samoa Peninsula Current and Long-Range Development Opportunities and the County's Enhanced Infrastructure Finance District

No report.

The Board discussed the item.

Item was opened to public comment; no one commented.

Discussion only, no formal action was taken.

c) Update on New Market Tax Credit Loan Termination Timeline, Process, Preliminary Cost

Nothing new to report.
Item was opened to public comment; no one commented.
Discussion only, no formal action was taken.

NEW BUSINESS:

a) Consider Approval of an Earnest Money Funding Agreement and Grant of Assignment and Purchase Option with the Humboldt Bay Harbor, Recreation and Conservation District

Item presented by District Staff.
The Board Discussed the item.
Item was opened to public comment, no one commented.

DIRECTOR ZERLANG MOVED TO APPROVE AN EARNEST MONEY FUNDING AGREEMENT AND GRANT OF ASSIGNMENT AND PURCHASE OPTION WITH THE HUMBOLDT BAY HARBOR, RECREATION AND CONSERVATION DISTICT.

DIRECTOR UNEA SECONDED.

ROLL CALL VOTE WAS CALLED, MOTION CARRIED.

AYES: MARKS, UNEA, ZERLANG

NOES: NONE

ABSENT: HIGGINS

ABSTAIN: NONE

COMMUNICATIONS AND REPORTS

- a) Executive Director’s Report – None
- b) Staff Reports – None
- c) Board Reports – Board members reported on recent activities

The meeting was adjourned at 3:20 PM

APPROVED BY:

RECORDED BY:

Patrick Higgins
Secretary
Humboldt Bay Development Association

Mindy Hiley
Director of Administrative Services
Humboldt Bay Harbor District

AGREEMENT FOR SERVICES

Between

Humboldt Bay Harbor, Recreation and Conservation District
and Humboldt Bay Development Association, Inc.

Whereas the Humboldt Bay Harbor, Recreation and Conservation District (Harbor District), has complied with all federal, state, and local laws regarding business permits and licenses of any kind that may be required to carry out the said business and the task to be performed under this agreement;

Whereas, Humboldt Bay Development Assn, Inc. (HBDA) intends to contract with the Harbor District for assistance with accounting services, THEREFORE, IN CONSIDERATION OF THE FOREGOING REPRESENTATIONS, AND THE FOLLOWING TERMS AND CONDITIONS, THE PARTIES AGREE:

1. SERVICES TO BE PERFORMED. HBDA engages the Harbor District to perform on-going general accounting duties, preparation of interim financial statements, attendance at Board Meetings, participation in annual audit, and compliance reporting for New Market Tax Credits as well as other administrative and clerical duties.
2. TERM OF CONTRACT. This contract is for a one-year period beginning July 1, 2022 and ending June 30, 2023.
3. Services will be charged on an annual basis.
4. TERMS OF PAYMENT. HBDA shall pay the Harbor District \$36,000 in June of 2023 for satisfactory work done during the entirety of the fiscal year.
5. INSTRUMENTALITIES. The Harbor District shall supply materials and supplies to cover the designated tasks, unless HBDA staff direct otherwise. All original records shall remain the property of HBDA.
6. GENERAL SUPERVISION. The Harbor District retains the sole right to control or direct the manner in which the services described herein are to be accomplished. Subject to the foregoing, HBDA reserves the right to inspect, to stop work, to prescribe alterations and generally review the work to insure its conformity with that specified herein.
7. NO PAYROLL OR EMPLOYEMENT TAXES. No payroll or employment taxes of any kind shall be withheld or paid with respect to payments to the Harbor District.
8. NO WORKER'S COMPENSATION. No worker's compensation insurance has been or will be obtained by HBDA on account of any Harbor District representatives.
9. CONFIDENTIALITY. During this project, the Harbor District will receive confidential information. The Harbor District will ensure the confidentiality of such information, which shall be disclosed only on a "need to know" basis. Harbor District staff will work directly with HBDA Board President, HBHRCD Executive Director, or any individuals/groups they may authorize.
10. TERMINATION. This agreement may be terminated by either party for cause, at any time, with a thirty day written notice.

Agreed to on this _____ day of September, 2022, Eureka, California.

Humboldt Bay Harbor, Recreation and
Conservation District

Humboldt Bay Development Assn, Inc.

BY: _____

BY: _____

Larry Oetker
Executive Director

Richard Marks
President

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

The undersigned certifies as follows to PNC Bank, National Association and to PNC Bank Canada Branch¹, if the undersigned has accounts there (collectively, the "Bank")

1. **Name of Client** HUMBOLDT BAY DEVELOPMENT ASSOCIATION INC _____ ("Client")

Trade name(s), if applicable: _____

Taxpayer ID (United States) / CA Business Number (Canada): 81-1236536 _____

2. **Type of Organization: (check one)**

- Corporation.** The Client is a corporation organized under the laws of the _____ of _____, and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Board of Directors of the Client pursuant to a notice and the articles of incorporation and regulations or by-laws of the Client and at which a quorum was present, or adopted without a meeting by the written approval of the directors of the Client.
- Partnership.** The Client is a partnership and the undersigned general partners of such partnership certify that the following is a resolution adopted by all of the general partners of such partnership.
- Unincorporated Association.** The Client is an unincorporated association and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Members, Trustees, Executive Committee, Board of Directors, etc. of the Client pursuant to, and in compliance with, its organizational documents.
- Limited Liability Company.** The Client is a limited liability company organized under the laws of the _____ of _____ and the undersigned members charged with managing the business affairs of the Client certify that the following is a resolution adopted by all members of such limited liability company.
- Manager Managed LLC**
- Member Managed LLC**
- Single Member LLC**
- Sole Proprietorship.** The Client is a sole proprietorship doing business under the name _____ and authorizes the following.
- Other.** _____

3. **Resolutions:**

A. Authorization of Depository. Resolved, that the Bank is hereby designated a depository of the Client and is hereby authorized to accept monies, wire and other electronic fund transfers, checks, drafts, notes, acceptances or other evidences of indebtedness for deposit, or for collection by the Bank and deposit upon receipt of payment therefore by the Bank, (including deposits and collections of payments in such foreign currencies as the Bank may accept from time to time), to the credit of the Client in such account or accounts as the Client may have with the Bank, without the endorsement of the Client appearing thereon, and Client promises to pay the Bank for any Items that are returned for lack of endorsement. The persons so indicated on Part C of the Attachments, are authorized to open or close deposit accounts with the Bank, and to instruct the Bank as to the disposition of funds in any account to be closed, all by written instruction to the Bank, (electronically or otherwise), by any one such person. The depository accounts to which these resolutions and authorizations apply include existing depository accounts of the Client and all future depository accounts opened by the Client with the Bank pursuant to this Section 3A, and may include accounts denominated in one or more foreign currencies offered by the Bank from time to time.

B. Authorization to Sign Checks and Other Instruments and Withdrawal Orders and to Designate Other Persons Who Have Such Authority. Resolved, that any one of the persons so indicated on Part C of the Attachments is authorized to sign, execute, deliver and negotiate checks, drafts, bills of exchange, acceptances and other instruments or withdrawal orders from or drawn on the depository accounts of the Client with the Bank ("Items") and to designate other persons who are authorized to sign, execute, deliver and negotiate Items. The signatures of all authorized signers must appear on the account signature card for the applicable account. As confirmation of the authority of such persons, the account signature card shall be executed by an authorized person so indicated on Part C of the Attachments.

Authorization for Use of Facsimile Signature. If the Facsimile Signature section is completed on Part B of the Attachments, it authorizes the use of facsimile signatures in accordance with this Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

¹ PNC Bank Canada Branch is a branch of PNC Bank, N.A.

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

Resolved, that if so indicated on Part B of the Attachments, the Bank is hereby requested, authorized and directed to honor any and all Items when bearing the facsimile signature made by machine or other mechanical device, or rubber stamp of any person whose facsimile signatures appear on signature cards given by Client to the Bank from time to time and executed in accordance with these Resolutions. The Client assumes full responsibility for all payments made by the Bank in good faith reliance upon such facsimile signature(s) of such person or persons and the Bank shall be entitled to pay and charge to the account of the Client any and all such Items, regardless of by whom or by what means such facsimile signature(s) thereon may have been affixed thereto.

The Bank is authorized to make payments from the funds of the Client on deposit with the Bank, upon and according to such Items and other written instructions, whether given by manual or facsimile signature, in each case regardless of whether payment is requested to be made to the order of or for the benefit of, or whether payment is to be deposited to the individual credit of or tendered in payment of the obligation to the Bank of, the person making the withdrawal or transfer or any person listed in Part C of the Attachments.

C. Authorization to Obtain Treasury Management Services and to Designate Other Persons Who Have Such Authority.

Resolved, that any one of the persons so indicated in Part C of the Attachments is authorized from time to time (1) to obtain for the Client from the Bank such treasury management services as he or she so elects in his or her sole discretion including, without limitation, services for the initiation or origination of transfers or withdrawals of funds from the accounts of Client with the Bank, either in United States dollars or in such foreign currencies as Bank may make available from time to time; (2) to accept, execute and/or deliver, including to electronically accept, execute and/or deliver, such agreements, instruments and documents as may be required by the Bank in its sole discretion in connection with the furnishing of such services or transactions; and (3) to designate, in writing, other persons who are authorized to obtain for the Client such treasury management services or to enter into such transactions or to give instructions to the Bank with respect to such services or transactions and to accept, execute and/or deliver, including to electronically accept, execute and/or deliver, such agreements, instruments and documents, all without further action by the Client.

D. Authorization to Conduct Foreign Exchange Transactions and to Designate Other Persons Who Have Such Authority.

{NOTE: This authorization is applicable to PNC Bank, National Association, only, and is not applicable to PNC Bank Canada Branch.} Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized from time to time (1) to obtain for the Client from the Bank services and products related to foreign exchange transactions (including spots, forwards, options and swaps or any other similar transaction) (2) to execute to and in favor of the Bank any and all agreements or documents, including amendments or modifications thereto, in connection with such foreign exchange transactions (3) to designate, in writing, any other person or persons to do any and all things which such person so indicated on Part C of the Attachments is authorized to do with respect to such foreign exchange transactions (4) to designate, in writing (in substantially the form attached hereto as Part D of the Attachments, or such other form acceptable to the Bank), those persons who are authorized to execute and/or confirm such transactions on behalf of the Client.

E. Authorization to Make Changes. Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized to (i) add or remove Subsidiaries from Part A of the Attachments and (ii) add or remove persons authorized to act hereunder from Part C of the Attachments; in each case as evidenced by written instructions executed by such authorized person and delivered to the Bank.

F. Requests Made by Facsimile or Other Means. Resolved, that the Bank is authorized, in its sole discretion, to take any action authorized hereunder based upon: (i) the telephone request of any person purporting to be a person authorized to act hereunder, (ii) the signature of any person authorized to act hereunder that is delivered to the Bank by facsimile transmission, or (iii) electronic mail that Bank reasonably believes is from any person authorized to act hereunder.

G. Authorization for Subsidiaries, Divisions and Trade Names. Resolved, as to each entity (other than the Client) listed in Part A of the Attachments, all of which are direct or indirect subsidiaries of the Client and whose activities are controlled by Client and 51% or more of whose voting stock is owned directly or indirectly by the Client or whose interests are owned 51% percent or more by the Client in the case of non-stock subsidiaries (each a "Subsidiary") that (i) the Client hereby (a) adopts all of the preceding and following resolutions on behalf of each Subsidiary, and (b) instructs each Subsidiary to cause these resolutions to be filed with its corporate records, and to adopt all of these resolutions on behalf of Subsidiaries all of whose voting interests are owned by each Subsidiary.

H. General. Resolved, that a certified copy of these resolutions be delivered to the Bank and that they and the authority vested in the persons specified herein will remain in full force and effect until a certified copy of a resolution of the Client revoking or modifying these resolutions and such authority has been filed with the Bank and the Bank has had a reasonable time to act on it. These resolutions supersede any prior resolution of Client provided to the Bank.

4. Incumbency and Specimen Signatures: Each of the persons listed in Part C of the Attachments holds the office, title or status with the Client and/or its Subsidiaries specified therein and the actual signature of each such person appears on Part C of the Attachments.

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

5. Organizational Documents: Copies of any organizational or other documents, including but not limited to the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary, that the Client or any such Subsidiary may deliver to the Bank at the Bank's request with these Resolutions or from time to time, shall be, and the Bank shall be entitled to rely on such copies as, true, complete and correct copies thereof with all amendments thereto as in effect on the date of such delivery.

6. Additional Certifications of Secretary: These Master Resolutions and Authorizations now stand of record on the books of the Client, are in full force and effect and have not been modified or revoked in any manner whatsoever. Nothing in the foregoing resolutions violates the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary. The undersigned has taken all actions and made such notification as are required under section 3F above with respect to each Subsidiary.

Note:

For Partnerships, all general partners must sign unless the partnership agreement outlines other signing authorities.

For Limited Liability Companies, all members must sign unless the operating agreement identifies one or more managers, in which case the managers must sign.

For Corporations, Unincorporated Associations and Other Organizations: the Secretary, as attesting officer must sign.

If the Secretary, as the attesting officer, is also granted authorization to act in Part C, then one other authorized representative must sign below.

DATE:

IN WITNESS WHEREOF, and intending to be legally bound hereby, the undersigned have hereunto set their hands and seals this _____ day of _____, _____.

ATTESTATION:

Signature

Title

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

ATTACHMENTS

PART A – ADDITIONAL SUBSIDIARIES, AFFILIATES AND TRADE NAMES TO WHICH RESOLUTIONS AND AUTHORIZATIONS APPLY

Name of Legal Entity	Trade Name if Applicable	Taxpayer ID/CA Business Number	State of Formation
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			
14.			
15.			
16.			
17.			
18.			
19.			
20.			

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

PART B – AUTHORIZATION FOR USE OF FACSIMILE SIGNATURES

AUTHORIZATION FOR USE OF FACSIMILE SIGNATURE

If this box is checked, it authorizes the use of facsimile signatures in accordance with Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

PART C – PERSONS AUTHORIZED TO ACT

If this box is checked, additional names of Persons Authorized to Act are set forth on the accompanying Continuation of Part C.

THE INDIVIDUALS LISTED BELOW ARE GRANTED ALL OF THE AUTHORITIES AS OUTLINED IN SECTION 3 OF THIS RESOLUTION INCLUDING THE AUTHORITY TO:

- OPEN AND CLOSE DEPOSIT ACCOUNTS
- SIGN CHECKS AND OTHER INSTRUMENTS AND WITHDRAWAL ORDERS AND DELEGATE SUCH AUTHORITY TO OTHERS
- OBTAIN TREASURY MANAGEMENT SERVICES AND DELEGATE SUCH AUTHORITY TO OTHERS
- OBTAIN SERVICES RELATED TO FOREIGN EXCHANGE TRANSACTIONS AND DELEGATE SUCH AUTHORITY TO OTHERS
- MAKE CHANGES TO ATTACHMENTS

PRINT NAME	PRINT TITLE	SIGNATURE
1. Richard Marks	President of the Board of Directors	
2. Patrick Higgins	Secretary of the Board of Directors	
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

PART D – TRADE AND CONFIRMATION AUTHORIZATION LETTER FOR FOREIGN EXCHANGE TRANSACTIONS {NOTE: THIS PART D IS APPLICABLE TO PNC BANK, NATIONAL ASSOCIATION, ONLY, AND IS NOT APPLICABLE TO PNC BANK CANADA BRANCH.}

The undersigned (the “Designator”), a duly authorized representative of Client who is authorized to execute this authorization letter on behalf of Client, certifies as follows to PNC Bank, National Association (“Bank”):

The Designator, acting pursuant to the authority delegated to him/her by the Client resolutions delivered to the Bank (the “Resolutions”) authorizing the Designator to delegate to any other person or persons the authority to execute and/or confirm on behalf of Client, foreign exchange transactions, does hereby establish and confirm the authority of each of the person(s) whose names are set forth below to execute on behalf of Client foreign exchange transactions described in the Resolutions, and/or confirm on behalf of Client such executed foreign exchange transactions as such authority is set forth below.

Each person below has complete authority at all times to bind Client to the performance of any such transactions. Bank may rely on the authority vested in these individuals until the close of business on the second business day after Bank receives written notice from Client of any changes in such authority at its offices at the following address: PNC Bank, National Association, PNC Investment Operations, 116 Allegheny Center Mall, Pittsburgh, PA 15212 Attention: Derivative Operations, or any other address which has been provided by Bank to Client for such purpose.

Consent for E-mail Delivery: By signing below, the Designator acknowledges that Client has consented to receive confirmations for foreign exchange transactions via electronic mail.

PERSONS AUTHORIZED TO EXECUTE AND/OR CONFIRM FOREIGN EXCHANGE TRANSACTIONS Check applicable boxes to grant authorities to individuals.

PRINTED NAME, EMAIL AND TELEPHONE OF AUTHORIZED INDIVIDUAL	Authorized to EXECUTE	Authorized to CONFIRM	Authorized to EXECUTE AND CONFIRM the same transaction (Single person authorization)
Name: Email: Telephone:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Name: Email: Telephone:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Name: Email: Telephone:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Name: Email: Telephone:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Name: Email: Telephone:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No

Client Name:

By: _____

Name: _____

Title: _____

Authorized Representative per Part C of the Master Resolution