

RESOLUTION NO. 16-136

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EL PASO DE ROBLES
ADOPTING BYLAWS FOR THE NEWLY CREATED AIRPORT COMMISSION

WHEREAS, the City of Paso Robles continues to operate its municipal airport for the good and benefit of the community and the local flying public; and

WHEREAS, the Airport Advisory Committee has been instrumental in the overall development and operation of the airport; and

WHEREAS, the Committee has committed significant effort and resource to determine a more effective method of airport governance; and

WHEREAS, the committee has recommended the creation of an Airport Commission to the City Council, in place of the established Airport Advisory Committee, together with associated Bylaws to govern the Commission; and

WHEREAS, by ordinance the Council is creating the Commission and ending the Committee.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF EL PASO DE ROBLES DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. Effective this date, Bylaws including Exhibit A, Code of Ethics, and Exhibit B, Governance Matrix for the Paso Robles Airport Commission are hereby approved, including all processes, procedures, and authorities as prescribed therein.

APPROVED this 18th day of October, 2016, by the following vote:

AYES: Gregory, Strong, Hamon, Reed, Martin

NOES:

ABSENT:

ABSTAIN:



Steven W. Martin, Mayor

ATTEST:



Kristen L. Buxkemper, Deputy City Clerk



BYLAWS OF THE PASO ROBLES AIRPORT COMMISSION
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Approved on October 18, 2016
Council Resolution 16-136

ARTICLE I - THE COMMISSION

Section 1: Name

The name of the commission shall be the Paso Robles Airport Commission (hereinafter referred to as the "Commission"). The Commission serves with certain delegated decision-making authority as specified herein, and as an advisory body to the City Council. The Paso Robles Municipal Airport is hereinafter referred to as the "Airport."

Section 2: Purpose

a. The Commission serves at the pleasure of the City Council as a means to aid the City Council in gathering public input on the operation and future development of the Paso Robles Airport, by providing advice to the City Council, and by making decisions in those areas delegated by the City Council. In order to accomplish this purpose, the Commission may consult with and advise the City Council on those matters that deal with the Airport:

- 1) Master Plan;
- 2) Business Improvement Plan;
- 3) Land use and capital improvement planning;
- 4) Policies, rules, regulations, and related governing documents;
- 5) Construction projects;
- 6) Marketing, promotion, and advertising;
- 7) Leases;
- 8) Special events;
- 9) Other matters as directed by the City Council.

b. The Commission shall be and remain established following the adoption of these Bylaws unless otherwise abolished by an affirmative vote of the majority of the City Council.

Section 3: Membership

a. Membership Categories and Qualifications. Airport users and persons having a financial interest served by the Airport need to be represented on the Commission. In addition, the Airport is an overall community asset, serving the community as a whole; persons who don't have any significant financial interest related to the airport also need to be represented. As a result, to be eligible to serve on the Commission, a person must qualify under one of the following two categories:

- 1) Airport Stakeholder: To qualify under this category, the person shall be an aviation or non-aviation tenant, operating and occupying leased premises on the Airport for either private enjoyment or commercial gain, or have a demonstrated interest in Airport business, its promotion, development and continued operation, or be otherwise financially impacted as a result of owning property in a flight path safety area.
- 2) Community Resource: To qualify under this category, the person shall possess skills and expertise in professional fields of business or related fields that are determined to be of benefit to Airport development, including but not limited to: real estate promotion and development, property leasing and management, financial planning and resources, government regulation (such as Federal Aviation Administration), and compliance.

At least four of the Commission members shall be Airport Stakeholders.

b. Affiliation. No member shall be appointed by virtue of his or her affiliation with or to represent any specific group, organization, or special interest. All members shall serve for the good and benefit of the City, the Airport, and all Airport users.

- c. Residency. Persons who are not residents of the City of Paso Robles may be appointed to the Commission if they have a financial stake in the airport, or have beneficial skills or expertise, so long as a majority (4 or more) of the Commission members are residents of the City.
- d. Open Membership. Criteria and selection for membership shall not discriminate based upon sex, race, religion, creed, color, national or ethnic origin, or any other classification protected by law.
- e. Total Membership and Term of Appointment. The total membership of the Commission shall be seven regular members. No Alternate member shall be appointed. A member's regular term of appointment shall be three years. Appointments shall have staggered terms.
 - 1) No person shall be eligible for appointment for more than three consecutive terms, exclusive of prior appointment to fill an unexpired term of office.
 - 2) Persons who have served three full consecutive terms may be reappointed following a one-term absence.
 - 3) Appointees may serve on only one Council-appointed Advisory Body or Commission at a time.

Section 4: Authority and Responsibilities

The assigned duties and authorities of the Commission are identified in the Airport Governance Matrix (Exhibit B).

Section 5: Ethics, Conflict of Interest, and Ex Parte Communication

- a. Member Code of Ethics. Each Commissioner shall adhere to the Code of Ethics (Exhibit A) and such other policies that apply to City staff, the City Council, or members of City Commissions or Committees.
- b. Conflict of Interest. Commissioners shall be subject to the conflict of interest rules set forth in the Political Reform Act (Gov. Code § 81000 *et seq.*) and its implementing regulations (2 Cal. Code Regs. § 18110 *et seq.*), Government Code section 1090 and the common law.
- c. Ex Parte Communication. Commissioners shall report on any *ex parte* communication with any member of the City Council, commission, and public regarding any *quasi-judicial* matter pending, or reasonably expected to come, before the Commission.

Section 6: Termination of Membership.

Membership on the Commission shall terminate in the event that:

- a. The member no longer meets the eligibility criteria or other requirements specified in Article 1, Section 3 for membership on the Commission; or
- b. The member has exceeded the number of unexcused absences as set forth in Section 9 of Article III of these Bylaws; or
- c. The member shall have served three consecutive full terms.
- d. Violation of the Code of Ethics, violation of other City policies, or Violation of State laws including the Brown Act.

Section 7: Removal of Members.

A member shall be removed automatically for the reasons in Section 6a, b or c. A member may be removed by an affirmative vote of a majority of the City Council, if, after a hearing, it is found and determined that any one of the grounds for termination specified in Section 6d of this Article I exists.

Section 8: Resignation

A Commission member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the assigned City staff person, who shall inform all appropriate City staff and members of the Commission. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 9: Filling of Vacancies

In the event of a vacancy on the Commission, the City Council shall select an individual to fill such vacancy as soon as reasonably practicable. New members must meet the qualifications set forth in Section 3 of Article I.

Section 10: Remuneration

Members shall serve without pay except for reimbursement for travel expenses to meetings outside of the City. Such expenditures shall be subject to pre-approval by City management.

ARTICLE II - OFFICERS

Section 1: Officers

The officers of the Commission shall consist of a Chairperson and a Vice Chairperson, who shall be elected in the manner set forth in this Article II.

Section 2: Chairperson

The Chairperson shall preside at all meetings of the Commission, and may submit such agenda, recommendations and information items as are reasonable and proper for the conduct of the business affairs and policies of the Commission. Such items are submitted to the City staff member assigned to the Commission for inclusion into the published agenda. The Chairperson may sign documents necessary to carry out the business of the Commission.

Section 3: Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation, or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the Commission shall elect a new Chairperson.

Section 4: Additional Duties

The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

Section 5: Election

The Chairperson and Vice Chairperson shall initially be elected from among the members of the Commission at its first regular meeting. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the members of the Commission annually. Such officers shall hold office for one year following their election and until their successors are elected and in office. Any such officer shall not be prohibited from succeeding him or herself, but no person shall be elected as an officer for more than three consecutive terms.

Section 6: Removal of Officers

Upon an affirmative vote by a majority of the members present at a regular or special meeting of the Commission at which a quorum is present any officer may be removed from office, and a successor elected pursuant to Section 7 of this Article II.

Section 7: Vacancies

Should the offices of the Chairperson or Vice Chairperson become vacant, the members shall elect a successor from among the Commission members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

ARTICLE III - MEETINGS

Section 1: Regular Meetings

The Commission shall meet every other month on the 4th Thursday or as needed, at the hour of 6:30 p.m. at the Paso Robles Library/City Hall Conference Center, 1000 Spring Street, or at the Paso Robles Airport Terminal building, 4900 Wing Way, Paso Robles, CA, except for the months of November and December of each year. An alternative meeting place may be designated if duly noticed by prescribed procedure. A notice, agenda, and other necessary documents shall be delivered to the members, personally or by mail, and posted in accordance with the Brown Act (Gov. Code § 54950 et seq.).

Section 2: Special Meetings

Special meetings may be held upon the call of the Chairperson or an affirmative vote by a majority of the members present at a regular or special meeting of the Commission at which a quorum is present, for the purpose of transacting any business designated in the call. A notice, agenda, and other necessary documents shall be delivered to the members, personally or by mail, and posted in accordance with the Brown Act (Gov. Code § 54950 et seq.). At such special meeting, no business other than that designated in the call shall be considered.

Section 3: Adjourned Meetings

Any meeting may be adjourned to a date, time, and place specified in the order of adjournment. Commission members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the time and place of the adjourned meeting. Agendas for adjourned meetings shall also be prepared and posted in accordance with the requirements of the Brown Act.

Section 4: All Meetings to be Open and Public

All meetings of the Commission shall be open and public to the extent required by law. All persons shall be permitted to attend except as otherwise provided by law.

Section 5: Posting Agendas/Notices

The City staff member assigned to the Commission or his or her authorized representative shall post an agenda for each regular meeting or a notice for each special meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted in a location accessible to the public 24 hours a day at the Paso Robles City Library/City Hall facility and on the City's website at least 72 hours in advance of each regular meeting and at least 24 hours in advance of each special meeting.

Section 6: Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Commission on matters within the Commission's subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment; provided, however, that the Chairperson may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda. The Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 7: Non-Agenda Items

Matters brought before the Commission at a regular meeting that were not placed on the agenda of the meeting shall not be acted upon by the Commission at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code §54950 et seq.). Those non-agenda items brought before the Commission that the Commission determines will require consideration and action, and where action at that meeting is not so authorized, shall be placed on the agenda for a future meeting once a City staff report concerning the matter is prepared.

Section 8: Quorum

The powers of the Commission shall be vested in the members thereof in office from time to time. Four of the Commission members then in office shall constitute a quorum for the purpose of conducting the Committee's business, exercising its powers, and for all other purposes, but less than that number may adjourn or continue a meeting from time to time until a quorum is obtained. An affirmative vote by a majority of the members present and eligible to vote at a regular or special meeting at which a quorum is present shall be required for approval of any matters brought before the Commission.

Section 9: Excused and Unexcused Absences

A member's absence from a regular or special meeting shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson of his or her intent to be absent and the reasons therefore; provided, however, that a member shall be entitled to only two excused absences within 12 consecutive calendar months. At each meeting, after the roll has been called, the Chairperson shall report to the Commission the name of any member who has provided notice of his or her intent to be absent and the reason for such absence. If a member shall be absent without the consent of the Commission from three meetings, whether regular or special, within 12 consecutive calendar months, such member's seat on the Commission shall be terminated.

Section 10: Order of Business

All business and matters before the Commission shall be transacted in conformance with the City Council's established practice.

Section 11: Minutes

Action minutes of all Commission meetings shall be drafted by the assigned City staff and approved by the Commission. Approved minutes shall be filed in the official book of minutes of the Commission and forwarded to the City Council for information.

Section 12: Recommendations to City Council

Recommendations and reports by the Commission to the City Council shall be prepared in writing by the assigned City staff member and approved by the City Manager.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

The Chairperson, the Vice-Chairperson in the Chairperson's absence, or another member of the Commission may make official representations on behalf of the Commission before the City Council if so specifically designated by the Commission.

ARTICLE V - COMMITTEES

The Commission may establish any standing and/or special committees it deems necessary consistent with, and to fulfill, its stated purpose as established in Article I, Section 2 of these Bylaws.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the City Council.

EXHIBIT A CODE OF ETHICS

PREAMBLE

The residents and businesses of Paso Robles are entitled to have fair, ethical, and accountable local government. Such a government requires that:

- ▶ Public officials comply with both the letter and spirit of the laws and policies affecting operations of the government;
- ▶ Public officials be independent, impartial, and fair in their judgment and actions;
- ▶ Public office be used for the public good, not for personal gain; and
- ▶ Public deliberations and processes be conducted openly, unless legally confidential, in an atmosphere of respect and civility.

To this end, the Paso Robles City Council has adopted this Code of Ethics to encourage public confidence in the integrity of local government and its operation.

PUBLIC INTEREST

Advisory Body and Commission Members will work for the common good of the people of Paso Robles and not for any private or personal interest, and they will endeavor to treat all persons, claims, and transactions in a fair and equitable manner.

Advisory Body and Commission Members shall comply with the laws of the nation, the State of California, and the City in the performance of their public duties.

CONDUCT

Advisory Body and Commission Members are expected to exercise a duty of care in carrying out their responsibilities, which includes devoting sufficient time to carefully review and fully understand the matters that come before them.

Advisory Body and Commission Members shall act with civility towards all and shall refrain from abusive conduct, personal charges, or verbal attacks upon the character or motives of others.

Advisory Body and Commission Members shall perform their duties in accordance with the processes and rules of order established by the City Council.

Advisory Body and Commission Members shall inform themselves on public issues; listen attentively to public discussions before the body; and focus on the business at hand.

Advisory Body and Commission Members shall base their decisions on the merits and substance of the matter at hand.

Advisory Body and Commission Members shall publicly share substantive information that is relevant to a matter under consideration that they may have received from sources outside of the public decision-making process.

CONFLICT OF INTEREST¹

Advisory Body and Commission Members shall not use their official positions to influence government decisions in which they have a financial interest, or where they have an organizational responsibility or personal relationship that would present a conflict of interest under applicable State law.

In accordance with the law, members shall timely file with the City Clerk a Statement of Economic Interests (Form 700) and, if they have a conflict of interest regarding a particular decision, refrain from participating in that decision, unless otherwise permitted by law.² Advisory Body and Commission Members shall participate biennially in Ethics Training seminars as required by state law.

Advisory Body and Commission Members shall not take advantage of services or opportunities for personal gain, by virtue of their public office, which are not available to the public in general. They shall refrain from accepting gifts, favors, or promises of future benefits that might compromise their independence of judgment or action or give the appearance of being compromised.

Advisory Body and Commission Members shall respect and preserve the confidentiality of information provided to them concerning the confidential matters of the City. They shall neither disclose confidential information without proper legal authorization, nor use such information to advance their personal, financial, or other private interests.

Advisory Body and Commission Members shall not use public resources (such as City equipment, staff and facilities) not available to the public for private gain or personal purposes.

No Advisory Body or Commission Member shall appear before the body on which that member serves to advocate on behalf of or to represent the private interests of third parties.

Advisory Body and Commission Members shall represent the official policies and positions of the Advisory Body if authorized by the Advisory Body. When presenting their personal opinions and positions, members shall explicitly state they are doing so in their personal capacity, and not as a representative of the Advisory Body or the City.

Advisory Body and Commission Members shall refrain from using their position to unduly influence the deliberations or decisions of City commissions, boards or committees.

POLICY ROLE

Advisory Body and Commission Members shall respect and adhere to the Council-Manager structure of Paso Robles City government as provided in State law and the Municipal Code.

Advisory Body and Commission Members shall support the maintenance of a positive and constructive environment for residents, businesses, and City employees.

COMPLIANCE & ENFORCEMENT

Advisory Body and Commission Members themselves are primarily responsible for ensuring they understand and meet the ethical standards set forth herein.

¹ State laws governing conflicts of interest are written to ensure that actions are taken in the public interest. These laws are complex and fact dependent. Advisory Board Members should notify the City Manager if they have a question about the conflict of interest rules or should consult with the Fair Political Practices Commission for guidance in advance.

**EXHIBIT B
PASO ROBLES MUNICIPAL AIRPORT GOVERNANCE MATRIX**

FUNCTION	CITY STAFF		A-DRC	COMMISSION		CITY COUNCIL
	HANDLES	DRAFTS	RECOMMENDS	APPROVES	RECOMMENDS	APPROVES
Planning and Budgeting (Note 1)						
Master Plan (FAA)		X			X	X
Capital Improvement Plans		X			X	X
Local Project Planning		X	X		X	X
Airport Land Use Plan		X	X		X	X (ALUC Adopts)
Long-range Conceptual Planning		X	X		X	X
Operating and Capital Budget		X			X	X
Regulations (Note 2)						
Rules & Regulations		X			X	X
Minimum Standards		X			X	X
Enforcement	X					
Construction (Note 3)						
Development Design Standards		X			X	X
Project Design		X	X	X		
Grants and Contracts		X			X	X
Project Management	X					
Operations Interface	X					
Advertising and Promotion (Note 9)	X			X		
Marketing Planning	X				X	X
Leases (Notes 6)						
Leasing Policies		X			X	X
New Lease		X			X	X
Existing Lease Minor Modification	X					
Existing Lease Major Modification		X			X	X
Lease Management/Enforcement	X					
Special Events (Note 7)						
Application Review	X					
No Operations Impact	X					
Minor Operations Impact		X		X		
Budget or Major Operations Impact		X			X	X
Operations (Note 8)						
Flight Rules & Traffic Patterns	X					
General Maintenance	X					
Facility Inspection and Compliance	X					
Routine Operations	X					
Transient Use Agreement	X					

Notes:

1. FAA requires the Airport Master Plan document to be adopted by City Council. Additional planning documents are reviewed and recommended by the Airport - Development Review Committee (which may be the Planning Commission DRC) to their appropriate governing bodies.
2. The Commission reviews, amends and recommends appropriate airport regulations. Regulations are then implemented under the Airport Manager authority granted in the City Ordinance.
3. Initial planning of construction projects occurs under the Capital Improvement planning process. The specifics of project scope and design are reviewed and recommended by the Airport - Development Review Committee. The City Council is required to accept the grant funding and execute associated documents and also approve construction contracts. Various engineering and actual project management functions that are beyond City Staff capabilities and resources are assigned to contract engineers and inspectors to function on behalf of the City.
4. Airport promotion and advertising is a Commission function to recommend with final approval by the City Council. Staff is then responsible to implement programs as resources allow. (See Notes 9 & 11)
5. Staff or appointed professional negotiate leases based on City Lease Policy adopted by the City Council. City Council reviews and approves leases. City Council may seek advice from the Airport Commission as to whether the overall concept of any particular lease is an appropriate fit for that location on the Airport.
6. Minor modifications to existing lease agreements can be drafted and executed by staff per the authority granted in the lease agreement. Major modifications, after review by staff require City Council approval to execute the required documents.
7. Small events requiring little or no modification to routine operations can be approved by staff if all insurance and other permit requirements are met. Events requiring minor changes to traffic pattern and other operations procedures require Commission approval. Events which require major changes, including airport closure, contractual agreements with the event organizers (e.g., Airshow), or expenditure of City/Airport funds require City Council approval.
8. City/Airport Staff is expected to handle all routine operations functions on a daily basis. Updates should be provided to the commission on items that affect the long-term operation of the airport. Airport Regulations identify an appeal process where decisions and/or enforcement action by staff may be challenged before the Commission if requested.
9. All actions by the Commission – whether recommendation or approval – require staff implementation – either directly or via report to the City Council or other outside agency. Staff is also responsible to assure that each item complies with applicable legal, fiscal, and/or City procedural policies and mandates.