

Santa Cruz County Coastal Rail Board Meeting

AGENDA

**Thursday, April 2, 2026
9:00 a.m.**

In-Person Meeting

Watsonville City Council Chambers
275 Main Street, Fourth Floor
Watsonville, CA 95076

Remote Participation (see page 5 for more information)

RTC Zoom

<https://us02web.zoom.us/j/89597173447>

Dial-in: +1 312 626 6799

Webinar ID: 895 9717 3447

Accessibility: See last page for details.

En Español: Para servicios de traducción al español, diríjase a la última página.

Agendas Online: <https://www.sccrtc.org/meetings/regional-transportation-commission/agendas/>

BOARD MEMBERSHIP

City of Capitola	Gerry Jensen
City of Santa Cruz	Fred Keeley
City of Scotts Valley	Steve Clark
City of Watsonville	Eduardo Montesino
County of Santa Cruz	Felipe Hernandez
County of Santa Cruz	Justin Cummings
County of Santa Cruz	Kimberly DeSerpa
County of Santa Cruz	Manu Koenig
County of Santa Cruz	Monica Martinez
Santa Cruz Metropolitan Transit District	Rebecca Downing
Santa Cruz Metropolitan Transit District	Fabian Leonor
Santa Cruz Metropolitan Transit District	Shebreh Kalantari-Johnson
Caltrans (ex-officio)	Scott Eades

The majority of the board constitutes a quorum for the transaction of business.

1. Roll call

2. Additions or deletions to consent or regular agendas
3. Oral communications

Any member of the public may address the Board on any item within the jurisdiction of the Board that is not already on the agenda. The Board will listen to all communication, but in compliance with State law, it may not take action on items that are not on the agenda.

Speakers are requested to state their name clearly so that it can be accurately recorded in the minutes of the meeting.

CONSENT AGENDA

All items appearing on the consent agenda are considered to be minor or non-controversial and will be acted upon in one motion if no member of the Board or public wishes an item be removed and discussed on the regular agenda. Members of the Board may raise questions, seek clarification or add directions to consent agenda items without removing the item from the consent agenda as long as no other Board members objects to the change.

No consent items

REGULAR AGENDA

4. Adopt Bylaws and Appoint Officers for Santa Cruz County Coastal Rail, a Non-Profit Corporation
(Bella Kressman, Real Property Specialist)
 - a. Staff Report
 - b. Resolution – Bylaws
 - c. Resolution - Appointments

5. Next meetings

The next Santa Cruz County Coastal Rail meeting is scheduled for May 7, 2026 at 9:00a.m. at the Watsonville City Council Chambers, located at 275 Main Street, Watsonville, CA 95076.

HOW TO REACH US

Santa Cruz County Coastal Rail
1101 Pacific Avenue, Suite 250 Santa Cruz, CA 95060
phone: (831) 460-3200 / email: info@scrtc.org

LIVE BROADCASTS

Meetings of the SCCCR are broadcast live by Community Television of Santa Cruz. More information about channels and schedule can be found online (www.communitytv.org) or by calling (831) 425-8848.

AGENDA PACKETS

Complete agenda packets and all documents relating to items on the open session are posted online at <https://sccrtc.org> at least 72 hours prior to the meeting. Sign up for E-News updates at sccrtc.org/about/esubscriptions/

COMMENTS FROM THE PUBLIC

Items on the agenda: Written comments received by 9:00 a.m. on Wednesday before the meeting will be posted to the RTC website by 2:00 p.m. that same afternoon to allow time for Board Member review. The opportunity to make oral comments is offered prior to the discussion period of each item.

Items not on the agenda: The opportunity to make oral comments to the Board on such topics is offered during Oral Communications.

REMOTE PARTICIPATION

The public may participate in the meetings of the Santa Cruz County Coastal Rail (SCCCR) in person or remotely via the provided Zoom link. If technical difficulties result in the loss of communication for remote participants, the RTC will work to restore the communication; however, the meeting will continue while efforts are being made to restore communication to the remote participants. Members of the public participating by Zoom are instructed to be on mute during the proceedings and to speak only when public comment is allowed, after requesting and receiving recognition from the Chair.

PARTICIPACIÓN REMOTAMENTE

El público puede participar en las juntas de el Ferrocarril Costero del Condado de Santa Cruz (SCCCR) en persona o remotamente a través del enlace Zoom proporcionado. Si problemas técnicos resultan en la pérdida de comunicación con quienes participan remotamente, la RTC hará lo posible por restaurar la comunicación. Pero, la junta continuara mientras se hace lo posible por restaurar la comunicación con quienes participan remotamente. A los miembros del público que participan por Zoom se les indica que permanezcan en silencio durante los procedimientos y que hablen solo cuando se permitan comentarios públicos, después de solicitar y recibir el reconocimiento del presidente.

ACCESSIBILILTY

The Santa Cruz County Regional Transportation Board does not discriminate on the basis of disability and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. This meeting location is an accessible facility. If you wish to attend this meeting and require

special assistance in order to participate, please contact SCCCR staff at 460-3200 (CRS 800/735-2929) at least three working days in advance of this meeting to make arrangements. People with disabilities may request a copy of the agenda in an alternative format. As a courtesy to those persons affected, please attend the meeting smoke and scent-free.

SERVICIOS DE TRADUCCIÓN/ TRANSLATION SERVICES

Si gusta estar presente o participar en esta junta del SCCCR y necesita información o servicios de traducción al español por favor llame por lo menos con tres días laborables de anticipo al (831) 460-3200 para hacer los arreglos necesarios. (Spanish language translation is available on an as needed basis. Please call (831) 460-3200 at least three days in advance to make advance arrangements.

TITLE VI NOTICE TO BENEFICIARIES

The SCCCR operates its programs and services without regard to race, color and national origin in accordance with Title VI of the Civil Rights Act. Any person believing to have been aggrieved by the RTC under Title VI may file a complaint by contacting the SCCCR at (831) 460-3200 or 1101 Pacific Avenue, Suite 250, Santa Cruz, CA 95060 or online at www.sccrtc.org. A complaint may also be filed directly with the Federal Transit Administration to the Office of Civil Rights, Attention: Title VI Program Coordinator, East Building, 5th Floor-TCR, 1200 New Jersey Ave., SE, Washington, DC 20590.

AVISO A BENEFICIARIOS SOBRE EL TITULO VI

El SCCCR conduce sus programas y otorga sus servicios sin considerar raza, color u origen nacional de acuerdo al Titulo VI del Acta Sobre los Derechos Civiles. Cualquier persona que cree haber sido ofendida por la RTC bajo el Titulo VI puede entregar queja con la RTC comunicándose al (831) 460-3200 o 1101 Pacific Avenue, Suite 250, Santa Cruz, CA 95060 o en línea al www.sccrtc.org. También se puede quejar directamente con la Administración Federal de Transporte en la Oficina de Derechos Civiles, Atención: Coordinador del Programa Titulo VI, East Building, 5th Floor-TCR, 1200 New Jersey Avenue, SE, Washington, DC 20590.

DATE: April 2, 2026

TO: Santa Cruz County Coastal Rail Board

FROM: RTC Staff

RE: Adopt Bylaws and Appoint Officers for Santa Cruz County Coastal Rail, a Non-Profit Corporation.

RECOMMENDATIONS

Staff recommends that the Board of Directors:

1. Adopt a Resolution (Attachment 1) approving the Adoption of Bylaws (Exhibit A to Attachment 1) for Santa Cruz County Coastal Rail, a 501(c)(4) Non-Profit Corporation providing Rail Services for the Santa Cruz Branch Rail Line; and
 2. Adopt a Resolution (Attachment 2) appointing the Chairperson, Vice-Chairperson, and Secretary of the Board to serve as Officers for the Santa Cruz County Coastal Rail Non-Profit Corporation
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BACKGROUND

On March 19, 2026, the Santa Cruz County Regional Transportation Commission (RTC) formed a 501(c)(4) social welfare non-profit subsidiary entity to support rail operations and to serve as the operating or non-operating common carrier for all or most of the Santa Cruz Branch Rail Line.

This action, established the framework under which the Santa Cruz County Coastal Rail (SCCCR) would be created to support RTC's goals, including freight rail, passenger rail, trail, and Zero Emission Passenger Rail and Trail (ZEPRT)-related activities.

Completion of the organizational structure requires the adoption of Bylaws that define governance, authority, responsibilities, and administrative procedures and appointments of the Chairperson, Vice-Chair, Secretary of the Board, and other such officers (Officers) to accomplish the purposes of the SCCCR.

DISCUSSION

The proposed Bylaws set forth essential governance components for the SCCCRC, including:

- The purpose of the organization as aligned with SCCRTC-approved rail responsibilities;
- The composition, powers, and duties of the Board of Directors;
- Officer roles and annual appointments;
- Meeting procedures consistent with the Ralph M. Brown Act and the California Conflict of Interest Laws;
- Recordkeeping and Public Records Act compliance;
- Indemnification and insurance provisions;
- Operational and administrative requirements; and
- Amendment procedures.

The Bylaws ensure that the SCCCRC functions in a manner consistent with:

- California Corporations Code;
- 501(c)(4) social welfare organizational requirements;
- SCCRTC-established policies; and
- Public transparency and accountability provisions.

Adoption of the attached Bylaws (Exhibit A to Attachment 1) will allow the organization to proceed with contracting, administration, rail operations support, the formal establishment of governance procedures, and appointment of Officers to the Board of the SCCCRC.

The SCCCRC must appoint officers to carry out the business and affairs of the non-profit corporation, including Chairperson, Vice-Chair, Secretary of the Board, and other such officers from time to time as designated by the Board. Officers must be Board Members and will be chosen annually for a term of one year, or until their successors are elected and qualified, and will perform all duties as stipulated in the Bylaws to achieve the purposes of the SCCCRC. Upon approval of the Resolution (Attachment 2) the Officers of the Board will be comprised of the following individuals, with the appointment of Secretary to be selected by the Board at the first meeting:

- Chairperson of the Board: Eduardo Montesino
- Vice-Chairperson of the Board: Steve Clark
- Secretary: (to be selected)

Staff recommends that the Board adopt the Bylaws and appoint Officers through approval of the accompanying Resolutions, (Attachments 1 & 2).

FISCAL IMPACT

There is no direct fiscal impact associated with adopting the Bylaws and appointing Officers to the SCCCR Board. Administrative and operational costs associated with the SCCCR are anticipated to be funded through future SCCRTC-approved budgets, cooperative agreements, or other rail revenue mechanisms as authorized under the Bylaws.

SUMMARY

Adoption of the Bylaws is a required step in formally establishing the SCCCR as the non-profit corporation and subsidiary entity authorized by SCCRTC on March 19, 2026. The Bylaws define governance structure, responsibilities, procedures, and legal compliance necessary for the organization to operate effectively. Appointing Officers to the SCCCR Board will allow elected individuals to carry out the business and affairs of the non-profit corporation.

Staff recommends approval of the Resolutions adopting the Bylaws and appointing Officers to enable the SCCCR to begin functioning as intended.

ATTACHMENTS

1. Resolution
 - a. SCCCR Bylaws
2. Resolution
 - a. Appointments

RESOLUTION NO.

Adopted by the Santa Cruz County Coastal Rail Board
on the date of April 2, 2026
on the motion of Director
duly seconded by Director

A RESOLUTION AUTHORIZING THE ADOPTION OF BYLAWS FOR SANTA CRUZ COUNTY COASTAL RAIL, A 501(C)(4) NON-PROFIT CORPORATION PROVIDING RAIL SERVICES FOR THE SANTA CRUZ BRANCH RAIL LINE

WHEREAS, on March 19, the Santa Cruz County Regional Transportation Commission (SCCRTC) authorized the formation of a 501(c)(4) social welfare non-profit subsidiary entity under the item titled "Authority to Form a 501(c)(4) Social Welfare Non-Profit Corporation as a Subsidiary Entity to Provide Rail Services and Serve as the Common Carrier for All or Most of the Santa Cruz Branch Rail Line"; and

WHEREAS, Santa Cruz County Coastal Rail, established pursuant to that authorization, requires bylaws to govern its structure, operations, and activities; and

WHEREAS, draft Bylaws have been presented to the Board of Directors, setting forth provisions regarding the organization's name and principal office, purpose, limitations, Board of Directors structure and authority, meetings, officers, committees, indemnification, records, operations, administration, and amendment procedures; and

WHEREAS, the Board of Directors has reviewed the proposed Bylaws and finds them to be consistent with the organization's formation documents, applicable provisions of the California Corporations Code, the Ralph M. Brown Act, the California Public Records Act, and the organization's purpose of promoting social welfare, including operation, maintenance, preservation, and enhancement of the Santa Cruz Branch Rail Line.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors of Santa Cruz County Coastal Rail hereby adopts the Bylaws of Santa Cruz County Coastal Rail in the form presented at this meeting; and

BE IT FURTHER RESOLVED THAT the Chairperson, Vice-Chairperson, and Secretary are authorized and directed to take all actions necessary to implement, consistent with Board Direction, and maintain the Bylaws, including making them available at the organization's principal office and ensuring compliance with all applicable laws; and

BE IT FURTHER RESOLVED THAT the Secretary or Clerk of the Board is directed to insert the adopted Bylaws into the official records and to certify this resolution as

part of the official minutes of the organization.

AYES: DIRECTORS

NOES: DIRECTORS

ABSTAIN: DIRECTORS

Eduardo Montesino, Chair

ATTEST:

Sarah Christensen, Clerk

Distribution: RTC Admin

**Bylaws of
Santa Cruz County Coastal Rail
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is “Santa Cruz County Coastal Rail”. The principal office for the transaction of the affairs and activities of this corporation shall be located in the County of Santa Cruz. The Board of Directors may change the location of the principal office.

**ARTICLE II
PURPOSE**

Section 1: General Purpose. The purpose of this corporation is to operate as a 501(c)(4) social welfare non-profit corporation established on behalf of the Santa Cruz County Regional Transportation Commission (SCCRTC) to provide rail services for the SCCRTC by serving as the operating or non-operating common carrier of the Santa Cruz Branch Rail Line to facilitate and provide passenger rail and freight rail services for the benefit of the public and provide functions to manage, operate, maintain, and improve the rail property as necessary.

Section 2: Specific Purposes. The corporation is authorized to conduct all activities, including as provided in California Corporations Code Section 7140 and Title 26 United States Code Section 501(c)(4), necessary or convenient to accomplish the foregoing general purpose and the following specific purposes:

- A. Promote social welfare, including rail infrastructure operation, maintenance, and enhancement in Santa Cruz County.
- B. Direct net earnings exclusively to advance the social welfare of the communities served by SCCRTC, including but not limited to activities supporting transportation, rail operations, infrastructure maintenance, public mobility, environmental stewardship, and other public purposes consistent with operation, maintenance, preservation, or enhancement of the Santa Cruz Branch Rail Line.
- C. Serve as an operating or non-operating common carrier for passenger and freight rail on the Santa Cruz Branch Line;
- D. Assist the SCCRTC in implementing the Zero Emission Passenger Rail and Trail (ZEPRT) Project and other rail projects;

**ARTICLE III
LIMITATIONS**

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its Directors and officers and is organized solely for the promotion of social welfare. No part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer or to any individual. Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities of this Corporation, the remaining assets shall be distributed to SCCRTC or a nonprofit fund, foundation or corporation so that the original purposes can be carried out, as nearly as possible.

**ARTICLE IV
MEMBERS**

Section 1: Definitions. This corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §7332(a).

**ARTICLE V
DIRECTORS**

Section 1: Number. The corporation shall have twelve (12) Directors. Each Director shall have one vote.

Section 2: Tenure. Each director of the corporation shall serve in that role during the time that Director serves as a SCCRTC Commissioner.

Section 3: Criteria. Each SCCRTC Commission Member shall be eligible to and shall serve as a Director only during their term as an SCCRTC Commissioner. No other person may serve as a Director. Each Director may have one alternate who shall be the person designated as Alternate Commissioner for the SCCRTC Commissioner.

Section 4: Initial Appointment. The initial members of the Board of Directors shall be appointed by the incorporator of the corporation. The initial members of the Board of Directors shall be the currently appointed Commissioners for the SCCRTC.

Section 5: Reserved.

Section 6: Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the

direction of, the Board.

Section 7: Specific Powers. Without prejudice to the general powers set forth in Articles II, Section 2 and V, Section 6 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- A. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, consultants, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- B. Change the principal office or the principal business office in the County of Santa Cruz from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in the County of Santa Cruz for holding any meeting of Directors.
- C. Contract with SCCRTC for administrative services to negotiate, amend, administer, manage, and terminate agreements related to freight easement, rail property, and rail assets, facilities, and infrastructure, including but not limited to operator agreements, crossing agreements, right-of-entry agreements, leases, maintenance of way contracts, and other agreements to achieve the purposes of Santa Cruz County Coastal Rail;
- D. Assist the SCCRTC in implementing the Zero Emission Passenger Rail and Trail (ZEPRT) Project and other rail and multi-modal trail projects within the Santa Cruz Branch Line Rail right-of-way.
- E. Comply with Surface Transportation Board requirements, federal railroad laws, federal railroad employment retirement laws, and other applicable federal and state regulations;
- F. Perform all other acts and exercise all lawful powers in order to implement passenger and freight rail; .
- G. Contract with other rail operators;
- H. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities;
- I. Enter into cooperative agreements with SCCRTC;
- J. Prepare annual budgets for review by SCCRTC and make expenditures consistent with approved budgets;
- K. File and respond to litigation;
- L. Obtain insurance as required by any agreements or determined appropriate by the Board; and,
- M. Accept and convey real property interests including land and easement conveyances, leases, licenses, encroachment permits and right-of-entry agreements.

Section 8: Occurrence of Vacancies. A vacancy or vacancies on the Board shall occur in the event of:

- A. The death, removal or resignation of any Director; or
- B. The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty arising under Corporations Code §7238 or other applicable laws; or
- C. The end of Director’s service as a SCCRTC Commissioner or Commission Alternate; or, A Board member no longer being authorized to represent the jurisdiction they were appointed to represent; or

Section 9: Reserved.

Section 10: Compensation and Reimbursement. Directors shall serve as volunteers and shall not be compensated. Directors may be reimbursed for expenses, as the Board may establish by resolution to be just and reasonable to the Corporation at the time that the resolution is adopted.

Section 11: Duties. Each Director shall perform the duties of a Director, including duties as a member of any committees on which the Director serves, in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be able to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

- A. One or more officers, employees or consultants of the Corporation whom the Director believes to be reliable and competent on the matters presented;
- B. Counsel, independent accountants, or other persons as to matters which the Directors believes to be within such person's professional or expert competence;
- C. A committee of the board on which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidences, so long as in any such case the Director acts in good faith, after reasonable inquiry, when the need therefore if indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted; or
- D. A person who performs the duties of Director in accordance with this section shall have no liability based on any alleged failure to discharge the person's obligations as Director.

Section 12: Conflicts of Interest. Directors shall be subject to all conflict-of-interest requirements under the California Political Reform Act, Government Code Section 1090

et. seq. and other applicable California laws related to potential conflicts of interest for public officials of transportation agencies and authorities.

ARTICLE VI MEETINGS

Section 1: Annual Meeting. The annual meeting of the Corporation shall be held at such time in the first quarter of the fiscal year as the Board may fix from time to time. At the annual meeting, the Chairperson, Vice-Chair, and Secretary of the Board shall be elected and other business may be transacted, subject to the provisions of these Bylaws. Notice of the annual meeting shall be made in compliance with the Ralph M. Brown Act (Government Code Section 54950 et seq. Each notice shall state the general business to be transacted, and the day, time and place of the meeting.

Section 2: Board of Directors Regular Meetings. The Board shall meet quarterly on dates agreed upon by the Board. Notice of regular meetings shall be posted made in compliance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board or any three Directors. Notice of special meetings shall be given to each Director stating the time, place, and business to be discussed at least twenty-four hours before the time of the meeting specified in the notice. Notice shall be delivered to the Board personally or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location in accordance with the requirements of the Ralph M. Brown Act.

Section 4: Notice of Meetings. Notice of all meetings will be given in accordance with the provisions of the Ralph M. Brown Act, Government Code §54950 et. seq. and posted at standard locations for posting of SCCRTC notices. The noticing provisions in these Bylaws shall be subject to revised terms of the Ralph M. Brown Act as such revisions may occur in the future.

Section 5: Place of Meetings. All meetings of the Corporation shall be held at such location in the County of Santa Cruz as may be determined by the Board.

Section 6: Telephonic or Video Appearance. Teleconferencing or video appearance, as authorized by §54953 of the Ralph M. Brown Act may be used for all purposes in connection with meetings. All votes taken during a teleconferenced or videoconference meeting shall

be by roll call. If teleconferencing is used, the Board shall post agenda at all teleconference locations and conduct teleconference meetings in a manner that protects that statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting, and each teleconference location shall be accessible to the public. Consistent with Government Code §54953, individual Directors may participate remotely under “just cause” or “emergency circumstances,” without the requirement to make their teleconference location public, provided that all procedural requirements of §54953 are followed, including limitations on frequency of remote participation, disclosure of circumstances, two-way audiovisual participation, and public access. During the teleconference, at least a quorum of the members of the Board shall participate from locations with the boundaries of Santa Cruz County. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to §54954.3 at each teleconference location.

Section 7: Quorum. At any meeting of the Board, a majority of the members of the Board shall constitute a quorum. If less than a quorum is present at a meeting, a majority of the Directors present or the Clerk of the Board may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. There shall be no voting by proxies or voting by absentia.

ARTICLE VII OFFICERS

Section 1: Offices Held. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and such other officers as the Board may from time to time designate. All officers shall be members of the Board. Any number of offices may be held by the same person. The officers of the Corporation shall also serve on the executive committee of the corporation.

Section 2: Election of Officers. The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board.

Section 3: Term of Office for Officers. All officers shall be elected for a term of one year or until their successors are elected and qualified.

Section 4: Appointment of Other Officers. The Board may appoint and authorize the Chairperson or another officer to appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Board.

Section 5: Removal of Officers. The Board may remove any officer with or without cause.

Section 6: Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 7: Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 8: Responsibilities of Chairperson. The Chairperson shall preside at all meetings and have such other powers and duties as the Board or these Bylaws may require.

Section 9: Responsibilities of Vice-Chairperson. The Vice-Chairperson shall assume the duties of the Chairperson in his or her absence, and shall have such other powers and duties as the Board or these Bylaws may require.

Section 10: Responsibilities of Secretary. The Secretary of the Corporation shall have the following responsibilities:

- A. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; and the names of persons present at Board and committee meetings.
- B. The Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- C. The Secretary shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.
- D. The Secretary shall maintain, or cause to be maintained, the Corporation's records in accordance with the requirements of the California Public Records Act, Government Code §6250 et seq.
- E. The duties set forth hereinabove for the Secretary may be completed with assistance from the Clerk of the Board.

Section 11: Responsibilities of Treasurer. The Treasurer of the Corporation, as designated by the Board, shall have the following responsibilities:

- A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- B. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; shall disburse the corporation's funds as the Board may order; shall render to the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 12: Prohibition on Contracts with Directors. No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation.

ARTICLE VIII COMMITTEES

Section 1: Establishment. The Board, upon recommendation from the Chairperson, and approval by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors but less than a quorum, to serve at the pleasure of the Board. The Board, upon and following a recommendation by the Chairperson, may appoint one or more Directors as alternate members of such committee, who may replace any absent member at any meeting.

Section 2: Executive Committee. Pursuant to Article VII of these Bylaws, the Board shall appoint two or more Directors of the Corporation to serve as the executive committee of the Board. All actions of the executive committee shall be reported to and ratified by the Board at the next duly scheduled Board meeting.

Section 3: Reserved.

Section 4: Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of committees and calling of special meetings of committees may be set either by Board resolution, or if none, by resolution of the committee. Notice of committee meetings will be given in

accordance with the provisions of the Ralph M. Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act. The Board may adopt rules for governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

**ARTICLE IX
INDEMNIFICATION AND INSURANCE**

Section 1: Indemnification.

- A. To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, and may indemnify employees, consultants and other persons described in the Corporations Code, including persons formerly occupying such positions, 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 the Corporations Code, 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 the Corporations Code. "Expenses," as used in these Bylaws, shall have the same meaning as in the Corporations Code.
- B. To the fullest extent permitted by law including California Corporations Code Section 7237, this Corporation shall indemnify, defend (with counsel acceptable to the SCCRTC), and hold harmless SCCRTC and its elected and appointed officers, officials, employees, agents, contractors and consultants (collectively, the "SCCRTC Indemnitees") from and against any and all liability, loss, damage, claims, expenses and costs (including, without limitation, attorneys' fees and costs of litigation) (collectively, "Liability") of every nature arising out of or in connection with work performed for SCCRTC under the Cooperative Agreement between SCCRTC and the Board
- C. On written request to the Board by any person seeking indemnification under the Corporations Code, the Board shall promptly decide under that code whether the applicable standard of conduct set forth has been met, and if so the Board shall authorize indemnification.
- D. 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 these Bylaws in defending any proceeding covered by these Bylaws 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 found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 2: Insurance. This Corporation shall have the right, and shall use its best efforts,

to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, consultants and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such. In addition, this Corporation shall procure insurance as required in the Cooperative Agreement between SCCRTC and this Corporation.

**ARTICLE X
RECORDS**

Section 1: Maintenance. This Corporation shall keep all of the following records, either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two:

- A. Adequate and correct books and records of account; and
- B. Minutes of the proceedings of its board and committees.

Section 2: Inspection by Directors. Every Director shall have the absolute right, at any reasonable time, to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 3: Articles and Bylaws. This Corporation shall keep, at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 4: Annual Reports. The Secretary of the corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The Secretary shall keep, or cause to be kept, copies of all annual reports with the corporation's records.

- A. Annual Report. The annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. This section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:
 - a. A balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records; and
 - b. Any other information required by these Bylaws or the Board.

Section 5: Annual Statement. As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and furnish to its Directors a statement of any transaction or indemnification of the kinds in subparagraph B below within 120 days after the end of the Corporation's fiscal year.

- A. The statement shall include:
 - a. A brief description of the transaction;
 - b. The names of interested persons involved and their relationship to the Corporation;
 - c. The nature of interested persons in the transaction;
 - d. The amount of the interested persons' interest, except that in a partnership in which such person is a partner, only the partnership interest need be stated.
- B. Transactions included in the statement shall be those transactions:
 - a. To which the Corporation was a party; and,
 - b. Which involved more than \$10,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$10,000.

ARTICLE XI OPERATIONS AND ADMINISTRATION

Section 1: Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

Section 2: Funds. All funds of the Corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine. Deposit balances shall not exceed the Federal Deposit Insurance Corporation insured limit. All checks, drafts, endorsements, notes and evidence of indebtedness of the corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board may determine from time to time.

Section 3: Contracts. The Chairperson or any other officer or agent specifically authorized by the Board may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the Corporation.

Section 4: Brown Act Compliance. The Board will comply with the provisions of Government Code §54950 through and including §54961. To the extent that any

provisions of these Bylaws are inconsistent with the Ralph M. Brown Act, the provisions of said Act shall prevail. In the event the Corporation does not meet the requirements of Government Code §54952(c), then the Board will not endeavor to meet the requirements of the Brown Act.

ARTICLE XII AMENDMENT

Except as otherwise provided herein, and subject to the power of Directors to amend or repeal the Bylaws, these Bylaws may be altered, amended or repealed. Bylaws may be adopted by an affirmative vote of a majority of the Directors present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed revision(s) and explanation(s) therefore, be given not less than 7 days prior to such meeting.

RESOLUTION NO.

Adopted by the Santa Cruz County Coastal Rail Board
on the date of April 2, 2026
on the motion of Director
duly seconded by Director

A RESOLUTION AUTHORIZING THE APPOINTMENT OF CHAIRPERSON, VICE-CHAIRPERSON, AND SECRETARY OF THE BOARD TO SERVE AS OFFICERS FOR THE SANTA CRUZ COUNTY COASTAL RAIL NON-PROFIT CORPORATION

WHEREAS, on March 19, 2026, the Santa Cruz County Regional Transportation Commission (SCCRTC) authorized the formation of a 501(c)(4) social welfare non-profit subsidiary entity;

WHEREAS, the Santa Cruz County Coastal Rail (SCCCR), is established pursuant to that authorization and must appoint officers to carry out the business and affairs of the non-profit corporation, including Chairperson, Vice-Chair, Secretary of the Board, and other such officers from time to time as designated by the Board (Officers);

WHEREAS, the SCCCR Bylaws set forth the provisions for electing Officers of the SCCCR, which shall be chosen annually by the Board for a term of one year or until their successors are elected and qualified;

WHEREAS, the SCCCR Bylaws describe the responsibilities for each Officer, for which Officers are authorized and directed to perform all duties and exercise all powers within their office to further the Corporation's purpose and in accordance with the SCCCR Bylaws;

WHEREAS, the Officers are authorized to take actions and execute documents as necessary or appropriate to carry out the intent of the purpose of the SCCCR.

THEREFORE, BE IT RESOLVED BY THE SANTA CRUZ COUNTY COASTAL RAIL THAT The Board of Directors of the Santa Cruz County Coastal Rail hereby appoints the following individuals to serve in accordance with the Corporation's Bylaws and until their successors are duly elected and qualified or until their earlier resignation or removal:

- Chairperson of the Board: Eduardo Montesino
- Vice-Chairperson of the Board: Steve Clark
- Secretary: _____

AYES: DIRECTORS

NOES: DIRECTORS

ABSTAIN: DIRECTORS

Eduardo Montesino, Chair

ATTEST:

Sarah Christensen, Clerk

Distribution: RTC Admin