

**MCKINLEY COUNTY ELECTRIC GENERATING
FACILITY ECONOMIC DISTRICT**

BYLAWS

These Bylaws, as may be amended and supplemented from time to time, are made for the purpose of managing the affairs of the McKinley County Electric Generating Facility Economic District, an electric generating facility economic district formed pursuant to the Act, and the District Ordinance.

**ARTICLE 1
DEFINITIONS**

Section 1.1 Capitalized terms shall have the definitions assigned in this section. In addition, capitalized terms not defined in this section shall have the meanings assigned in the Act and District Ordinance, unless the context clearly requires otherwise.

"Act" means the Electric Generating Facility Economic District Act, NMSA 1978, Sections 71-10-1 to -11 (2020), and as may be amended and supplemented from time to time.

"Authority" means the McKinley County Electric Generating Facility Economic District Authority, the governing body of the District.

"Commission" means the McKinley County Board of County Commissioners, the governing body of the County.

"County" means McKinley County, New Mexico.

"District" means the McKinley County Electric Generating Facility Economic District, as authorized by the Act, and the District Ordinance.

"District Obligations" means bonds, notes and other obligations issued by the District for the purposes and in the manner authorized by the Act and the District Ordinance.

"District Ordinance" means McKinley County Ordinance No. 2020-DEC-06, adopted on December 8, 2020, and as amended from time to time.

"Inspection of Public Records Act" means NMSA 1978, Sections 14-2-1 to -12 (1974, as amended through 2019), and as may be amended and supplemented from time to time.

"Member" means a member of the Authority.

“Open Meetings Resolution” means the McKinley County Electric Generating Facility Economic District Resolution No. 2020-DEC-001, or such subsequent resolution of the Authority, which is approved at least annually.

“Project” means the use of District property to create jobs and foster economic development in all areas the Authority deems appropriate and in the public welfare.

“State” means the State of New Mexico.

ARTICLE 2

OFFICES

Section 2.1 Principal Office. The principal office for the transaction of business of the District shall be at the located at the [TBD]. The Authority is hereby granted authority to change the place of the principal office to another location within the County, and to hold meetings of the Authority at any location deemed appropriate by the Authority.

ARTICLE 3

AUTHORITY MEETINGS

Section 3.1 Place of Meetings. Meetings of the Authority shall be held at the place and time set forth in a meeting notice.

Section 3.2 Annual Meetings; Schedule; Purpose of Meetings in First Year of Operation. The Authority shall adopt an annual meeting schedule at the first meeting of the Authority Meeting held in each calendar year. The first annual meeting schedule shall provide that meetings shall be held for the following purposes, among other things:

A. At an initial meeting to be held on December 28, 2020, to do, among other things, the following:

- (i) elect officers;
- (ii) adopt organizational documents for the District, including bylaws, an open meetings resolution and a schedule of additional meetings to be held in connection with the District's first full year of existence and operation;
- (iii) take actions the Authority deems necessary for compliance with any applicable State and federal laws or Local Government Division and State Auditor Rules.

B. At subsequent meetings, to do, among other things, the following:

- (i) to take such additional action as may be necessary or desirable as authorized by or not inconsistent with the Act and the District Ordinance, including, but not limited to, managing the land and property constituting and associated with the

Authority within the District, including by imposing rental charges and fees for the use of that land and property.

C. Following the initial meeting held on December 28, 2020, the Authority shall meet at least [biannually] to, among other things, (i) make and pass orders and resolutions necessary for governing and managing the Authority and executing the powers of the Authority (ii) enter into contracts and agreements, (iii) acquire, dispose of or encumber real or personal property or interests in real or personal property, including leases and easements, (iv) establish standards and long-term developments plans, and (v) apply to public or private sources for a loan, grant, guarantee or other type of financial assistance.

Section 3.3 Notice of Meeting.

A. Regularly Scheduled Meetings. Notices of regularly scheduled meetings shall be provided in writing to each Member at least [ten (10)] days in advance of each meeting.

B. Special Meetings. Notices of special meetings shall be provided in writing to each Member at least [three (3)] days in advance of each meeting.

C. Emergency Meetings. Notices of emergency meetings shall be provided as far in advance as reasonably possible, in writing if possible, to each Member. Notices of emergency meetings shall be provided at least 24 hours in advance of each meeting, unless the nature of the emergency prevents such advance notice.

D. Public Meetings. Meetings of the Authority are open to the public. Notice of regular meetings shall be provided to the public as set forth in the Open Meetings Resolution.

ARTICLE 4 CONDUCT OF BUSINESS

Section 4.1 Powers. The Authority shall manage the affairs of the District and may take any and all actions necessary or convenient to carry out the powers and transactions authorized by or consistent with the Act and the District Ordinance. The Authority may take action through the ratification of administrative measures taken on behalf of the Authority by its employees, counsel and consultants and approved, at the time such measures are taken, by the Chairperson or Vice-Chair. Such approving Member shall cause written notice to be delivered to each and every other Member describing the administrative measure to be taken on behalf of the Authority. Such notice shall be delivered as promptly as possible following the approval by the Member of such action of the employee, counsel or consultant and may be delivered via electronic mail or U.S. Mail, postage paid, to the Members' most recent addresses appearing in the District's records or to such addresses as may otherwise be reasonably ascertained.

Section 4.2 Actions; Quorum. Actions of the Authority shall be authorized by vote of a majority of the quorum of Members. A majority of all the Members constitutes a quorum. All Members, except for the non-voting Member appointed by the governor pursuant to NMSA

1978, Section 71-10-4(D) (2020), shall be entitled to vote in connection with any action of the Authority. Any or all Members may attend meetings by conference telephone or other similar communications equipment when it is otherwise difficult or impossible for the Member to attend the meeting in person, provided that each Member participating telephonically or via similar communications equipment can be identified when speaking, all participants are able to hear each other at the same time and members of the public attending the meeting are able to hear any Members who speaks during the meeting.

Section 4.3 Officers.

A. Chairperson and Vice-Chair. The Chairperson shall preside at meetings of the Authority. In the Chairperson's absence, the Vice-Chair shall preside, and in the absence of both the Chairperson and Vice-Chair, the Treasurer shall preside.

B. Secretary. The Secretary shall keep or cause to be kept a book of minutes and a book of resolutions of the District at the principal office of the District or at such other location as the Authority may authorize. The Secretary shall attest the signature of the presiding officer on documents and instruments executed by the Authority, shall be responsible for issuing notices of meetings and other notices provided by the Authority, and shall otherwise be responsible for documenting the actions and proceedings of the Authority.

C. Treasurer. The Treasurer shall maintain adequate and correct accounts of District funds and transactions undertaken by the District; provided, that the District's transactions in connection with the issuance of District Obligations and expenditure of the proceeds of the District Obligations may be administered through a trustee. The Treasurer, in the absence of the Chairperson, shall be an authorized officer of the District to certify that work for which a payment request is made has been accomplished in a manner satisfactory to the District. The duties of the Treasurer and the Secretary may be assumed by a single Member.

Section 4.4 Vacancies. If a vacancy occurs on the Authority because of death, resignation or inability of a Member to discharge the duties of his or her office, the Board of County Commissioners for the county that initially appointed that Member shall appoint a Member to fill the vacancy, who shall hold office for the remainder of the unexpired term until a successor is appointed or elected.

Section 4.5 Appointment of Committees. The Authority may appoint an executive committee and such other committees from time to time as may be necessary or convenient to carry out the Authority's powers, consisting of at least two Members; provided, that actions requiring Authority approval, including, without limitation, the adoption of resolutions authorizing the issuance of District Obligations, shall not be delegated to committees.

Section 4.6 Delegation of Certain Authority. The Authority may delegate to individual officers, by resolution, authority to execute instruments, endorse checks and expend funds of the District for any purpose not inconsistent with the Act or the District Ordinance.

ARTICLE 5
DISTRICT RECORDS

Section 5.1 Records. The District shall maintain adequate records and documentation of its business and actions. The District is subject to the Inspection of Public Records Act.

ARTICLE 6
DISTRICT SEAL

Section 6.1 Seal. The Authority may provide a seal stating the District's name, state, and year of formation, which would be kept by the Secretary and used in the execution and attestation of resolutions adopted and instruments executed by the Authority on behalf of the District, provided that the absence of a seal shall not invalidate resolutions and instruments of the Authority, which have otherwise been executed by the presiding officer and attested by another member of the Authority.

ARTICLE 7
AMENDMENT OF BYLAWS

Section 7.1 Amendment. These Bylaws may be amended by majority vote of the Members, from time to time, in any manner not inconsistent with the Act or the District Ordinance.

Section 7.2 Record of Amendment. Any amendment to these Bylaws shall be included with the original Bylaws, along with the record of action taken by the Authority to enact such amendment.

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THESE BYLAWS ARE HEREBY ADOPTED as the Bylaws of the McKinley County Electric Generating Facility Economic District on this 28 day of December 2020.

MCKINLEY COUNTY ELECTRIC
GENERATING FACILITY ECONOMIC
DISTRICT AUTHORITY

Chairperson

ATTEST:

Secretary