

ORDINANCE NO. 905

AN ORDINANCE PROVIDING FOR THE APPOINTMENT AND REMOVAL OF OFFICERS OF THE MONTEREY PENINSULA AIRPORT DISTRICT, PROHIBITING INTERFERENCE WITH THE DISCRETION OF THE GENERAL MANAGER AND DISTRICT COUNSEL IN THE PERFORMANCE OF THEIR DUTIES, AND REPEALING ORDINANCE NO. 108

THE BOARD OF DIRECTORS OF THE MONTEREY PENINSULA AIRPORT DISTRICT DO ORDAIN AS FOLLOWS:

Section 1. Appointment and Removal of Officers. The General Manager and the District Counsel shall each be chosen and appointed by the affirmative vote of not less than three members of the Board of Directors. The General Manager and District Counsel shall each serve until their respective resignation or removal pursuant to the provisions of this section. The General Manager and District Counsel each serve at the pleasure of the Board of Directors, but may be removed only by (a) the affirmative vote of not less than four members of the Board of Directors if the removal is without cause or (b) the affirmative vote of not less than three members of the Board of Directors if the removal is for cause after notice and hearing as provided in section 2 below. All Deputy or Assistant Managers, the District Secretary, the District Auditor (i.e., the District's employed Controller, not any firm engaged to perform audit services for the District), and all other District employees shall be appointed and removed by the General Manager. The provisions contained in this section shall not be construed to mean that the Board of Directors is prohibited from hearing or acting upon any employee grievance made and conducted pursuant to and in accordance with any collective bargaining agreement entered into by the District or pursuant to any policies set forth in any employment policies or procedures manual or employee handbook adopted by the District.

Section 2. Notice and Hearing. In case of his or her intended removal, any officer identified in section 1 of this ordinance as being subject to removal by the Board of Directors shall be furnished with a written notice stating the Board of Directors' intention to remove him or her and the reasons therefore, at least thirty days before the effective date of his or her removal. Within seven days after the delivery to the officer of such notice, he or she may, by written notification to the Chairman of the Board of Directors or District Secretary, request a hearing before the Board of Directors. Thereafter, the Board of Directors shall fix a time for the hearing before the expiration of the thirty day period, at which the officer may appear and be heard, with or without counsel. After furnishing the officer with written notice of intended removal, the Board of Directors may suspend him or her from duty, but his or her compensation shall continue until his or her removal by resolution of the Board of Directors after the above-referenced hearing. In removing the officer other than for cause, the Board of Directors shall use its uncontrolled discretion, and its action shall not depend upon any particular degree of proof at the hearing, the purpose of which is to allow the officer to present to the Board of Directors his or her grounds of opposition to the removal prior to the Board of Directors' action.

Section 3. Limitation on Removal. No officer identified in Section 1 of this ordinance as being subject to removal by the Board of Directors may be removed from office

during or within a period of six months next succeeding (a) any election at which a new member of the Board of Directors is elected or (b) the time when a new member of the Board of Directors is appointed. After the expiration of the six month period, the provisions of Section 1 of this ordinance as to the removal of officers appointed by the Board of Directors shall apply and be effective.

Section 4. General Manager. The General Manager shall be the administrative head of the District. The General Manager shall have the following powers and duties:

- (a) To enforce all ordinances, rules and regulations of the District,
- (b) To enforce the provisions of all permits, leases and other contracts granted or entered into by the District,
- (c) To exercise all discretions reserved to the District and conferred upon the General Manager by any lease or contract of the District,
- (d) To exercise general supervision and control over all officers and employees appointed by him or her,
- (e) To exercise general supervision and control over all property of the District,
- (f) To attend all meetings of the Board of Directors unless excused by the Chairman of the Board or by two members of the Board,
- (g) To keep the Board of Directors advised as to the needs of the District,
- (h) To devote his or her entire time to the business and interests of the District,
- (i) To supervise the preparation of the annual budget of the District, to make recommendations to the Board of Directors with reference to the budget and with reference to the fiscal matters of the District, and
- (j) To possess such other powers and perform such additional duties as may be prescribed by the Board of Directors.

Section 5. District Counsel. The District Counsel shall be legal adviser to the Board of Directors and to all other officers of the District in matters pertaining to the business and affairs of the District. The District Counsel shall be an attorney-at-law admitted to practice as such before the Supreme Court of the State. The District Counsel shall have the following powers and duties:

- (a) To draft ordinances, resolutions, contracts and other legal documents and instruments required by the Board of Directors or the General Manager,
- (b) To attend all meetings of the Board of Directors unless excused by the Chairman of the Board or two members of the Board of Directors, and
- (c) To perform such other legal services as the Board of Directors or General Manager may direct and attend such meetings, hearings, conferences or conventions, as may be authorized or directed by the Board of Directors or the General Manager.

Section 6. District Secretary. The District Secretary shall be the custodian of records for the District. The District Secretary shall have the following powers and duties:

- (a) To attend all meetings of the Board of Directors unless excused by the General Manager and to keep a full and correct record of the proceedings of each meeting in a minute book,
- (b) To maintain a file of all ordinances, certifying that each ordinance has been published as required by law,

- (c) To keep a file or record of all resolutions passed by the Board of Directors,
- (d) To keep a record of all correspondence between the Board of Directors or the General Manager and third parties relating to the affairs and business of the District,
- (e) To keep the corporate seal of the District and to affix the seal to all instruments or writings requiring authentication,
- (f) To safely keep all records, documents, ordinances, resolutions, books and other papers and matters regularly delivered into the custody of the District Secretary or required by law to be filed with the District Secretary, and
- (g) To exercise such other powers and perform such additional duties as may be prescribed by the Board of Directors or the General Manager.

Section 7. Deputy or Assistant Manager(s). Under the direction of the General Manager, the Deputy or Assistant Manager(s) shall aid and assist the General Manager in the performance of his or her duties and in case of the absence from the District of the General Manager, or his or her temporary disability to act as such, the Deputy or Assistant Manager(s) shall possess the powers and discharge the duties of the General Manager during such absence or disability only, provided, however, that no Deputy or Assistant Manager shall have the authority to appoint or remove any officer or employee of the District, except with the formal approval of not less than three members of the Board of Directors.

Section 8. District Auditor (Controller). The District Auditor shall be the controller for the District. The District Auditor shall have the following powers and duties:

- (a) To install and maintain a system of auditing and accounting, consistent with generally accepted accounting principles, that competently reflects the financial condition of the District,
- (b) To prepare warrants, checks, electronic fund transfer authorizations and other instructions for payment of demands made against the District,
- (c) To safely keep and deposit all monies belonging to the District, and
- (d) Under the supervision and direction of the General Manager, to maintain records reflecting the financial condition of the District and under the direction and supervision of the General Manager to prepare and present to the Board of Directors an annual proposed budget for consideration and adoption by the Board of Directors.

Section 9. General Prohibitions Against Interference. No member of the Board of Directors shall, either directly or indirectly, interfere or attempt to interfere with the execution by the District Counsel, the General Manager or any of his or her subordinates of the powers and duties of any District officer or employee. No member of the Board of Directors shall, either directly or indirectly, give orders or instructions to any subordinates of the General Manager, either publicly or privately. Each member of the Board of Directors shall deal with the administrative service solely through the General Manager. The prohibitions contained in this section shall not be construed to mean that any member of the Board of Directors shall be prohibited from engaging in purely social conversations or contacting officers and employees of the District solely for the purpose of inquiry.

Section 10. Personnel Administration. No member of the Board of Directors shall, either directly or indirectly, order, direct, coerce, bring pressure to bear upon or attempt to order, direct, coerce or bring pressure to bear upon the General Manager or any of his or her subordinates relative to the appointment, promotion, removal or demotion of any District officer

or employee which is made by the General Manager or any of his or her subordinates, but prior to the making of any appointment or removal of any Assistant or Deputy General Manager or the head of any department, the General Manager shall advise the Board of Directors of his or her intention to do so. No member of the Board of Directors shall, either directly or indirectly, exact from any candidate for the position of General Manager any promise or assurance, or in any way intimate or suggest to such a candidate, that the candidate shall, if appointed as General Manager, appoint or employ, or that it is in any way expected that the candidate will appoint or employ, any person who has been or may be discussed, mentioned, referred to, approved, or in any way suggested by any member of the Board of Directors, as being fit or qualified to have or hold any position in, or do any work for, the District. Nor shall any member of the Board of Directors in any way, either directly or indirectly, by suggestion or otherwise, coerce or bring any pressure to bear upon the General Manager or any of his or her subordinates, either to appoint any particular person or persons or class of persons to any position that is or may be vacant, or to give employment of any kind to any such persons, or to discharge any person holding any position or doing any work for the District or under the General Manager or any of his or her subordinates. The prohibitions contained in this section shall not be construed to mean that any member of the Board of Directors shall be prohibited from informing the General Manager as to any fact known to such member which might assist the General Manager in appointing or employing competent, fit, and proper persons, or discharging any incompetent or unfit person previously appointed or employed; provided in each instance that the General Manager is in no way pressured or coerced toward taking any particular course of action. The prohibitions contained in this section shall not be construed to mean that the Board of Directors is prohibited from hearing or acting upon any employee grievance made and conducted pursuant to and in accordance with any collective bargaining agreement entered into by the District or pursuant to any policies set forth in any employment policies or procedures manual or employee handbook adopted by the District.

Section 11. District Contracting for Goods and Services. No member of the Board of Directors shall, either directly or indirectly, order, direct, coerce, bring pressure to bear upon or attempt to order, direct, coerce or bring pressure to bear upon the General Manager or any of his or her subordinates relative to the purchasing of or contracting for any equipment, supplies, materials or services from any particular person, firm or corporation which is made by the General Manager or any of his or her subordinates. No member of the Board of Directors shall, either directly or indirectly, exact from any candidate for the position of General Manager any promise or assurance, or in any way intimate or suggest to such a candidate, that the candidate shall, if appointed as General Manager, purchase or contract for any equipment, supplies, materials or services from any particular person, firm or corporation, or that it is in any way expected that the candidate will purchase or contract for any equipment, supplies, materials or services from any particular person, firm or corporation who or which has been or may be discussed, mentioned, referred to, approved, or in any way suggested by any member of the Board of Directors, as being fit or qualified to supply such equipment, supplies, materials or services, or do any work for, the District. Nor shall any member of the Board of Directors in any way, either directly or indirectly, by suggestion or otherwise, coerce or bring any pressure to bear upon the General Manager or any of his or her subordinates, either to discharge or discontinue the use of any vendor supplying any equipment, supplies, materials or services to or doing any work for the District or under the General Manager or any of his or her subordinates. The prohibitions contained in this section shall not be construed to mean that any member of the Board of Directors shall be prohibited from informing the General Manager as to any fact known to such member which might be of benefit to the General Manager in making an

advantageous purchase of equipment, supplies, materials or services; provided in each instance that the General Manager is in no way pressured or coerced toward taking any particular course of action. The prohibitions contained in this section shall not be construed to mean that the Board of Directors is prohibited from acting in an open-session meeting upon any contract for the purchase of equipment, supplies, materials or services which by law, established Board policy or existing contract must be brought before the Board of Directors for approval as a prerequisite to effectiveness.

Section 12. District Leases, Rental Agreements and Tenancy Approvals. No member of the Board of Directors shall, either directly or indirectly, order, direct, coerce, bring pressure to bear upon or attempt to order, direct, coerce or bring pressure to bear upon the General Manager or any of his or her subordinates relative to the leasing or renting of any District property to, or the approval or disapproval of any tenancy or subtenancy of or assignment to any particular person, firm or corporation which is made by the General Manager or any of his or her subordinates. No member of the Board of Directors shall, either directly or indirectly, exact from any candidate for the position of General Manager any promise or assurance, or in any way intimate or suggest to such a candidate, that the candidate shall, if appointed as General Manager, lease or rent, evict from or refuse to lease or rent any District property to, or approve or disapprove any tenancy or subtenancy of or assignment to any particular person, firm or corporation, or that it is in any way expected that the candidate will so act with respect to any particular person, firm or corporation who or which has been or may be discussed, mentioned, referred to, approved, or in any way suggested by any member of the Board of Directors. The prohibitions contained in this section shall not be construed to mean that any member of the Board of Directors shall be prohibited from informing the General Manager as to any fact known to such member which might be of benefit to the General Manager in making an advantageous lease or rental of District property; or which might assist the General Manager in making appropriate property management decisions, provided in each instance that the General Manager is in no way pressured or coerced toward taking any particular course of action. The prohibitions contained in this section shall not be construed to mean that the Board of Directors is prohibited from acting in an open-session meeting upon any lease, rental agreement or approval of tenancy, subtenancy or assignment which by law, established Board policy or existing contract must be brought before the Board of Directors for approval as a prerequisite to effectiveness.

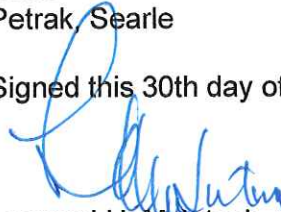
Section 13. Validity. If any section, provision, sentence, clause, phrase or other part or portion of this ordinance, for any reason be held to be unconstitutional or unenforceable, such decision shall not affect the validity of the remaining sections, provisions, sentences, clauses, phrases or other parts or portions of this ordinance. The Board of Directors do hereby declare that they would have passed this ordinance and each section, provision, sentence, clause, phrase and all other parts and portions of this ordinance, irrespective of the fact that any one or more sections, provisions, sentences, clauses, phrases, parts and portions hereof be declared unconstitutional or unenforceable.

Section 14. Repeal. Ordinance No. 108 entitled "An Ordinance Providing for the Appointment and Prescribing Powers and duties of the District Manager, Assistant Manager, Secretary and District Counsel of the Monterey Peninsula Airport District" is hereby repealed. All other ordinances and parts of ordinances in conflict with this ordinance, to the extent of such conflict and no further, are hereby repealed.

PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE MONTEREY PENINSULA AIRPORT DISTRICT: This 30th day of May, 2007, by the following roll call vote:

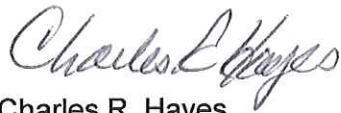
AYES:	DIRECTORS:	Chairman McIntosh, DeVoe, Miller
NOES:	DIRECTORS:	None
ABSTAIN:	DIRECTORS:	None
ABSENT:	DIRECTORS:	Petrak, Searle

Signed this 30th day of May, 2007



Leonard H. McIntosh, Chairman

ATTEST



Charles R. Hayes
District Secretary