

**WASHOE COUNTY DEBT MANAGEMENT COMMISSION BYLAWS, RULES,
POLICIES AND PROCEDURES**

Article I: PURPOSE AND AUTHORITY

The Debt Management Commission (“DMC” or “Commission”), pursuant to Nevada Revised Statutes (“NRS”) Chapter 350, is responsible for reviewing and either approving or denying debt issuance by local government entities, and is responsible for overseeing the indebtedness and debt management plans of the entities within Washoe County. The DMC considers proposals by municipalities to incur general obligation debt, to enter into an installment purchase agreement with a term of more than 10 years, or to levy a special elective tax. The DMC also establishes the maximum combined overlapping ad valorem tax levy, that if exceeded by a proposal from a municipality, the DMC may then determine the highest and best use of the unlevied amount of property taxes including the public needs to be served by entities whose tax levying powers may be affected by the proposal. Additionally, the DMC receives and considers annual statements of current and contemplated general obligation debt and special elective taxes, statements of debt management policies and plans for capital improvements.

Article II: COMMISSION MEMBERSHIP; MEMBER QUALIFICATIONS; ATTENDANCE AND ELECTION OF OFFICERS

1. Membership. The DMC shall consist of seven members, as follows:
 - a. One (1) representative appointed by the Washoe County Board of County Commissioners;
 - b. One (1) representative appointed by the Washoe County School District Board of Trustees;
 - c. One (1) representative appointed by the City of Reno City Council;
 - d. One (1) representative appointed by the City of Sparks City Council;
 - e. One (1) representative appointed by the general improvement districts within Washoe County (jointly); and
 - f. Two (2) representatives of the public at large appointed by the Commission.

2. Qualifications. All DMC members shall fully inform themselves concerning the requirements of NRS Chapter 350, the governing law for this Commission. Further, the representatives of the public at large must:
 - a. Be Washoe County residents;

- b. Have knowledge of the financial structure of local government entities within Washoe County; and
 - c. Have at least five (5) years' experience in the field(s) of public administration, public accounting or banking.
3. Term. All DMC members shall serve a two-year term beginning January 1st of each odd numbered year. The representatives of the public at large shall be chosen by the Commission in January of each odd numbered year and their terms are backdated to January 1st. There is no limit to the number of terms a DMC member may serve.
4. Attendance. Members shall be prompt and diligent in attendance. If any member misses two (2) consecutive meetings or three (3) meetings during a calendar year without an excused absence, the Chair shall contact the entity or entities represented by the member and request that the entity or entities appoint another person to sit on the Commission.

****Note:** An excused absence is a call or email to the Chair or County Clerk that the member will be absent.

5. Election of Officers. The Chair and Vice Chair shall be selected from among the members at the end of the annual meeting in August of each odd numbered year.

Article III: PREJUDICIAL ACTIONS - COMMISSIONERS

It is the DMC's policy that each member shall endeavor to be as completely informed as possible on each matter to be considered by the Commission. Therefore, subject to the limitations imposed by Nevada's Open Meeting Law, NRS Chapter 241, ex parte contact (communication which occurs outside of a noticed meeting) shall not automatically result in the disqualification of a contacted Commission member from discussion and/or voting on an item under consideration by the Commission.

Any member who has a financial interest in any matter under discussion by the Commission shall disclose the full nature and extent of such interest and shall declare their ability to fairly discuss, deliberate, and vote on the matter. A financial interest means any ownership interest, either directly or through a household member, in a matter to be considered by the Commission. If the member's financial interest in a matter under discussion by the Commission is such that a reasonable person in the member's situation would be materially affected by the financial interest, the member shall abstain from discussion of and voting on the matter. All

members who believe they may have a financial interest in any matter under discussion by the Commission shall contact the Commission's legal counsel prior to the relevant meeting for assistance in complying with their disclosure and/or abstention requirements.

Article IV: DUTIES OF THE CHAIR, VICE-CHAIR AND COUNTY CLERK

1. Chair. The Chair shall preside at all meetings, maintain order, and call special and emergency meetings, as needed.
2. Vice Chair. The Vice Chair shall serve in the absence of the chair. In the absence of both the Chair and Vice Chair, a temporary acting Chair will be designated by the Commission to conduct the meeting.
3. County Clerk. The County Clerk is ex officio the secretary of the Commission. The County Clerk, or designee, shall attend meetings, record the proceedings, prepare agendas and minutes, distribute agendas and supporting materials, and maintain Commission records, among other duties.

Article V: QUORUM AND VOTING

Quorum:

1. A simple majority of the members (four (4) commissioners) constitutes a quorum necessary to consider general matters of business.
2. Not less than two-thirds (2/3) of the full Commission, which is five (5) members, must be present to consider a matter requiring a two-thirds vote.

Voting:

1. For the purpose of approving the Bylaws, Rules, Policies and Procedures, not less than two-thirds (2/3) of the full Commission, which is five (5) members, must vote in the affirmative to adopt said motion.
2. Unless otherwise required by NRS Chapter 350, an affirmative vote by a majority of the commissioners present at the meeting is required to approve all other matters.
 - a. Note: Pursuant to NRS Chapter 350, certain proposals require an affirmative vote of two-thirds (2/3) of the full Commission.
3. The Chair shall be a voting member.

4. The Chair may call for, or a commissioner may request, a roll call vote on any matter under consideration.
5. A tie vote on a matter shall automatically result in reconsideration of the matter at the next scheduled DMC meeting, unless a member of the Commission makes a motion which is approved by a majority of the members present, to reconsider the matter at the same meeting.

Article VI: MEETINGS - GENERAL

1. All DMC meetings are open to the public and shall comport with Nevada's Open Meeting Law, as set forth in NRS 241.010 through 241.040, inclusive.
2. Notice. Except in an emergency, written notice of all meetings will be given at least three working days before the meeting. The public notice will include the meeting's agenda and the date, time, place and location of the meeting, among other requirements.
3. Agenda. Each agenda shall be approved by the Chair and reviewed by legal counsel prior to posting. Items may be placed on the agenda by any member of the Commission or by a representative of a local government entity seeking debt issuance. All other persons wishing to place an item on the agenda shall contact the Chair for authorization to include the requested agenda item.
4. Subscription. Any person who requests notice of the DMC's meetings will be advised that the request for notice lapses one (1) year after it is made, unless the person requests a continuance in writing.
5. Supporting Materials. Supporting materials will be provided to the County Clerk at least one (1) week prior to the meeting date. The Clerk shall distribute the supporting materials in advance of the meeting, preferably at the time of the agenda posting. The Commission may, after review of any late-produced materials, decide by a majority vote to consider the materials. In order for late-produced materials to be properly analyzed by the Commission, the Commission reserves the right to reschedule the item to a later place on the agenda or to reschedule the item to a subsequent meeting.

Article VII: REGULAR MEETINGS

1. Meetings will be held in accordance with NRS Chapter 350. Meetings will be held each calendar quarter or at the call of the Chair whenever business is presented, as provided in NRS 350.014 and 350.0145 (i.e., if called by a government entity to consider a proposal).
2. All regular DMC meetings shall be scheduled at each annual meeting in August and shall be scheduled to last not more than three (3) hours. At the end of the three (3) hour time limit, the meeting can be extended by a simple majority vote of the commissioners present.
3. The Chair may call for alternate meeting dates when scheduling conflicts arise, including but not limited to holidays.
4. The Commission's legal counsel shall keep, available for reference at meetings, a current copy of the Nevada Open Meeting Law (NRS Chapter 241) and a current copy of NRS Chapter 350.

Article VIII: SPECIAL MEETINGS

Special meetings may be held as required, upon call of the Chair or upon written request, submitted to the County Clerk, of at least two (2) Commission members.

Article IX: EMERGENCY MEETINGS

1. An emergency meeting may be called by the Chair, or an emergency item may be added to any regular or special meeting when unforeseen circumstances require immediate action. Unforeseen circumstances include, but are not limited to:
 - a. Disasters caused by fire, flood, earthquake, or other natural causes; or
 - b. Any material impairment of the health and safety of the public.

Article X: ORDER OF BUSINESS

1. During the meeting, items on the agenda may be taken out of order; combined with other items; removed from the agenda; or moved to the agenda of another later

meeting at the discretion of the Chair. However, the following order of business will generally be followed for all DMC meetings:

- a. Roll call and determination of quorum.
 - b. Public Comment.
 - c. Business of the day. Old business previously considered by the Commission will normally be considered before new business. Requests for debt issuance will normally be scheduled before other items.
 - d. Review, possible amendment and approval of the minutes from the previous meeting.
 - e. Board member comments. Limited to announcements or topics/issues proposed for future agendas.
 - f. Public comment.
 - g. Adjournment.
2. Public Comment. Public comment should be limited to three (3) minutes per person per comment period.

Article XI: PROCEDURE FOR BUSINESS ITEMS REQUESTING DEBT ISSUANCE

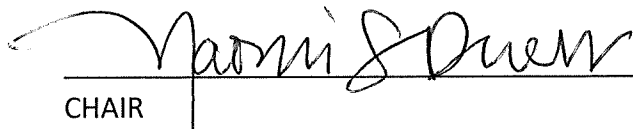
1. The Chair shall advise the audience of general hearing/meeting procedures.
2. The Chair shall introduce the agenda item.
3. The agenda item advocate will first give their presentation. Commissioners may ask questions, as needed, throughout the presentation.
4. After the agenda item advocate's presentation, the Chair will bring the item back to the Commission for discussion.

5. Thereafter, the Chair will permit other speakers wishing to testify before the Commission, i.e., provide public comment, to do so. Commissioners may ask questions of other speakers, as needed.
 - a. The County Clerk shall determine the DMC's format for receiving public comment, which format will be posted on the agenda.
 - b. All speakers are requested to provide their name, contact information, and their reasons for supporting or opposing the agenda item.
 - c. Questions asked by speakers and dialogue addressed to individual commissioners will be directed, and limited as necessary, by the Chair.
 - d. Speakers shall limit their comments to three (3) minutes per comment period.
6. Persons addressing the board shall direct their comments to the Commission as a whole, and shall refrain from any personal, inflammatory or accusatory attacks toward any member(s) of the Commission.
7. At the Chair's discretion, any individual may be asked to comment on any factual or procedural issue discussed during the public hearing.
8. The Chair shall call for any further Commission discussion and a motion. If a motion is made and seconded, it shall be voted on.

Article XII: AMENDMENT OF BYLAWS

1. Amendment. The Debt Management Commission Bylaws, Rules, Policies and Procedures may be amended by a two-thirds vote of the full Commission (five members) at a regular meeting and become effective upon signature of the Chair.
2. Failure to Follow. If the Commission fails to follow one of its own bylaws, rules, policies or procedures, the Commission's actions are not invalidated so long as the action is in compliance with other law.

Dated: 9/11/2020



CHAIR