

**BYLAWS OF THE
COUNTYWIDE SUCCESSOR AGENCY
OVERSIGHT BOARD OF STANISLAUS COUNTY**

ARTICLE 1 – THE CONSOLIDATED OVERSIGHT BOARD

Section 1: Name of the Countywide Successor Agency Oversight Board

The official name shall be the "Countywide Successor Agency Oversight Board of Stanislaus County" (hereinafter referred to as "Board").

Section 2: Purpose/Powers

The Board shall perform the duties described in California Health and Safety Code Division 24, Part 1.85, Chapter 4, Sections 34179, 34180, and 34181 in connection with the winding down of the affairs of the Successor Agencies within Stanislaus County.

A. Responsibilities

The tasks of the Board shall include but are not limited to the following:

- Establishment of new repayment terms for outstanding loans if the terms were not specified prior to the effective date of this legislation.
- Refunding of outstanding bonds or debts of former Redevelopment Agency (RDA) in order to save on charges.
- Merging of project areas.
- Setting aside reserves as required by indentures.
- Continuing the acceptance of state/federal grants.
- Compensation agreements with the taxing entities on properties that are retained for future redevelopment activities.
- Establishment of the Recognized Obligation Payment Schedule (ROPS).
- Shall have fiduciary responsibilities to holders of enforceable obligations and the taxing entities that benefit from the distribution of property tax and other revenues.
- Approval of annual ROPS including Successor Agency (SA) administrative cost allowance.
- Approval of Last and Final ROPS.
- Approval of administrative budget of the Successor Agencies.

B. Powers

The Board shall be vested with all rights, powers, duties, privileges, and immunities established by California Health and Safety Code sections 34179, 34180, and 34181.

C. Review by State Department of Finance

The State Department of Finance (hereinafter "DOF") may review any action of the Board. The Board shall designate an official to be the point of contact between the Board and DOF and shall provide his/her telephone and email contact information to DOF. Actions taken by the Board shall not be effective for five (5) business days, pending a request for review by DOF. In the event DOF requests review of an action taken by the Board, DOF shall have forty (40) days from the date of its request to approve the action or return it to the Board for reconsideration, with suggested modifications. In the event DOF returns the action to the Board for reconsideration, the Board shall consider the modified action, and resubmit the modified action to DOF for approval; the modified action shall not become effective until approved by DOF.

Section 3: Membership

A. Number and composition of Board members:

The total membership of the Board shall be seven (7). All Board members are appointed pursuant to the guidelines set forth in the California Health and Safety Code 34179(j). The members are appointed as follows:

- 1) One member may be appointed by the Stanislaus County Board of Supervisors.
- 2) One member may be appointed by the Stanislaus County City Selection Committee.
- 3) One member may be appointed by the Independent Special District Selection Committee.
- 4) One member may be appointed by the County Superintendent of Education (Stanislaus County Superintendent of Schools).
- 5) One member may be appointed by the Chancellor of the California Community Colleges.
- 6) One member of the public may be appointed by the Stanislaus County Board of Supervisors.
- 7) One member may be appointed by the recognized employee organization representing the largest number of Successor Agency employees.

B. Voting

Each member shall be entitled to one vote. An alternate member may attend a meeting and vote in place of the primary member upon the primary member's absence if an alternate appointment has been made by the appointing agency referenced in Section 3A.

Section 4: Duration

The Board shall remain established until the all Successor Agencies have been formally dissolved pursuant to Health and Safety Code section 34187.

ARTICLE II – OFFICERS

Section 1: Officers and Officials

The members of the Board shall elect one member to serve as the Chairperson and select one member to serve as the Vice Chairperson. The term of office for the Chairperson and Vice Chairperson shall be one year and renewed annually.

Section 2: Chairperson

The Chairperson of the Board shall preside at all board meetings; represent the position of the Board; and, act as spokesperson for the Board.

Section 3: Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in his/her absence or when requested.

Section 4: Staff

Pursuant to Health and Safety Code section 34179(j), the Stanislaus County Auditor Controller (CAC) shall provide staff support to the Board.

The County Auditor-Controller (CAC) shall serve as the Secretary of the Stanislaus Countywide Successor Agency Oversight Board (Oversight Board). The Secretary shall keep the records of the Board, maintain the minutes of the Board meetings (as action minutes) and perform all officials duties incident to the office. The Clerk of the Board of Supervisors and his/her staff may assist the Secretary with these duties per a Memorandum of Understanding with the Oversight Board.

County Counsel shall provide legal counsel as may be deemed necessary from time to time.

Section 5: Vacancies

When a seat of the Board becomes vacant, the position will be filled by a member appointed by the agency who originally appointed the former member. Such appointments are to take place within 60 days of the creation of the vacancy. The Governor may appoint individuals to fill a member position that remains vacant as of July 15, 2018, or for more than 60 days. The Board member serves until replaced.

Section 6: Compensation

Board members shall serve without compensation and without reimbursement for expenses.

ARTICLE III: MEETINGS

Section 1: Regular Meetings

Meetings of the Board will be held at least annually and as many times thereafter as may be required based on the duties of the Board. All meetings shall be open sessions in the Board Chambers, except such closed sessions that the law permits. The Board shall adopt an annual meeting schedule to reflect these meeting dates and any alternate meeting dates due to holidays. The meetings will be noticed and advertised in accordance with the Ralph M. Brown Act, Government Code Section 54950 et seq., as it now exists or may hereafter be amended ("Brown Act"). All notices required by law for proposed actions by the Board shall also be posted physically on the Board Chambers bulletin board and electronically on the County's internet website.

An agenda and other necessary documents shall be delivered to the members personally, by U.S. mail, electronic mail, or by posting on the Board website, at least seventy-two (72) hours prior to a regular meeting or twenty-four (24) hours in advance of a special meeting. The agenda shall also be available to the general public at the time it is delivered to the board members.

Section 2: Special Meetings

Special meetings may be held upon notice of the Chairperson, or by written request of at least a majority of the members of the Board, for the purpose of transacting any business designated in the notice, after notification of all members of the Board by written or electronic notice at least twenty-four (24) hours before the time specified in the notice for a special meeting. At such special meeting, no business other than that designated in the notice shall be considered. In calling special meetings, there shall be compliance with all procedures of the Brown Act.

Section 3: Adjourned Meetings

The Board may adjourn any meeting to a time and place specified in the order of adjournment. When an order of adjournment of any meeting fails to state an hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. In adjourning any meeting, there shall be compliance with all procedures of the Brown Act.

Section 4: Quorum

A majority of the total membership of the Board shall constitute a quorum for the purpose of conducting the business of the Board, exercising its powers and for all other purposes, but less than that number may adjourn the meeting from time to time until a quorum is obtained. An affirmative vote by a majority (4) of the total membership (7) of the Board shall be required for approval of any questions brought before the Board.

Section 5: Minutes and Resolutions

Action minutes of the meetings of the Board shall be prepared in writing by the Secretary. Copies of the action minutes of each Board meeting shall be made available to each member of the Board and Successor Agencies.

All resolutions shall be in writing and designated by number, a reference to which shall be inscribed in the minutes.

Section 6: Public Participation

At the beginning of each regular meeting, the Board will hear public comments, designated as "Public Comment." As a general policy, each speaker shall be allowed five (5) minutes to comment on any subject matter within the jurisdiction of the Board and that is not an item on the agenda. Any additional speakers will be heard at the conclusion of the meeting and granted five (5) minutes each. A majority of the Board may refer any issues raised to staff for appropriate action and any Member may briefly comment on any issue brought up during this period. No other action may be taken by the Board at this time.

The Board will hear public comments on the Consent Calendar and Regular Calendar during the allotted time for those items. Each speaker shall be allowed five (5) minutes to comment.

The Chairperson may expand or limit the time for addressing any agenda item, including comments during the Public Comment portion of the agenda. All persons who wish to speak on any agenda item should fill out a Speaker Card and deliver it to the Clerk before the Board considers the particular item unless invited to speak

by the Chairperson or a Member. Persons making comments shall first be recognized by the Chairperson and give their names for the record.

As a general policy, each speaker shall be limited to a five (5) minute comment, unless the agenda notes a different time limit for an item. The speaker's comments should be directed to the Chairperson and the Board as a whole and not to any particular Member or staff member.

Each speaker shall refrain from making defamatory, profane or personal remarks, using abusive or threatening language or engaging in any other disorderly conduct that willfully disrupts, disturbs or otherwise impedes the orderly conduct of any meeting. Each speaker shall refrain from unnecessary repetition of issues and points already raised by previous speakers.

Placards, banners, signs, flags, or other large objects designed to interrupt or disrupt the orderly conduct of the meeting are not permitted in the Chambers. In the event that any meeting of the Board is willfully interrupted or disrupted by a person or by a group or groups of persons so as to render the orderly conduct of the meeting unfeasible, the Chairperson may recess the meeting or order the person, group or groups of persons willfully interrupting the meeting to leave the meeting or be removed from the meeting.

In the event that any meeting is willfully interrupted or disrupted by a person or by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of the person or persons willfully interrupting or disrupting the meeting, the Chairperson may recess the meeting or order the meeting room cleared and continue in session. Only matters appearing on the posted agenda may be considered in such a session.

Duly accredited representatives of the press or other news media and any member of the public, except those participating in the disturbance, shall be allowed to attend or remain in the meeting.

Section 7: Order of Business

A. Preparation of Agenda Items

The staff of the Auditor-Controller's office shall be responsible for the preparation of the agenda items to be placed on the Consent Calendar or the Regular Calendar. The County Auditor-Controller (CAC) shall set the agenda of the Board with input from Successor Agencies. The Chairperson may also direct a matter to be placed upon a future agenda.

B. Agenda.

The order of business of each meeting shall be as contained in the agenda prepared by the Secretary to the Board.

C. Call to Order

The meeting of the Board shall be called to order by the Chairperson, or in his/her absence, by the Vice Chair. In the absence of both the Chair and the Vice Chairperson, the meeting shall be called to order by the Secretary and the board shall select a Temporary Chairperson, who shall preside over the meeting.

D. Roll Call

Before proceeding with the business of the Board, the Secretary shall call the roll of the board members and the names of those present shall be entered in the minutes.

E. Closed Session

The Stanislaus County Auditor-Controller shall coordinate scheduling and notification of Closed Session meetings with the Secretary, all Board Members and the appropriate Successor Agency staff. Closed Session meetings will be listed on the agenda as needed.

F. Consent Calendar

Matters deemed to be of routine nature and non-controversial shall be placed on the Consent Calendar. All items may be approved by one blanket motion upon unanimous consent. Prior to approval of the Consent Calendar, any board member may request that any item be moved to the Regular Calendar for separate consideration.

G. Regular Calendar

Matters that require discussion shall be placed on the Regular Calendar for discussion and Board action.

Section 8: Motions during Meetings

- A. Action of the Board shall be taken by motion. Any action of the Board may be proposed by the motion of any Member. Such a motion, if seconded by any Member, shall be on the floor and must be considered. If a motion is not seconded, the motion fails for lack of a second, and the Chairperson shall so declare.

- B. A motion may be withdrawn by its maker at any time before adoption or rejection, with the consent of the second. Absent the consent of the second, the motion shall remain on the floor. The second to a motion may be withdrawn by the second at any time before adoption or rejection of the motion. Upon withdrawal of the second, the motion will be lost for lack of a second and so declared by the Chairperson unless seconded by another Member.
- C. After a motion has been seconded, any Member may discuss the subject of the motion. When no Member wishes to discuss the motion further, the Chairperson shall call for a vote on the motion. At any time after a motion has been seconded, any Member who has the floor may call for the question. The Chairperson may call for the vote if it appears that further discussion will be repetitious or that a majority of the Members present concur in the call.
- D. If a motion with a second contains two or more separable propositions, the Chairperson may, and on request of a Member shall, divide the motion.
- E. When an "original motion" or question is under debate, no motion shall be received unless:
 - 1) To adjourn;
 - 2) To lay on the table;
 - 3) To consider the previous question;
 - 4) To postpone to a certain date;
 - 5) To refer to committee;
 - 6) To amend;
 - 7) To postpone indefinitely.

These motions shall have preference in the above order.

- F. A motion to adjourn or a motion to fix time of adjournment shall be decided with debate.
- G. At any time after a motion has been seconded, any Member may move to table the motion. If the motion to table is seconded, the Chairperson shall forthwith call for a vote on such motion. A motion to table shall include all amendments to the original motion. A motion to table an item is not debatable and no further discussion or debate shall be permitted on either the original motion or the motion to table. If the motion to table does not pass, consideration of the original motion will continue. If the motion to table does pass, the original motion will remain on the floor but may not again be considered at that meeting unless a motion to remove the original motion from the table is passed. The original motion may then be considered and voted upon at the next regular meeting of the Board unless again tabled. If not

considered at such meeting, it will be deemed lost. For the purposes of this subsection, an adjourned meeting shall be considered a separate meeting.

- H. A motion to consider the previous question shall preclude all amendment from debate to the main question and shall be put in the form "shall the main question be put to a vote."
- I. A motion to refer to committee shall specify the purpose of the committee, the length of time the committee shall serve, and the times and methods by which the committee shall report to the Board.
- J. A motion on the floor may be amended by motion at any time before adoption or rejection. If the motion to amend fails, the original motion will be voted upon. If the motion to amend passes, the amendment is adopted and, thereafter, the original motion, as amended, will be voted upon.
- K. A motion to reconsider any action taken by the Board, whether acting in a legislative or quasi-judicial capacity, may be made at the same meeting, at a recessed or adjourned session of that meeting, or at the next subsequent meeting; provided, however, that the Board may only reconsider a resolution or motion authorizing or relating to the approval of a contract before the actual execution of the contract. Only a Member who voted with the prevailing side may make the motion. After a vote on the motion, there shall be no other motion to reconsider the same question without the unanimous consent of the Board within that calendar year.

ARTICLE IV - CONFLICT OF INTEREST AND ETHICS TRAINING

All board members are subject to the provisions of California Government Code Title 9, Chapter 7 relative to Conflicts of Interest and must file a Statement of Economic Interests as required by the law. Board members must also complete ethics training every two years as required by California Government Code Title 5, Division 2, Part 1, Chapter 2, Article 2.4 and AB 1234.

ARTICLE V – REPRESENTATION BEFORE PUBLIC BODIES

Any official representation on behalf of the Board before the Successor Agencies, the Stanislaus County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chair.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Board, but no such amendment shall be adopted unless at least

seven (7) days written notice thereof has previously been given to all members of the Board. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Successor Agencies shall be notified of any amendments to these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of the Board; and

(2) That the foregoing Bylaws comprising ten (10) pages, constitute the Bylaws of such Board as adopted by the members at a duly constituted meeting held on October 1, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 1st day of October 2018.

Lauren Klein

Lauren Klein, Stanislaus County Auditor-Controller
Secretary of the Countywide Successor Agency Oversight Board of Stanislaus County