

**BYLAWS OF THE COUNTYWIDE OVERSIGHT BOARD
TO THE SUCCESSOR AGENCIES OF
THE COUNTY OF YUBA**

ARTICLE I – THE COUNTYWIDE OVERSIGHT BOARD

Section 1. Name of Countywide Oversight Board

The name of the Countywide Oversight Board shall be the “Countywide Oversight Board to the Successor Agencies of the County of Yuba” (herein referred to as the “Countywide Oversight Board”).

Section 2. Purpose

The Countywide Oversight Board shall perform the duties described in Chapter 4 commencing with Section 34179) of Part 1.85 of Division 24 of the Health and Safety Code in connection with the winding down of the affairs of the former Marysville and County of Yuba Redevelopment Agencies (hereinafter the “former Redevelopment Agencies”) by the Successor Agencies (hereinafter the “Successor Agencies”) of Marysville and County of Yuba.

Duties and Responsibilities

The duties and responsibilities of the Countywide Oversight Board are to direct the Successor Agencies to do all of the following:

- (1) Dispose of all assets and properties of the former Redevelopment Agencies that were funded by tax increment revenues of the dissolved Redevelopment Agencies; provided, however, that the Countywide Oversight Board may instead direct the Successor Agencies to transfer ownership of those assets that were constructed and used for a governmental purpose, such as roads, school buildings, parks, and fire stations, to the appropriate public jurisdiction pursuant to any existing agreements relating to the construction or use of such an asset. Any compensation to be provided to the Successor Agencies for the transfer of the asset shall be governed by the agreements relating to the construction or use of that asset. Disposal shall be done expeditiously and in a manner aimed at maximizing value.

- (2) Terminate any agreement between the Successor Agencies and any public entity located in the County of Yuba that obligates the Successor Agencies to provide funding for any debt service obligations of the public entity or for the construction, or operation of facilities owned or operated by such public entity, in any instance where the Countywide Oversight Board finds that early termination would be in the best interests of the taxing entities; and
- (3) Determine whether any contracts, agreements, or other arrangements between the Successor Agencies and any private parties should be terminated, renegotiated, or refinanced to reduce liabilities and increase net revenues to the taxing entities, and present proposed termination or amendment agreements to the Countywide Oversight Board for consideration and approval. The Countywide Oversight Board may approve any amendments to or early termination of such agreements where it finds that amendments or early termination would be in the best interest of the taxing entities.

Approvals Required

The Countywide Oversight Board shall first approve the following actions of the Successor Agencies:

- (1) Refunding of outstanding bonds or other debt of the Successor Agencies in order to provide for savings or to finance debt service spikes; provided, however, that no additional debt is created and debt service is not accelerated;
- (2) Setting aside of amounts in reserves as required by indentures, trust indentures, or similar documents governing the issuance of outstanding bonds of the Successor Agencies.
- (3) Merging of project areas of the Successor Agencies.
- (4) Continuing the acceptance of federal or state grants, or other forms of financial assistance from either public or private sources, where assistance is conditioned upon the provision of matching funds by the Successor Agencies;
- (5) Agreements between the City of Marysville, the County of Yuba and other taxing entities permitting the Cities to retain properties of the

Successor Agencies in exchange for compensation as determined by subdivision (f) of Section 34180 of the Health and Safety Code;

- (6) Preparation of the recognized obligation payment schedule pursuant to Section 34177 of the Health and Safety Code;
- (7) A request by the Successor Agencies to enter into an agreement with the City of Marysville or County of Yuba; and
- (8) A request by the Successor Agencies or a taxing entity to pledge, or to enter into an agreement for the pledge of, property tax revenues pursuant to subdivision (b) of Section 34178 of the Health and Safety Code.

Review by State Department of Finance

The State Department of Finance (hereinafter "DOF") may review any action of the Countywide Oversight Board. The Chairperson, or designee, of the Countywide Oversight Board shall be the contact between the Countywide Oversight Board and DOF and shall provide his/her telephone and email contact information to DOF. Actions taken by the Countywide Oversight Board shall not be effective for three (3) business days, pending a request for review by DOF. In the event that DOF requests review of an action taken by the Countywide Oversight Board, DOF shall have ten (10) days from the date of its request to approve the action or return it to the Countywide Oversight Board for reconsideration, with suggested modifications. In the event that DOF returns the action to the Countywide Oversight Board for reconsideration, the Countywide Oversight 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/Duration

Total Membership/Appointment

The total membership of the Countywide Oversight Board shall be seven (7), selected as follows:

- (1) One member shall be appointed by the Board of Supervisors of the County of Yuba;
- (2) One member shall be appointed by the City Selection Committee; established pursuant to Section 50270 of the Government Code;

- (3) One member shall be appointed by the Independent Special District committee established pursuant to Section 56332 of the Government Code;
- (4) One member, to represent schools, shall be appointed by the elected County of Yuba Superintendent of Education;
- (5) One member shall be appointed by the Chancellor of the California Community Colleges to represent community college districts in the County of Yuba;
- (6) One member of the public appointed by the Board of Supervisors of the County of Yuba; and
- (7) One member by the recognized employee organization representing the largest number of Successor Agency employees in Yuba County.

The Governor may appoint individuals to fill any member position identified herein that has not been filled by July 15, 2018. Following its initial formation, the County Auditor-Controller shall report the names of its officers and other members to DOF.

The members shall serve without compensation and without reimbursement for expenses. Each member shall serve at the pleasure of the entity that appointed such member.

Duration

The Countywide Oversight Board shall be and remain established until the date that all indebtedness of the Successor Agencies have been repaid.

Alternate Members

Each appointing authority has the right to appoint and inform the Clerk of the Board of a single individual who can serve as his/her alternate. Such alternates shall have voting privileges when serving in the place of a primary member. It is the responsibility of the primary member to keep the alternate fully informed and knowledgeable of the Countywide Oversight Board activities.

Section 4. Local Entity

Pursuant to subdivision (e) of Section 34179 of the Health and Safety Code, the Countywide Oversight Board shall be deemed to be a local entity for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974.

Section 5. Personal Immunity

Countywide Oversight Board members shall have personal immunity from suit for their actions taken within the scope of their responsibilities as members of the Countywide Oversight Board pursuant to subdivision (d) of Section 34179 of the Health and Safety Code.

Section 6. Fiduciary Responsibilities

Countywide Oversight Board members shall have fiduciary responsibilities to holders of enforceable obligations, as that term is defined in subdivision (d) of Section 34171 of the Health and Safety Code, and the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Health and Safety Code.

Section 7. Resignation

Any Countywide Oversight Board member may resign at any time by giving written notice to the Clerk of the Board, who shall forward such notice to the Successor Agencies and to DOF. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8. Filling of Vacancies

In the event of a vacancy on the Countywide Oversight Board, the appointing entity for the vacant seat shall select a member to fill such vacancy as soon as reasonably practicable, provided, however that the Governor may appoint individuals to fill any member position that remains vacant for more than sixty (60) days.

Section 9. Staff

The Countywide Oversight Board may direct the staff of the Successor Agencies to perform work in furtherance of the duties and responsibilities of the Countywide Oversight Board. In accordance with Health and Safety Code Section 34179 (i) general

staffing and support functions of the Countywide Oversight Board are the responsibilities of the County Auditor-Controller. Many of these responsibilities have been delegated to the County Clerk of the Board. These delegated duties include: establishing a meeting calendar, setting meeting agendas, coordinating meetings, and recording meeting minutes. Other County departments may provide services to the Oversight Board and are eligible to request reimbursements. All departments providing services to the Countywide Oversight Board shall complete and submit to the Auditor-Controller time schedules for each employee providing staffing services to the Countywide Oversight Board, including itemized lists of costs for non-labor costs (e.g. supplies, mileage). The Auditor-Controller may recover directly from the Redevelopment Property Tax Trust Fund, and distribute to the Executive Office, reimbursement for all costs (which shall include any associated startup costs) incurred by it or by the County pursuant to the Part 1.85 of Division 24 of the Health and Safety Code.

ARTICLE II – OFFICERS

Section 1. Officers

The officers of the Countywide Oversight Board shall consist of a Chairperson and a Vice Chairperson, who shall be elected in the manner set forth in this Article II.

Section 2. Chairperson

The Chairperson shall preside at all meetings of the Countywide Oversight Board, and shall submit an agenda, recommendations and information at such meetings that are reasonable and proper for the conduct of the business affairs and policies of the Countywide Oversight Board. The Chairperson shall sign all documents necessary to carry out the business of the Countywide Oversight Board. The Chairperson of the Countywide Oversight Board or his/her designee shall be the contact between the Countywide Oversight Board and DOF and shall provide the appropriate telephone and email contact information to DOF.

Section 3. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the Countywide Oversight Board shall elect a new Chairperson.

Section 4. Additional Duties

The officers of the Countywide Oversight Board shall perform such other duties and functions as may from time to time be required by the Countywide Oversight Board, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

Section 5. Election

The Chairperson and Vice Chairperson shall be elected from among the members of the Countywide Oversight Board at the first regular meeting of the Countywide Oversight Board. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the members of the Countywide Oversight Board at a regular meeting of the Countywide Oversight Board. Each officer shall hold office for a term of one (1) year following his/her election and until his/her successor is elected and in office. Any such officer shall not be prohibited from succeeding himself or herself, but no person shall be elected as an officer for more than two consecutive terms.

Section 6. Vacancies

Should the office of the Chairperson or Vice Chairperson become vacant, the Countywide Oversight Board shall elect a successor from among the Countywide Oversight Board members at the next regular meeting and such office shall be held for the unexpired term of said office..

ARTICLE III – MEETINGS

Section 1. Regular Meetings

The Countywide Oversight Board shall regularly meet the fourth Tuesday of January and September at the hour of 3:30 PM, at Board Chambers at the County of Yuba Government Center located at 915 8th St., Marysville, CA 95901, or at such other times and/or locations as the Countywide Oversight Board may designate by resolution or in the notice of call of any special meeting. In the event that the regular meeting date shall be a legal holiday, then any such regular meeting shall be held on the next business day thereafter ensuing that is not a legal holiday. A notice, agenda and other necessary documents shall be delivered to the members, personally, by email, or by mail, at least seventy-two (72) hours prior to the meeting.

Section 2. Special Meetings

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the Countywide Oversight Board present at a regular or special meeting of the Countywide Oversight Board at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the Countywide Oversight Board by written notice personally delivered by email, or by mail, at least twenty-four (24) hours before the time specified notice for a

special meeting. At such special meeting, no business other than that designated in the call shall be considered.

Section 3. Adjourned Meetings

Any meeting of the Countywide Oversight Board may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. Countywide Oversight Board members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson or designee of the adjourned meeting.

Section 4. All Meetings to be Open and Public

All meetings of the Countywide Oversight Board shall be open and public to the extent required by law. All persons shall be permitted to attend any such meetings, except as otherwise provided by law.

Section 5. Posting Agendas/Notices

The County Clerk of the Board, or authorized representative, shall post an agenda for each regular Countywide Oversight Board meeting or a notice for each special Countywide Oversight Board meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at the County Government Center, Marysville, California (a location readily accessible to the public) at least seventy-two (72) hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting.

All notices required by law for proposed actions by the Countywide Oversight Board shall also be posted on the Countywide Oversight Board's internet website.

Section 6. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Countywide Oversight Board on matters within the Countywide Oversight Board subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment.

The Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 7. Non-Agenda Items

Matters brought before the Countywide Oversight Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Countywide Oversight Board at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code § 54950 et seq.). Those non-agenda items brought before the Countywide Oversight Board which the Countywide Oversight Board determines will require Countywide Oversight Board consideration and action and where Countywide Oversight Board action at that meeting is not so authorized shall be placed on the agenda for the next regular or special meeting.

Section 8. Quorum

The power of the Countywide Oversight Board shall be vested in the members thereof in office from time to time. A majority of the total membership of the Countywide Oversight Board shall constitute a quorum for the purpose of conducting the business of the Countywide Oversight 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 of the total membership of the Countywide Oversight Board shall be required for approval of any questions brought before the Countywide Oversight Board.

Section 9. Order of Business

All business and matters before the Countywide Oversight Board shall be transacted in conformance with Rosenberg's Rules of Order.

Section 10. Minutes

Minutes of the meetings of the Countywide Oversight Board shall be prepared in writing by the Clerk of the Board. Copies of the minutes of each Countywide Oversight Board meeting shall be made available to each member of the Countywide Oversight Board and the Successor Agencies. Approved minutes shall be on file in the Clerk of the Board's office and placed on the Countywide Oversight Board's website.

ARTICLE IV – REPRESENTATION BEFORE PUBLIC BODIES

Any official representation on behalf of the Countywide Oversight Board before the Successor Agencies, the Yuba County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chairperson or his/her designee.

ARTICLE V – AMENDMENTS

A majority of the total membership of the Countywide Oversight Board may amend these Bylaws upon an affirmative vote, 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 Countywide Oversight 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 the Bylaws.

ARTICLE VI – PARLIAMENTARY PROCEDURE FOR MEETINGS

Parliamentary procedures for the meetings shall follow the Rosenberg's Rules of Order, a copy of which has been included for reference.