



County of San Diego

COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD MEETING

**June 20, 2019, 10:00 AM
County Administration Center, Room 302
1600 Pacific Highway, San Diego, CA 92101**

**COUNTY OF SAN DIEGO
COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD**

REGULAR MEETING

JUNE 20, 2019, 10:00 A.M.

County Administration Center, Room 302
1600 Pacific Highway, San Diego, California 92101

- A. Call to Order / Pledge of Allegiance
- B. Roll Call
- C. Approval of Statement of Proceedings / Minutes of March 21, 2019
- D. Formation of Consent Calendar
- E. Public Communication Speakers: Members of the public may address the Oversight Board on subject matters within the Board's jurisdiction, but not an item on this agenda. Each speaker is limited to three minutes.
- F. Discussion Item(s)
 - 1. Ballpark Village – DOF rejection of OB Resolution No. 2019-019, approving the Second Implementation Agreement to the Owner Participation Agreement (OPA) with Ballpark Village, LLC (including *Exhibit A – Objection of Oversight Board Action, dated May 7, 2019*)
- G. Action Item(s)
 - 1. Adopt the resolution entitled, A RESOLUTION OF THE COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD AMENDING THE BYLAWS RELATED TO BOARD MEMBER ATTENDANCE AND SHIFTING OVERSIGHT BOARD ADMINISTRATION RESPONSIBILITIES TO COUNTY OF SAN DIEGO HEALTH & HUMAN SERVICES AGENCY
- H. Communications Received
- I. Future Agenda Item(s)
- J. Set Future Meeting Date(s)
- K. Adjournment

Supporting documentation and attachments for items listed on this agenda can be viewed online at <http://www.sdcounty.ca.gov/community/san-diego-county-oversight-board.html> or in the Community Services Group Executive Office at the County Administration Center, 1600 Pacific Highway, Room 201, San Diego, CA 92101.

ASSISTANCE FOR THE DISABLED:

Agendas and records are available in alternative formats upon request. Contact the Community Services Group Executive Office at (619) 531-5441 with questions or to request a disability-related accommodation. Individuals requiring sign language interpreters should contact the Americans with Disabilities Coordinator at (858) 505-6521. To the extent reasonably possible, requests for accommodation or assistance should be submitted at least 24 hours in advance of the meeting so that arrangements may be made. An area in the front of the room is designated for individuals requiring the use of wheelchair or other accessible devices.

**COUNTY OF SAN DIEGO
COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD**

REGULAR MEETING MINUTES

MARCH 21, 2019, 10:00 A.M.

County Administration Center, Room 302
1600 Pacific Highway, San Diego, California 92101

A. Call to Order:

The meeting was called to order at 10:00 a.m.; followed by the Pledge of Allegiance

B. Roll Call

PRESENT: Board Members: Don Steuer, Mark Schiel, Bonnie Dowd, Julie Nygaard, William Baber, and Michael Prinz. **Other Attendees:** George Eiser, Attorney at Law; Brian Hagerty, CSG Group Finance Director; Natalia Bravo, CAO Staff Officer; Movita McGee, Admin Analyst II; and Lisa Fitzpatrick, CSG Executive Assistant.

ABSENT: Kaye Hobson

C. Approval of Statement of Proceedings / Minutes of February 21, 2019

ON MOTION of board member William Baber, seconded by Mark Schiel, THE COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD approved the minutes of the February 21, 2019, meeting. **Motion passed.**

AYES: Steuer, Schiel, Dowd, Baber

ABSTAINED: Nygaard and Prinz

D. Formation of Consent Calendar

Items to which no opposition has been expressed by the public or this body may be placed on the Consent Calendar to be voted on without discussion.

The secretary informed this body that no items have been placed on the Consent Calendar.

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- E. Public Communication Speakers: Members of the public may address the Oversight Board on subject matters within the Board's jurisdiction, but not an item on this agenda. Each speaker is limited to three minutes.

The secretary informed this body that no speaker slips have been submitted for Public Communication.

F. Discussion Item(s)

1. Ballpark Village – Second Implementation Agreement to the Owner Participation Agreement with Ballpark Village LLC (southeast of Park Boulevard, north and south of Imperial Avenue) – East Village Neighborhood of the Downtown Community Plan Area.

Jeff Zinner, Senior Project Manager, Civic San Diego gave a presentation to the body with regards to the Second Implementation Agreement to the Owner Participation Agreement with Ballpark Village LLC (*Attachment*). (**SEE ITEM G.**)

2. Escondido School Districts' Objection to Item No. 7 of Escondido Successor Agency Recognized Obligation Payment Schedule (ROPS) 19-20 discussion as an Informational Item.

Escondido Schools Districts' representatives came before this body and discussed their objection to the approval of the 2018-2019 ROPS for the City of Escondido. The school district representatives stated that the lump-sum payment of existing Traffic Loan by the City of Escondido would eventually put them in a \$7 million annual deficit. In addition, the representatives claimed the City did not follow the terms of agreement with the school districts regarding the payment of this loan. In addition, the school districts' representatives stated that they were not properly noticed as to the termination of the agreement between them and the City of Escondido.

The City of Escondido stated that they were within their rights to make the ROPS loan payment amount in full and that the payment agreement with the Escondido School Districts ended by its own terms.

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The Chairman requested to know if the January 2019 Countywide Redevelopment Successor Agency Oversight Board meeting was properly noticed to the public, and staff answered yes. The Board stated that the approval of the ROPS might not have not been approved on Consent if these concerns were brought forward during the January 2019 meeting; however, the Board can only make a decision based on the information given at the time. Therefore, the Oversight Board will not reverse their decision of January 2019 ROPS for the City of Escondido.

However, there is a chance for the Escondido Successor Agency to request amendments to this ROPS before the Traffic Impact Fund loan is paid in full. Their only chance will be before October 1, 2019. This body suggested that both parties (Escondido school districts and City of Escondido) meet and try to reach an agreement among themselves, as this body cannot unilaterally reverse its previous decision.

3. Attendance Records of the Board Members and the related section of the By-Laws.

Staff brought to the attention of this body the Board bylaws, which state the number of absences (excused and unexcused) that can be had by each member. The Board does have the option of amending the current bylaws related to “Unexcused Absences, Section 9.”

Michael Prinz requested that language be added to the bylaws which allows the Board to decide on the removal of a Board member by a majority vote.

It was suggested to the Board to amend the bylaws to state: “a member shall be entitled to only three (3) excused absence within a twelve (12) consecutive calendar months.” Also, the removal of a member must be voted on and approved by a majority of the members.

G. Action Item(s)

Adopt the resolution entitled, A RESOLUTION OF THE COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD APPROVING THE CITY OF SAN DIEGO REDEVELOPMENT SUCCESSOR AGENCY’S SECOND IMPLEMENTATION AGREEMENT TO THE OWNER PARTICIPATION AGREEMENT WITH BALLPARK VILLAGE LLC.

Supporting documentation and attachments for items listed on this agenda can be viewed online at <http://www.sdcounty.ca.gov/community/san-diego-county-oversight-board.html> or in the Community Services Group Executive Office at the County Administration Center, 1600 Pacific Highway, Room 201, San Diego, CA 92101.

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ON MOTION of board member William Baber, seconded by Bonnie Dowd THE COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD recommended approval of the Ballpark Village – Second Implementation Agreement to the Owner Participation Agreement with Ballpark Village LLC. **Motion Passed.**

AYES: Steuer, Schiel, Dowd, Baber, Nygaard and Prinz
ABSENT: Hobson

H. Communications Received

The secretary informed this body that no communications have been received.

I. Future Agenda Item(s)

1. Changes to the Bylaws

J. Set Future Meeting Date(s)

April 18, 2019 (**CAC Room 358**), May 16, 2018 (CAC Room 302)

K. Adjournment: 12:26 p.m.

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May 7, 2019

Mr. Andrew Phillips, Chief Financial Officer/Chief Operating Officer, Civic San Diego
City of San Diego
401 B Street, Suite 400
San Diego, CA 92101

Dear Mr. Phillips:

Subject: Objection of Oversight Board Action

The City of San Diego Successor Agency (Agency) notified the California Department of Finance (Finance) of its March 21, 2019 Oversight Board (OB) Resolution on March 22, 2019. Pursuant to Health and Safety Code (HSC) section 34179 (h), Finance has completed its review of the OB action.

Based on our review and application of the law, OB Resolution No. 2019-019, approving the Agency's Second Implementation Agreement (Second Agreement) to the Owner Participation Agreement (OPA) with Ballpark Village, LLC, is not approved.

The Agency was a party to the 2005 OPA and its subsequent amendment, titled the First Implementation Agreement (First Agreement). The OPA and First Agreement allowed the transfer of excess development floor area (floor area) from Petco Park to two parcels known as Parcel C and Parcel D. The deadline to transfer the floor area expired in 2016. The Agency desires to enter into the Second Agreement, which would reinstate and retroactively extend the deadline to transfer this floor area until 2024.

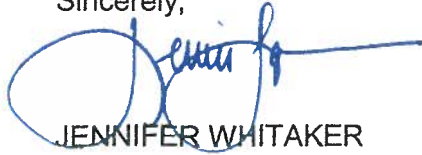
Pursuant to HSC section 34181 (e), the OB may approve amendments to agreements with private parties if the amendment will reduce liabilities and increase net revenues to the taxing entities and if the oversight board finds the amendments would be in the best interest of the taxing entities. While the OB found that the Second Agreement is in the best interest of the local taxing entities, and while there is some support that the amendment may increase revenues to the taxing entities, the Agency did not provide any information on how amending the OPA would reduce liabilities. Further, it is unclear if the OPA is in full force (and viable to be amended) because the deadlines specified in the Schedule of Performance appear to have already passed. For these reasons, this OB action is not allowed.

As authorized by HSC section 34179 (h), Finance is returning your OB action to the board for reconsideration.

Mr. Andrew Phillips
May 7, 2019
Page 2

Please direct inquiries to Joshua Mortimer, Supervisor, or Stephen Franz, Analyst, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Mr. Erik Caldwell, Deputy Chief Operating Officer Smart & Sustainable Communities, City of San Diego
Ms. Wanda Nations, Principal Accountant, Civic San Diego
Mr. Jon Baker, Senior Auditor and Controller Manager, San Diego County



COUNTY OF SAN DIEGO

COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD

AGENDA ITEM

COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD

WILLIAM BABER
DR. BONNIE DOWD
KAYE HOBSON
MICHAEL PRINZ
MARK SCHIEL
DONALD STEUER

DATE: June 20, 2019

1

TO: Countywide Redevelopment Successor Agency Oversight Board

SUBJECT: AMENDMENT OF BYLAWS FOR THE COUNTYWIDE
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD

SUMMARY:

Overview

During the March 21, 2019 meeting, the Oversight Board was advised to amend the Board's Bylaws to state: "a member shall be entitled to only three (3) excused absence within a twelve (12) consecutive calendar months". Also, the removal of a member must be voted on and approved by a majority of the members.

Effective July 1, 2019, Oversight Board administration responsibilities will shift from the County's Community Services Group to Health & Human Services (all Community Services Group departments and functions are being absorbed into the other four County functional groups). The Oversight Board is advised to amend the bylaws prior to the effective date of the above-referenced reorganization.

Recommendation

Adopt the resolution entitled, A RESOLUTION OF THE COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD AMENDING THE BYLAWS RELATED TO BOARD MEMBER ATTENDANCE AND SHIFTING OVERSIGHT BOARD ADMINISTRATION RESPONSIBILITIES TO COUNTY OF SAN DIEGO HEALTH & HUMAN SERVICES AGENCY

Fiscal Impact

There is no fiscal impact associated with this recommended action.

SUBJECT: AMENDMENT OF BYLAWS FOR THE COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD

BACKGROUND:

The Countywide Redevelopment Successor Agency Oversight Board has been established to direct the county Successor Agencies to take certain actions to wind down the affairs of the Redevelopment Agencies in accordance with the California Health and Safety Code. The Oversight Board has established bylaws for governance of its structure and operations, and must periodically amend the bylaws to account for changes in operations, legislation, and organizational structure.

Article III, Section 9 of the bylaws currently provides that a member be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. During the March 21, 2019 Oversight Board meeting, the members discussed the attendance records and suggested amending the bylaws to increase two (2) excused absences to three (3) excused absences within twelve (12) consecutive calendar months. Staff also recommend that Article III, Section 9 be amended to include a provision for Board-approved termination within a defined timeframe, rather than automatic termination of membership upon reaching the maximum number of allowed absences.

In February 2019, County executives announced a reorganization of the County's functional groups effective July 1, 2019, resulting in the absorption of Community Services Group departments into the remaining County functional groups and the dissolution of the Community Services Group Executive Office, which currently acts as the administrative staff for the Oversight Board. Administrative responsibilities will shift from the County's Community Services Group to the Health & Human Services Agency. Staff have changed all relevant existing bylaw references from "Community Services Group Executive Office" to "designated County staff" to account for the reorganization. Other cleanup language has also been included to clarify that the County contact for the California Department of Finance must be designated by the *County Auditor & Controller* to adhere to Health and Safety Code section 34179 (j).

Respectfully submitted,



APRIL F. HEINZE
Deputy Chief Administrative Officer

ATTACHMENT(S)

A – Resolution

B – Amended Bylaws (Strikeout Version)

SUBJECT: AMENDMENT OF BYLAWS FOR THE COUNTYWIDE REDEVELOPMENT
SUCCESSOR AGENCY OVERSIGHT BOARD

AGENDA ITEM INFORMATION SHEET

PREVIOUS RELEVANT BOARD ACTIONS:

N/A

MANDATORY COMPLIANCE:

N/A

CONTACT PERSON(S):

Movita McGee

Name

619-531-5441

Phone

Movita.McGee@sdcounty.ca.gov

E-mail

Brian Hagerty

Name

619-531-4829

Phone

Brian.Hagerty@sdcounty.ca.gov

E-mail

Resolution No. OB-2019-020
Meeting Date: 06/20/2019

A RESOLUTION OF THE COUNTYWIDE REDEVELOPMENT SUCCESSOR
AGENCY OVERSIGHT BOARD AMENDING THE BYLAWS RELATED TO
BOARD MEMBER ATTENDANCE AND SHIFTING OVERSIGHT BOARD
ADMINISTRATION RESPONSIBILITIES TO COUNTY OF SAN DIEGO HEALTH
& HUMAN SERVICES AGENCY

WHEREAS, the Countywide Redevelopment Successor Agency Oversight Board has been established to direct the county Successor Agencies to take certain actions to wind down the affairs of the Redevelopment Agencies in accordance with the California Health and Safety Code; and

WHEREAS, the Oversight Board desires to amend the bylaws for the general operation of the Oversight Board by modifying requirements for member attendance and adding one excused absence per 12-month period, changing termination procedures for excessive absences, and inserting a provision for Board-approved termination within a defined timeframe as necessary; and

WHEREAS, Oversight Board administration responsibilities will shift from the County's Community Services Group to Health & Human Services Agency due to the dissolution of the Community Services Group effective July 1, 2019,

NOW, THEREFORE, IT IS HEREBY BY RESOLVED that the Approved Amended Bylaws attached hereto as Attachment B shall constitute the Bylaws for the Countywide Redevelopment Successor Agency Oversight Board.

Chair, Oversight Board

BYLAWS
COUNTYWIDE REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
COUNTY OF SAN DIEGO

ARTICLE I - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

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

Section 2. Purpose

The 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 Redevelopment Agencies of the San Diego County area (hereinafter the "former Redevelopment Agencies") by the San Diego County area successor agencies (hereinafter the "Successor Agencies") of the former Redevelopment Agencies. To the extent there is any inconsistency between the Bylaws and the statutory provisions, the statutory provisions shall control.

a. Duties and Responsibilities

The duties and responsibilities of the 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 expeditiously and in a manner aimed at maximizing value; provided, however, that the Oversight Board may instead direct the Successor Agencies to transfer ownership of those assets that were constructed and used for a governmental purpose to the appropriate public jurisdiction pursuant to any existing agreements relating to the construction or use of such an asset, with any compensation for the asset governed by the agreements relating to the construction or use of that asset;
2. Cease performance in connection with and terminate all existing agreements that do not qualify as enforceable obligations, as that term is defined in subdivision (d) of Section 34171 of the Health and Safety Code;
3. Transfer housing responsibilities and all rights, powers, duties and obligations related thereto to entities designated pursuant to Section 34176 of the Health and Safety Code;
4. Terminate any agreement between the former Redevelopment Agencies and any public entity located in the County of San Diego that obligates the former Redevelopment 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 Oversight Board finds that early termination would be in the best interests of the taxing entities; and
5. Determine whether any contracts, agreements or other arrangements between the former Redevelopment Agencies and any private parties should be terminated or renegotiated to

reduce liabilities and increase net revenues to the taxing entities, and present proposed termination or amendment agreements to the Oversight Board for consideration and approval; the 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 interests of the taxing entities.

b. Approvals Required

The following actions of the Successor Agencies shall first be approved by the Oversight Board:

1. The establishment of new repayment terms for outstanding loans where the terms have not been specified prior to February 1, 2012;
2. Refunding of outstanding bonds or other debt of the former Redevelopment Agencies by 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;
3. Setting aside of amounts in reserves as required by indentures, trust indentures, or similar documents governing the issuance of outstanding bonds of the former Redevelopment Agencies;
4. Merging of project areas of the former Redevelopment Agencies;
5. 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, as successors to the former Redevelopment Agencies, in an amount greater than five percent (5%);
6. ~~Agreements between the Cities and other taxing entities permitting the Cities to retain properties of the former Redevelopment Agencies in exchange for compensation as determined by subdivision (f) of Section 34180 of the Health and Safety Code; (Deleted by Oversight Board 8/16/2018)~~
7. Establishment of the recognized obligation payment schedule pursuant to Section 34177 of the Health and Safety Code;
8. Requests by the Successor Agencies to enter into agreements with the Cities that formed the redevelopment agencies they are succeeding pursuant to Section 34178 of the Health and Safety Code; and
9. Requests by the Successor Agencies or taxing entities 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.

c. Review by State Department of Finance

The State Department of Finance (hereinafter "DOF") may review any action of the Oversight Board. ~~The Community Services Group Executive Office of the Oversight Board~~ County Auditor & Controller shall designate ~~shall be~~ the County contact between the Oversight Board and DOF, ~~and which shall~~ provide their telephone and email contact information to DOF. Actions taken by the Oversight Board

shall not be effective for five (5) business days, pending a request for review by DOF. In the event that DOF requests review of an action taken by the Oversight Board, DOF shall have forty (40) days from the date of its request to approve the action or return it to the Oversight Board for reconsideration, with suggested modifications. In the event that DOF returns the action to the Oversight Board for reconsideration, the 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

a. Total Membership/Appointment

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

1. One member appointed by the County of San Diego Board of Supervisors;
2. One member appointed by the City Selection Committee established pursuant to Section 50270 of the Government Code;
3. One member appointed by the independent special district selection committee established pursuant to Section 56332 of the Government Code, for the types of special districts that are eligible to receive property tax revenues pursuant to Section 34188 of the Health and Safety Code;
4. One member appointed by the County Board of Education;
5. One member appointed by the Chancellor of the California Community Colleges;
6. One member of the public appointed by the County Board of Supervisors; and
7. One member appointed by the recognized employee organization representing the largest number of successor agency employees in the county.

Following its initial formation, the Oversight Board 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.

b. Duration

The Oversight Board shall be and remain established until the sooner of (1) the date that all indebtedness of the former Redevelopment Agencies has been repaid, or (2) the date on which the Oversight Board shall be dissolved by law.

Section 4. Local Entity

Pursuant to subdivision (e) of Section 34179 of the Health and Safety Code, the 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

Oversight Board members shall have personal immunity from suit for their actions taken within the scope of their responsibilities as members of the Oversight Board.

Section 6. Fiduciary Responsibilities

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 Oversight Board member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the designated County of San Diego Community Services Group Executive Office staff responsible for Oversight Board administration 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 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 Oversight Board may direct the designated staff of the County of San Diego Community Services Group Executive Office to perform work in furtherance of the duties and responsibilities of the Oversight Board. The County of San Diego Community Services Group Executive Office shall pay for all of the administrative costs of the meetings of the Oversight Board and may be reimbursed for those administrative costs in accordance with Section 34179(c) of the Health and Safety Code.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the Oversight Board shall consist of a Chairperson, a Vice Chairperson and a Secretary, 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 Oversight Board, and shall submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the Oversight Board. The Chairperson or, in his/her absence or unavailability the Vice Chairperson, shall sign all documents necessary to carry out the business of the Oversight Board.

Section 3. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence or unavailability 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 Oversight Board shall elect a new Chairperson.

Section 4. Secretary

The ~~Community Services Group Executive Office Staff~~ designated County staff shall keep the records of the Oversight Board and shall prepare minutes and keep a record of the meetings in a journal of proceedings. The Secretary shall attest to and/or countersign all documents of the Oversight Board.

Section 5. Additional Duties

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

Section 6. Election

The Chairperson, Vice Chairperson and Secretary shall be elected from among the members of the Oversight Board at the first regular meeting of the Oversight Board. Thereafter, the Chairperson, Vice Chairperson and Secretary shall be elected from among the members of the Oversight Board at its regular meeting. Each officer shall hold office until his/her successor is elected and in office. Any such office shall be held for a maximum of (1) year at a time, and no person shall be elected as for the same office for more than (1) term.

Section 7. Vacancies

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

ARTICLE III - MEETINGS

Section 1. Regular Meetings

The Oversight Board shall meet regularly on the third Thursday of each month, at the hour of 10a.m., at 1600 Pacific Highway, San Diego, California. 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. In the event that the meeting location or time must be changed for any reason, such changes shall be provided to all Oversight Board members at least seven calendar days prior the newly located or scheduled meeting. A notice, agenda and other necessary documents shall be delivered to the members either personally, by mail, or by e-mail at least seventy-two (72) hours prior to any regular 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 Oversight Board at a regular or special meeting of the 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 Oversight Board by written notice personally delivered or by mail or e-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 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. Oversight Board members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

Section 4. All Meetings to be Open and Public

All meetings of the 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 Secretary, or his/her authorized representative, shall post an agenda for each regular Oversight Board meeting or a notice for each special 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 intended meeting site (primarily 1600 Pacific Highway, San Diego, California, at 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 Oversight Board shall also be posted on the Oversight Board's internet web site.

Section 6. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Oversight Board on matters within the 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; provided, however, that the Oversight Board may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda or prior to that time.

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 Oversight Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the 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 Oversight Board which the Oversight Board determines will require consideration and action and where Oversight Board action at that meeting is not so

authorized shall be placed on the agenda for the next regular meeting.

Section 8. Quorum

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

Section 9. Unexcused Absences

If a member shall be absent from three (3) meetings, whether regular or special, within six (6) consecutive calendar months, such absence ~~shall~~ may result in the termination of the membership of the absenting member. Such termination must be approved by an affirmative vote of at least four other members at the first regular or special meeting held subsequent to the member's third absence in a six-month period. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the designated County staff of the Community Services Group Executive Office of his or her intent to be absent and the reasons therefor; provided, however, that a member shall be entitled to only ~~two-three~~ (23) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, staff shall report to the Oversight Board the name of any member who has so notified him or her of his or her intent to be absent and the reason for such absence.

Section 10. Order of Business

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

Section 11. Minutes

Minutes of the meetings of the Oversight Board shall be prepared in writing by ~~Community Services Group Executive Office~~ designated County staff. Copies of the minutes of each Oversight Board meeting shall be made available to each member of the Oversight Board and the Successor Agencies. Approved minutes shall be filed in the official record of minutes of the Oversight Board. A member shall be permitted to vote on a motion pertaining to the minutes of a meeting at which that member was not present.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

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

ARTICLE V - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Oversight 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 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 these Bylaws.