

BYLAWS

COUNTYWIDE OVERSIGHT BOARD

ARTICLE 1 - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

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

Section 2. Purpose

The Oversight Board exists by virtue of and shall perform the duties described in California Health and Safety Code (H&S) sections 34179-34181 in connection with the winding down of the affairs of the former Redevelopment Agency of Clovis, Coalinga, Firebaugh, Fowler, Fresno, Huron, Kerman, Kingsburg, Mendota, Orange Cove, Parlier, Reedley, San Joaquin, Sanger, and Selma (hereinafter "Former Redevelopment Agencies").

Section 3. Membership/Duration

a. Total Membership/ Appointment

The total membership of the Oversight Board shall be seven (7), appointed pursuant to H&S 34179. 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 remain established until terminated pursuant to H&S 34179(j)-(m).

Section 4. Local Entity

Pursuant to H&S 34179(e), 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 H&S 34171(d), and the taxing entities that benefit from distributions of property tax and other revenues pursuant to H&S 34188. Oversight Board members shall exercise independent judgment considering the interests of the community as a whole and not solely the interests of their appointing entities.

Section 7. Resignation

Any Oversight Board member may resign at any time by giving written notice to the Clerk to the Board and the Chairperson, who shall forward such notice to the appointing entity and to Department of Finance. 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.

The Oversight Board may, by majority vote, direct the designated staff of the Auditor-Controller/Treasurer-Tax Collector (hereinafter "ACTTC"), to perform work in furtherance of the duties and responsibilities of the Oversight Board. The staff shall keep the records of the Oversight Board. ACTTC may designate a staff member to act as Clerk to the Board at the meetings of the Oversight Board. The staff shall, in consultation with the Chairperson and the Clerk to the Board, prepare agendas, and shall prepare minutes of meetings of the Oversight Board, keep a record of the meetings in a journal of proceedings of the Oversight Board, and shall attest to and/or countersign all documents of the Oversight Board.

The Clerk to the Board shall be the designated contact between the Oversight Board and the State Department of Finance (DOF), as well as other public agencies and private parties. The Clerk to the Board shall provide his/her telephone and email contact information to DOF in accordance with H&S Code section 34179(11). The Clerk to the Board shall report all communications with the DOF to the Oversight Board Chairperson and Vice Chairperson within twenty-four hours.

The Oversight Board may engage legal counsel as may be deemed necessary from time to time.

ARTICLE II- OFFICERS

Section 1. Officers

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

Section 2. Chairperson

The Chairperson shall preside at all meetings of the Oversight Board.

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 Oversight Board shall elect a new Chairperson.

Section 5. Election

The Chairperson and Vice Chairperson shall be elected from among the members of the Oversight Board, each shall then serve at the pleasure of the Board. Each officer shall hold office until resignation or until his/her successor is elected and takes office.

Section 6. Vacancies

Should the office of Chairperson or Vice Chairperson become vacant, the Oversight Board shall elect a successor from among the Oversight Board members at the next regular or special meeting.

ARTICLE III - MEETINGS

Section 1. Regular Meetings

The regular meeting of the Board shall be held as needed upon the fourth Thursday of the first month of each quarter commencing at the hour of 2:00 p.m. thereof in the Board of Supervisors Chambers of the Hall of Records 3rd Floor located at 2281 Tulare Street, Fresno, CA. If the last Thursday is a holiday then the Thursday meeting will be cancelled. If the Chambers are unavailable an alternate location will be named upon posting of the Board agenda for the meeting affected. In the event of a cancellation of a board meeting, prior notice will be publicly posted.

A notice, agenda and other necessary documents shall be delivered to the members, each in the manner designated by such member, either or a combination of personally, by U.S. mail, electronic mail, or by posting on the Oversight Board website, at least seventy-two (72) hours prior to a

regular meeting or twenty-four (24) hours in advance of a special meeting. Board members shall communicate their desired form of notices to the Clerk.

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 Oversight Board, for the purpose of transacting any business designated in the notice, after notification of all members of the Oversight Board by written notice personally delivered 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.

Section 3. 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 4. Posting Agendas/Notices

The Clerk to the Board, 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 Hall of Records, Fresno, 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 agendas and notices required by law for proposed actions by the Oversight Board shall also be posted on the Oversight Board internet website.

Section 5. 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 upon the agenda.

The time allotted for public discussion for each individual speaker shall be three (3) minutes, unless more or less time is allocated by the Oversight Board.

Section 6. 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 section 54950 et seq.).

Section 7. 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 (4) of the total membership (7) of the Oversight Board shall be required for approval of any matters brought before the Oversight Board.

Section 8. Order of Business

All business and matters of the Oversight Board shall be transacted in conformance with Robert's Rules of Order Newly Revised and any additional procedural rules adopted by resolution by the Oversight Board.

Section 9. Minutes

Minutes of the meetings of the Oversight Board shall be prepared in writing by the Clerk to the Board. Copies of the minutes of each Oversight Board meeting shall be made available to each member of the Oversight Board. Approved minutes shall be filed in the official book of minutes of the Oversight Board.

ARTICLE IV - CONFLICT OF INTEREST

Members shall be subject to the conflict of interest provisions including but not limited to Sections 1090 *et seq.* of the Government Code, and shall comply with the reporting requirement of the Political Reform Act of 1974 at Section 81000 *et seq.* of the Government Code.

ARTICLE V-REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Oversight Board before the Appointed Entity, the County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Clerk to the Board following direction from the Oversight Board by majority vote.

ARTICLE VI - 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.

CERTIFICATE OF CLERK TO THE BOARD

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Clerk to the Board of the Countywide Oversight Board; and

(2) That the foregoing Bylaws comprising six (6) pages, constitute the Bylaws of such Countywide Oversight Board to the Redevelopment Agencies as adopted by the members at a duly constituted meeting held on September 13, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 13th day of September, 2018.



(Signature)

Mario Cabrera

(Print)

, Clerk to the Board