

EXHIBIT A

BYLAWS

MARIN COUNTYWIDE SUCCESSOR AGENCY OVERSIGHT BOARD FOR THE

SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF NOVATO,
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF SAN RAFAEL
AND SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE COUNTY OF MARIN

ARTICLE I – THE OVERSIGHT BOARD

Section 1. Name of the Oversight Board

The name of the Oversight Board shall be the “Marin Countywide Successor Agency 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 the California Health and Safety Code (H&S) §§34179-34181 in connection with the winding down of the affairs of the former Redevelopment Agency of the City of Novato by the City of Novato in its capacity as the Successor Agency, the former Redevelopment Agency of the City of San Rafael by the City of San Rafael in its capacity as Successor Agency and the former Redevelopment Agency of the County of Marin by the County of Marin in its capacity as Successor Agency.

Section 3. Membership/Duration

a. Total Membership/Appointment

The total membership of the Oversight Board shall be seven (7), appointed pursuant to H&S Code §34179. The members shall serve without compensation and without reimbursement of 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 Code §34179(j)-(m).

Section 4. Local Entity

Pursuant to H&S Code §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 in accordance with applicable law.

Section 6. Fiduciary Responsibilities

Oversight Board members shall have fiduciary responsibilities to holders of enforceable obligations, as the term is defined in H&S Code §34171(d), and the taxing entities that benefit from distributions of

EXHIBIT A

property tax and other revenues pursuant to H&S Code §34188. Oversight Board members shall exercise independent judgment considering the interests of the community 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 his or her appointing entity and the Chairperson, who shall forward such notice to the Marin County 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. Staff

The Marin County Department of Finance shall act as staff to the Oversight Board, who may direct them to perform work in furtherance of the duties and responsibilities of the Oversight Board. The Marin County Department of Finance shall keep the records of the Oversight Board. The Oversight Board may delegate ministerial functions as deemed necessary to the County Department of Finance, who may designate a county staff member to act as secretary at the meetings of the Oversight Board. The County Department of Finance shall, in consultation with the Chairperson and the Successor Agencies, 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 County Department of Finance 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 County Department of Finance shall provide telephone and email contact information to State DOF in accordance with H&S Code section 34179(h). The County Department of Finance shall report all Oversight Board related communications with the State DOF to the Oversight Board Chairperson and Vice Chairperson within three (3) business days.

The Oversight Board may direct the staff of the Successor Agencies, to provide additional legal or financial advice than what was given by agency staff.

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

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.

EXHIBIT A

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 4. 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 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 for a term of four years or 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. Annual Meetings

Annual meetings shall be held on or before January 31st of each year, until such time as the Oversight Board shall cease to exist as per H&S Code §34179(m). Annual Meetings will take place at the Marin County Civic Center in San Rafael, California. At annual meetings, the Chairperson and Vice Chairperson shall be elected; and any other business may be transacted which is within the purposes of the Oversight Board. Notice of an annual meeting shall be published in a newspaper of general circulation in the territorial jurisdiction of the Successor Agencies at least once not less than ten (10) days prior to the date of the annual meeting.

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 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

EXHIBIT A

Except where additional notice is required for specific actions as stated in Health & Safety Code 34181(f), concerning proposed disposal of certain assets and properties or the transfer of certain housing assets, 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 Marin County Civic Center, San Rafael, 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's internet website. With the approval and cooperation of additional agencies, notices shall also be posted with the Marin County Clerk and County Office of Education, and/or such other agencies as may be approved from time to time.

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 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 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.).

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

Section 9. 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 10. Minutes

Minutes of the meetings of the Oversight Board shall be prepared in writing by the secretary. Copies of the minutes of each Oversight Board meeting shall be made available to each member of the Oversight Board, to the County Department of Finance and the Successor Agencies. Approved minutes shall be filed in the official book of minutes of the Oversight Board.

EXHIBIT A

ARTICLE IV – CONFLICT OF INTEREST

The Oversight Board shall adopt and maintain a conflict of interest policy by resolution.

ARTICLE V – REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Oversight Board before the Successor Agencies, the County Department of Finance, the State Controller, State DOF, or any other public body shall be made by the County Department of Finance 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. The Successor Agency shall be notified of any amendments to these Bylaws.

CERTIFICATION OF THE SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of the Countywide Successor Agency Oversight Board of the Successor Agency to the Former Redevelopment Agency of the City of Novato; Successor Agency to the Former Redevelopment Agency of the City of San Rafael; Successor Agency to the Former Redevelopment Agency of the County of Marin; and
- (2) That the foregoing Bylaws comprising five (5) pages, constitute the Bylaws of such Countywide Successor Agency Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Novato; Successor Agency to the Former Redevelopment Agency of the City of San Rafael; Successor Agency to the Former Redevelopment Agency of the County of Marin as adopted by the members at a duly constituted meeting held on August 31, 2018.

IN WITNESS, WHEREOF, I have hereunto subscribed my name, this 31 day of August, 2018.

Reina Baone
J Baone, Secretary

RESOLUTION NO. 2018-02

RESOLUTION OF THE
MARIN COUNTYWIDE SUCCESSOR AGENCY OVERSIGHT BOARD
ADOPTING BYLAWS

WHEREAS, the Marin Countywide Successor Agency Oversight Board (the "Oversight Board") has been established to direct the Successor Agencies to the former Redevelopment Agencies within Marin County to take certain actions to wind down the affairs of said Redevelopment Agencies in accordance with the Health and Safety Code;

WHEREAS, the Oversight Board desires to adopt bylaws and regulation for the general operation of the Oversight Board, including but not limited to the designation of officers and conduct meetings.


NOW, THEREFORE, BE IT RESOLVED, by the Oversight Board, as follows;

Section 1. The Bylaws of the Oversight Board, a copy of which is attached hereto and incorporated herein as Exhibit "A", are hereby approved.

Section 2. The secretary shall certify to the adoption of this Resolution.

DULY PASSED AND ADOPTED this 31 day of August 2018, by the Oversight Board by the following vote:

AYES: 4
NOES: 0
ABSENT: 0
ABSTAIN: 0
RECUSE: 0



Chairperson
Oversight Board

ATTEST:



Secretary, Oversight Board