

BYLAWS

FOR THE COUNTYWIDE OVERSIGHT BOARD

FOR THE COUNTY OF SAN LUIS OBISPO

ARTICLE 1.- THE COUNTYWIDE OVERSIGHT BOARD

Section 1. Name of Oversight Board.

The name of the Countywide Oversight Board shall be the "Countywide Oversight Board for the County of San Luis Obispo" ("Countywide Oversight Board").

Section 2. Membership/Duration.

A. Total Membership/Appointment. The total membership of the Countywide Oversight Board shall be seven (7), selected as follows or as may be amended by any amendments to Section 34179(j) of the Health and Safety Codes:

1. One member appointed by the county 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, to represent schools, appointed by the elected county superintendent of education. If the county superintendent of education is appointed, then this member shall be appointed by the county board of education;
5. One member appointed by the chancellor of the California Community Colleges to represent community college districts in the county;
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.

- B. Term/Compensation. The Governor may appoint individuals to fill any member position identified herein that has not been filled by July 15, 2018, and any position that remains vacant for sixty (60) days. Following its initial formation, the Countywide Oversight Board shall have no obligation to report the names of its officers and other members to the California Department of Finance (the "Department") pursuant to Section 34179(h)(1) of the Health and Safety Code.

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.

- C. Duration. The Countywide Oversight Board shall be and remain established until the date that all successor agencies subject to its oversight have been formally dissolved pursuant to Section 34187 of the Health and Safety Code, at which time the Countywide Oversight Board shall be dissolved.

Section 3. 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 4. Personal Immunity.

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

Section 5. 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 6. Resignation.

Any Oversight Board member may resign at any time by giving written notice to the San Luis Obispo County Auditor-Controller (the "Auditor-Controller"), who shall forward such notice to the Countywide Oversight Board, its staff and the successor agencies. The Countywide Oversight Board shall have no obligation to report the names of its officers and other members to the Department pursuant to Section 34179(h)(1) of the Health and Safety Code. 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 7. Filling of Vacancies.

In the event of a vacancy on the Countywide Oversight Board, the appointing entity under Section 34179(j) of the Health and Safety Code 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 8. Staff.

Pursuant to Section 34179(j) of the Health and Safety Code, the Countywide Oversight Board shall be staffed by the county auditor-controller, by another county entity selected by the county auditor-controller, or by a city within the county that the county auditor-controller may select after consulting with the department. The San Luis Obispo County Auditor-Controller (the "Auditor-Controller") selected the County's Clerk-Recorder Office (the "Clerk-Recorder"), a county entity, to provide clerking services for the Countywide Oversight Board.

The Auditor-Controller shall pay for all of the costs of the meetings of the Countywide Oversight Board. The Clerk-Recorder shall submit to the Auditor-Controller, Time Charge Schedules for each employee providing staffing services to the Countywide Oversight Board. 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.

The Clerk of the Board shall keep the records of the Countywide Oversight Board, and shall act as secretary at the meetings of the Countywide Oversight Board. The Clerk of the Board shall post the meeting agenda (outside the Government Center and on the County's website), attend all Countywide Oversight Board meetings and prepare minutes of meetings, keep a record of the meetings in a journal of proceedings of the Countywide Oversight Board, attest to and/or countersign all documents of the Countywide Oversight Board.

ARTICLE 2.- 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 2.

Section 2. Chairperson.

The Chairperson shall preside at all meetings of the Countywide 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 Countywide Oversight Board. The Chairperson shall sign all documents necessary to carry out the business of the Countywide 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 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 or special meeting, and such office shall be held for the unexpired term of said office.

ARTICLE 3.- MEETINGS

Section 1. Regular Meetings.

The Countywide Oversight Board shall meet regularly according to the adopted meeting schedule, at 1055 Monterey Street. Board of Supervisors Chambers, San Luis Obispo, California, 93408. 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 link to the Board's meeting agenda and other necessary documents

shall be provided to the members by, electronic mail, at least seventy-two (72) hours prior to the meeting. All actions taken by the Countywide Oversight Board shall be adopted by resolution.

Section 2. Special Meetings.

Special meetings for the purpose of transacting any business specified in the call and notice for the meeting may be held upon the call of the chairperson or a majority of the members of the Countywide Oversight Board. Notice of the meeting shall be written and provided, by electronic mail to each Oversight Board member 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. 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 Countywide Oversight Board shall be open and public pursuant to the Ralph M. Brown Act ("Brown Act"), Sections 54950 through 54962 of the Government Code, as amended. All persons shall be permitted to attend any such meetings, except as otherwise provided by law. The Countywide Oversight Board may hold closed session meetings in accordance with the Brown Act.

Section 5. Posting Agendas/Notices.

The Clerk of 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 County Government Center, 1055 Monterey Street, San Luis Obispo, 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 each of the successor agency's internet web site or the Countywide Oversight Board's internet web site, if one exists.

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; provided, however, that the Countywide 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.

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 Oversight Board 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 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. (Health and Safety Code section 34179(e).)

Section 9. Unexcused Absences.

If a member shall be absent from three (3) consecutive meetings such absence shall result in a request for termination of the membership of the absenting member. The Chairperson shall send written notice, to the entity identified in Section 34179(j) of the Health and Safety Code that appointed the absenting member, requesting said entity to consider appointing a replacement member to serve on the Countywide Oversight Board. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson and the Auditor staff of his or her intent to be absent and the reasons therefor; provided, however, that a member shall be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, the Chairperson shall report to the Countywide 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 Countywide Oversight Board shall be transacted in conformance with Robert's Rules of Order.

Section 11. 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 Oversight Board meeting shall be made available to each member of the Countywide Oversight Board and to each successor agency. Approved minutes shall be filed in the official book of minutes of the Countywide Oversight Board and posted to the County website by the County Clerk-Recorder.

ARTICLE 4.- REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Countywide Oversight Board before any successor agency, the San Luis Obispo County Auditor-Controller, the State Controller, the Department of Finance, or any other public body shall be made by the Countywide Oversight Board's Chairperson, or the Chairperson's designee.

ARTICLE 5.- AMENDMENTS

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