

## Orange Countywide Oversight Board

August 7, 2018

Agenda Item No. 5

To: Oversight Board Members

Recommended Action:

Approve resolution adopting policies and procedures.

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This resolution would adopt the policies and procedures for the Orange Countywide Oversight Board.

These policies and procedures would establish:

- Meeting dates and procedures for calling meetings
- How agenda items to be submitted and reviewed
- How the agenda is to be distributed
- How actions taken by the Board are reported

Resolution No. 18-\_\_\_\_\_

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD  
ADOPTING POLICIES AND PROCEDURES

WHEREAS, California Health and Safety Code Section 34179(e) requires all action items of the Orange County Countywide Oversight Board be accomplished by resolution;

WHEREAS, in accordance with California Health and Safety Code Section 34179(j), the twenty-five oversight boards in place in Orange County have consolidated into one Orange Countywide Oversight Board, effective July 1, 2018;

WHEREAS, the establishment of Policies and procedures will further the Board's ability to perform its fiduciary duty to holders of enforceable obligations and the taxing entities that benefit from distributions of property tax and other related revenues;

NOW, THEREFORE, BE IT RESOLVED THAT THE ORANGE COUNTYWIDE OVERSIGHT BOARD hereby approves the Policies and Procedures of the Orange Countywide Oversight Board in the form presented, together with such changes thereto as may be approved by the Orange Countywide Oversight Board, effective immediately.

**ORANGE COUNTYWIDE OVERSIGHT BOARD**  
**POLICIES AND PROCEDURES**

**Policy No. 2018-001**

**COUNTYWIDE OVERSIGHT BOARD POLICIES AND PROCEDURES**

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## **I. Introduction**

This constitutes the Policies and Procedures Manual (the "Policies and Procedures") for the Countywide Oversight Board for Orange County (the "COB").

As required under Section 34179(j) of the Health and Safety Code, effective July 1, 2018 the Countywide Oversight Board was formed and succeeded all oversight boards previously created pursuant to Section 34179(a) of the Health and Safety Code, which ceased to exist by operation of law effective July 1, 2018.

The Countywide Oversight Board shall have jurisdiction over each successor agency (each a "Successor Agency" and collectively the "Successor Agencies") with territorial jurisdiction within incorporated or unincorporated territorial borders of the County of Orange (the "County"). As of July 1, 2018, the Countywide Oversight Board has jurisdiction over the twenty-five (25) successor agencies listed in the Roster of Successor Agencies, attached hereto within Exhibit A.

The COB shall be governed in accordance with the applicable provisions of Part 1.85 of Division 24, of the California Health and Safety Code, as such may be amended from time to time.

The COB shall consist of the seven (7) individuals appointed to the COB in accordance with Article 1 Section 2 of the Bylaws and in accordance with Section 34179(j) of the Health and Safety Code, as such may be amended from time to time (each a "Member" and collectively the "Members").

The Members shall have fiduciary responsibilities to holders of enforceable obligations (as defined in 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.

Pursuant to Section 34179(j) of the Health and Safety Code, the COB shall be staffed by the Orange County Auditor-Controller (the "CAC").

These Policies and Procedures are intended to provide the Successor Agencies with the rules and procedures for the administration and implementation of the duties of the COB and to guide Executive Office staff in implementing those duties of the COB.

## **II. Meeting Schedule**

### **A. Regular Meetings**

The COB shall meet regularly at the Orange County Transportation Authority, or at such other locations as the Countywide Oversight Board may designate by resolution or in the notice of call of any special meeting.

### **B. 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 Chair, the Auditor-Controller, or of any three Members of the COB. Notice of the meeting shall be sent to each Member at least twenty-four (24) hours before the time specified notice for a special meeting.

### **C. Records**

The CAC shall designate a staff person to function as Clerk of the Board ("Clerk"), who shall keep the records of the COB, and shall act as secretary at the meetings of the Oversight Board. The Clerk of the Board shall prepare minutes of meetings of the Oversight Board, shall keep a record of the meetings in a journal of proceedings of the COB, and shall attest to and/or countersign all documents of the COB, all in accordance with these Policies and Procedures, and all applicable laws. All requests for documents shall be processed by the Clerk. The Clerk may charge for a copy of records in accordance with the California Public Records Act and all other applicable laws.

### III. Submission and Review of Agenda Items

#### A. Designated Successor Agency Contact

Each Successor Agency shall designate, in writing and deliver written notice to the Clerk of the Board, an official representative (the "Successor Agency Representative") who shall have the authority to represent the Successor Agency before the COB, the CAC, the State Controller, the California Department of Finance (the "DOF"), or any other public body. The notice to the Clerk of the Board shall include the Successor Agency Representative's name, title, address, telephone and fax numbers and email address.

#### B. COB Contact

The CAC shall designate an individual to serve, as the primary contact for communications with the CAC ("Designated Official"). The designated Successor Agency Representative, and all others lawfully authorized to represent a Successor Agency, shall direct all correspondence and inquiries to the Designated Official.

The Designated Official for the COB shall be:

Chris Nguyen  
Orange County Auditor-Controller Eric H. Woolery, CPA  
12 Civic Center Plaza  
Santa Ana, CA 92701  
Phone: (714) 834-2351  
Fax: (714) 834-2569  
[chris.nguyen@ac.ocgov.com](mailto:chris.nguyen@ac.ocgov.com)

The CAC shall notify each Successor Agency in writing of any changes to the Designated Official.

#### C. Submission Requirements

Items for consideration of the COB may be submitted by a member of the COB, the Designated Official, or by the Successor Agency Representative only.

Each item that is being submitted for consideration by the COB must be submitted using the "Agenda Item Submission Request Form" issued by the CAC, incorporated herein by this reference. The Agenda Item Submission Request Form must identify the subject of the action, state the recommended motion, state the date of the COB Meeting on which the Successor Agency desires for the item to be considered, and must include all supporting documentation for the requested action. If the Successor Agency is requesting the item be heard at a special meeting, the Successor Agency must also specify the reason why a special meeting is needed.

A Successor Agency shall be responsible for preparing the staff reports, resolutions and all related files, spreadsheets and any additional documents reasonably necessary for the COB to make a determination for a particular action. Successor Agencies must use the template staff reports and resolutions of the COB which can be accessed at the COB's website which can be found at

<http://ocauditor.com/ob/>. The CAC shall be responsible for noticing the COB, but each Successor Agency shall be responsible for complying with all other notices required under the Dissolution Act.

In addition to the Agenda Item Submission Request Form, the Successor Agency must submit the applicable staff report and resolution along with the supporting documents listed below:

Requested Action/Approval	Required Documents
ROPS/Administrative Budget	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Staff Report re: Approval of Annual ROPS and Administrative Budget</li> <li>• Resolution Approving Annual ROPS and Administrative Budget</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Annual ROPS</li> <li>• Annual Administrative Budget</li> <li>• Successor Agency Governing Board Resolution Approving Annual ROPS and Administrative Budget</li> <li>• Copies of all Enforceable Obligations (for initial ROPS approval only)</li> </ul>
Last and Final ROPS and Annual Administrative Budget	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Staff Report re: Approval of Last and Final ROPS</li> <li>• Resolution Approving Last and Final ROPS</li> <li>• Staff Report re: Approval of Administrative Budget under approved Last and Final ROPS</li> <li>• Resolution Approving Administrative Budget under approved Last and Final ROPS</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Last and Final ROPS</li> <li>• Annual Administrative Budget</li> <li>• Successor Agency Governing Board Resolution Approving Last and Final ROPS</li> <li>• Successor Agency Governing Board Resolution Approving Administrative Budget under approved Last and Final ROPS</li> <li>• Copies of all Enforceable Obligations (for initial Last and Final ROPS approval only)</li> </ul>

<p>Amendment to Enforceable Obligation</p>	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Staff Report re: Approval of Amendment to Enforceable Obligation</li> <li>• Resolution Approving Amendment to Enforceable Obligation</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Copy of original Enforceable Obligation</li> <li>• Copy of document amending Enforceable Obligation</li> <li>• Successor Agency Governing Board Resolution Approving Amendment to Enforceable Obligation</li> </ul>
<p>Repayment Schedule for Enforceable Obligation</p>	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Staff Report re: Approval of Repayment Schedule for Enforceable Obligation</li> <li>• Resolution Approving Repayment Schedule for Enforceable Obligation</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Copy of original Enforceable Obligation</li> <li>• Copy of Repayment Schedule for Enforceable Obligation</li> <li>• Successor Agency Governing Board Resolution Approving Repayment Schedule for Enforceable Obligation</li> </ul>
<p>Property Transfer under approved Long-Range Property Management Plan</p>	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Staff Report re: Approval of Property Disposition pursuant to approved LRPMP</li> <li>• Resolution Approving Property Disposition pursuant to approved LRPMP</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Copy of approved LRPMP</li> <li>• Copy of Conveyance Documents</li> <li>• Successor Agency Governing Board Resolution Approving Conveyance</li> <li>• Compensation Agreement (as applicable)</li> <li>• Public Hearing Notice</li> </ul>



Property Transfer under Section 34181(a) of the Health and Safety Code	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Staff Report re: Approval of Property Disposition pursuant to Section 34181 of the Health and Safety Code</li> <li>• Resolution Approving Property Disposition pursuant to Section 34181 of the Health and Safety Code</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Copy of Conveyance Documents</li> <li>• Successor Agency Governing Board Resolution Approving Conveyance pursuant to Section 34181 of the Health and Safety Code</li> <li>• Compensation Agreement (as applicable)</li> <li>• Public Hearing Notice</li> </ul>
Miscellaneous	<p><b>Template Documents:</b></p> <ul style="list-style-type: none"> <li>• Template Staff Report</li> <li>• Template Resolution</li> </ul> <p><b>Supporting Documents:</b></p> <ul style="list-style-type: none"> <li>• Copy of applicable documents</li> </ul>
Bond Refunding/Refinancing	The Successor Agency and the Designated Official will coordinate required documentation.

Depending on the item, submitted, the Designated Official may request additional supporting documents. Please note that the "Template Staff Report" and "Template Resolution" under the Miscellaneous Action can be used for action items other than those specifically provided for in this section.

D. Submission Procedures

All items must be submitted to the Designated Official by electronic mail. Each Agenda Item Submission Request Form and all accompanying documents must be submitted in one single email addressed to the Designated Official and/or to [ob@ac.ocgov.com](mailto:ob@ac.ocgov.com). The resolution and staff reports submitted for any one particular item must be in Microsoft Word format, supporting documents may be submitted in PDF format.

Submission must be made no later than 5 p.m. Pacific Time, not less than seven (7) calendar days from the date of the proposed date of the Countywide Oversight Board that the Successor Agency desires the item be considered.

Notwithstanding anything to the contrary, the COB Meetings for January will be limited to consideration of actions related to the adoption of recognized obligation payment schedules and related items necessary to the adoption of a Successor Agency's recognized obligation payment schedule. No other business will be considered during the January COB Meetings, except for items that might otherwise be heard in a special meeting. The submission deadline for the January meetings will be dependent on the date on which the DOF's.

On or before the regularly scheduled September meeting of each year, the Designated Official shall

distribute to all Successor Agencies the scheduled meetings for the next calendar year.

The Designated Official shall set the date by which submissions for special meetings will be due before the Special Meeting will be held.

E. Review Procedures

The CAC staff and COB counsel, if any, shall conduct the initial review of all items requested to be placed on an agenda of the Countywide Oversight Board. During the initial review, the CAC staff may consult with Oversight Board counsel, Successor Agency Representative, Successor Agency counsel, and other parties in the review of the items.

The CAC staff or COB counsel may request additional information and documentation to the Successor Agency Representative. Should there be questions or changes in the items submitted for consideration, the Designated Official will coordinate with the Successor Agency Representative and the Successor Agency Representative must respond in writing. Failure to timely respond may result in exclusion of the item from the agenda.

After the review and approval by COB legal counsel, the Designated Official will submit the item for inclusion on the agenda for the next regularly scheduled COB meeting, or special meeting as applicable.

#### **IV. Distribution of Agenda**

##### **A. Notice and Posting of Agenda**

Agendas for regular meetings of the COB will be posted not less than 72 hours prior to the regularly scheduled COB Meeting.

Agendas for special meetings of the COB will be posted not less than 24 hours prior to the special meeting.

In addition to posting the agenda at the COB meeting location, the Designated Official will post the agenda on the COB's website.

In the event that a Member will not be attending a COB meeting, the Member shall be responsible for notifying the Clerk of the Board and the Designated Official of their absence.

The Successor Agency will be responsible to provide all notices required under the Dissolution Act.

##### **B. Public Comments**

Each agenda will include an opportunity for the public to address the COB. The COB may adopt reasonable regulations, including time limits, on public comments. Such regulations should be enforced fairly and without regard to speakers' viewpoints.

Written comments on Agenda items must be submitted not less than 24 hours prior to the COB meeting when the item will be considered. Any written comments received by a Successor Agency must be provided to the COB.

## **V. Reporting of Actions taken at Countywide Oversight Board Meeting**

### **A. Minutes**

The Clerk shall act as the ex officio secretary of the COB and shall be responsible for preparing the minutes of the meetings of the COB.

Minutes will need to be ratified at next regular or special meeting of the COB. Meeting minutes will be kept by the Clerk of the Board according to the record retention policy of the County.

### **B. Processing Actions and Resolutions**

The Designated Official will coordinate with Clerk to process all actions of the COB expeditiously. Executed resolutions will be made available within seven (7) business days of the meeting on which the action was approved. The Designated Official shall transmit to the Successor Agency Representative, via email or by posting on secure website, all action items and supporting documents.

### **C. Inquiries by Third Parties and Meet and Confer**

The Designated Official will inform the Successor Agency Representative of any requests, questions and communications by any third parties that the Designated Official receives with regards to any particular item submitted for consideration by the COB. The Successor Agencies is responsible for addressing all inquiries and questions directly related to their action items. The Successor Agency shall provide copies of all responses to questions and inquiries to the Designated Official who shall be responsible for providing the same to the Members of the COB.

The Designated Official will submit the items to the Department of Finance on behalf of the COB. The Designated Official will copy the Successor Agency Representative in all transmissions to the DOF. The Successor Agency may also submit their specific items to the DOF.

The COB will not participate in the meet and confer process associated with any particular action of the COB that a Successor Agency requests to invoke with the DOF.

**EXHIBIT A**

**ROSTER OF MEMBERS AND SUCCESSOR AGENCIES**

**Roster of Countywide Oversight Board Members**

<b>Appointing Body</b>	<b>Member Name</b>
County Board of Supervisors	Steve Franks
City Selection Committee	Hon. Steve Jones
Independent District Selection Committee	Hon. Brian Probolsky
Member to Represent Schools, appointed by Superintendent of Schools	Dean West, CPA
Member to Represent Community College Districts in Orange County, appointed by Chancellor of the California Community Colleges	VACANT
Member of the Public, appointed by County Board of Supervisors	Chris Gaarder
Recognized Employee Organization	Charles Barfield

## **Roster of Successor Agencies**

- County of Orange
- City of Anaheim
- City of Brea
- City of Buena Park
- City of Costa Mesa
- City of Cypress
- City of Fountain Valley
- City of Fullerton
- City of Garden Grove
- City of Huntington Beach
- City of Irvine
- City of La Habra
- City of La Palma
- City of Lake Forest
- City of Mission Viejo
- City of Orange
- City of Placentia
- City of San Clemente
- City of San Juan Capistrano
- City of Santa Ana
- City of Seal Beach
- City of Stanton
- City of Tustin
- City of Westminster
- City of Yorba Linda