

BYLAWS

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF LIVE OAK (Successor Agency of the Former Redevelopment Agency of the City of Live Oak)

ARTICLE I - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

The name of the Oversight Board shall be the "Oversight Board for the Successor Agency City of Live Oak" (hereinafter referred to as the "Live Oak Oversight Board").

Section 2. Purpose

The Live Oak 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 Agency of the City of Live Oak (hereinafter the "former Live Oak Redevelopment Agency") by the City of Live Oak in its capacity as the successor agency (hereinafter the "Live Oak Successor Agency") of the former Live Oak Redevelopment Agency.

a. Duties and Responsibilities

The duties and responsibilities of the Live Oak Oversight Board are to direct the Live Oak Successor Agency to do all of the following:

- (1) Dispose of all assets and properties of the former Live Oak Redevelopment Agency that were funded by tax increment revenues expeditiously and in a manner aimed at maximizing value; provided, however, that the Live Oak Oversight Board may instead direct the Live Oak Successor Agency 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 the entity designated by the City of Live Oak pursuant to Section 34176 of the Health and Safety Code;
- (4) Terminate any agreement between the former Live Oak Redevelopment Agency and any public entity located in the County of Sutter that obligates the former Live Oak Redevelopment Agency 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 Live Oak 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 Live Oak Redevelopment Agency 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 Live Oak Oversight Board for consideration and approval; the Live Oak 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 by the Live Oak Successor Agency shall first be approved by the Live Oak 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 Live Oak Redevelopment Agency by the Live Oak Successor Agency 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 Live Oak Redevelopment Agency;
- (4) Merging of project areas of the former Live Oak Redevelopment Agency;

- (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 Live Oak Successor Agency, as successor to the former Live Oak Redevelopment Agency, in an amount greater than five percent (5%);
- (6) Agreements between the City of Live Oak and other taxing entities permitting the City of Live Oak to retain properties of the former Live Oak Redevelopment Agency in exchange for compensation as determined by subdivision (f) of Section 34180 of the Health and Safety Code;
- (7) Establishment of the recognized obligation payment schedule pursuant to Section 34177 of the Health and Safety Code;
- (8) A request by the Live Oak Successor Agency to enter into an agreement with the City of Live Oak and
- (9) A request by the Live Oak Successor Agency or a taxing entity 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 Live Oak Oversight Board. The Chairperson of the Live Oak Oversight Board shall be the contact between the Live Oak Oversight Board and DOF and shall provide his/her telephone and email contact information to DOF. Actions taken by the Live Oak Oversight Board shall not be effective for three (3) business days, pending a request for review by DOF. In the event that DOF requests review of an action taken by the Live Oak Oversight Board, DOF shall have ten (10) days from the date of its request to approve the action or return it to the Live Oak Oversight Board for reconsideration, with suggested modifications. In the event that DOF returns the action to the Live Oak Oversight Board for reconsideration, the Live Oak 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 Live Oak Oversight Board shall be seven (7), selected as follows:

- (1) One member shall be appointed by the Board of Supervisors of the County of Sutter;
- (2) One member shall be appointed by the Mayor of the City of Live Oak;
- (3) One member shall be appointed by the largest, by property tax share, special district (as defined in Revenue and Taxation Code Section 95) with territory in the territorial jurisdiction of the former Live Oak Redevelopment Agency;
- (4) One member, to represent schools, shall be appointed by the elected County of Sutter Superintendent of Education or, if the County Superintendent is appointed, then this member shall be appointed by the County of Sutter Board of Education;
- (5) One member shall be appointed by the Chancellor of the California Community Colleges to represent community college districts in the County of Sutter;
- (6) One member shall be a member of the public appointed by the Board of Supervisors of the County of Sutter; and
- (7) One member, to represent the employees of the former Live Oak Redevelopment Agency, shall be appointed by the Mayor of the City of Live Oak from the recognized employee organization representing the largest number of former Live Oak Redevelopment Agency employees employed by the Live Oak Successor Agency at the time of appointment.

The Governor may appoint individuals to fill any member position identified herein that has not been filled by May 15, 2012. Following its initial formation, the Live Oak 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 Live Oak Oversight Board shall be and remain established until the sooner of (1) the date that all indebtedness of the former Live Oak Redevelopment Agency has been repaid, or (2) July 1, 2016, at which time the Live Oak Oversight Board shall be dissolved and replaced by a single oversight board for all successor agencies within the County of Sutter.

Section 4. Local Entity

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

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

Section 6. Fiduciary Responsibilities

Live Oak 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 Live Oak Oversight Board member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the Live Oak Successor Agency 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 Live Oak 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 Live Oak Oversight Board may direct the staff of the Live Oak Successor Agency to perform work in furtherance of the duties and responsibilities of the Live Oak Oversight Board. The Live Oak Successor Agency shall pay for all of the costs of the meetings of the Live Oak Oversight Board and may include those costs in the administrative budget of the Live Oak Successor Agency.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the Live Oak 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 Live Oak 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 Live Oak Oversight Board. The Chairperson shall sign all documents necessary to carry out the business of the Live Oak Oversight Board. The Chairperson of the Live Oak Oversight Board shall be the contact between the Live Oak Oversight Board and DOF and shall provide his/her telephone and email contact information to DOF.

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 Live Oak Oversight Board shall elect a new Chairperson.

Section 4. Secretary

The Secretary shall keep the records of the Live Oak Oversight Board, shall act as secretary at the meetings of the Live Oak 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 Live Oak Oversight Board.

Section 5. Additional Duties

The officers of the Live Oak Oversight Board shall perform such other duties and functions as may from time to time be required by the Live Oak 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 Live Oak Oversight Board at the first regular meeting of the Live Oak Oversight Board. Thereafter, the Chairperson, Vice Chairperson and Secretary shall be elected from among the members of the Live Oak Oversight Board at each annual meeting. Each officer shall hold office until the next annual meeting of the Live Oak Oversight Board 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 7. Vacancies

Should the office of the Chairperson, Vice Chairperson or Secretary become vacant, the Live Oak Oversight Board shall elect a successor from among the Live Oak 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. Annual Meetings

Annual meetings shall be held on the first Friday in December of each year at the hour of 3:30 p.m., at Live Oak City Hall, 9955 Live Oak Blvd., Live Oak, California, provided, however, that should said date be a legal holiday, then any such annual meeting shall be held on the next business day thereafter ensuing which is not a legal holiday. At annual meetings, the Chairperson, Vice Chairperson and Secretary shall be elected; reports of the affairs of the Live Oak Oversight Board shall be considered; and any other business may be transacted which is within the purposes of the Live Oak Oversight Board. Notice of an annual meeting shall be published in a newspaper of general circulation in the territorial jurisdiction of the Live Oak Successor Agency at least once not less than ten (10) days prior to the date of the annual meeting.

Section 2. Regular Meetings

The Live Oak Oversight Board shall meet regularly on the fourth Tuesday of each month, at the hour of 3:30 p.m., at Live Oak City Hall, 9955 Live Oak Blvd., Live Oak, 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. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, at least seventy-two (72) hours prior to the meeting.

Section 3. Special Meetings

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the Live Oak Oversight Board present at a regular or special meeting of the Live Oak 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 Live Oak Oversight Board by written notice personally delivered or by 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 4. Adjourned Meetings

Any meeting of the Live Oak 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. Live Oak 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 5. All Meetings to be Open and Public

All meetings of the Live Oak 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 6. Posting Agendas/Notices

The Secretary, or his/her authorized representative, shall post an agenda for each regular Live Oak Oversight Board meeting or a notice for each special Live Oak 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 Live Oak Fire Department, Bradberry Barber Library and Live Oak Post Office, Live Oak, 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 Live Oak Oversight Board shall also be posted on the Live Oak Successor Agency's internet web site or the Live Oak Oversight Board's internet web site, if one exists.

Section 7. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Live Oak Oversight Board on matters within the Live Oak 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 Live Oak 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 8. Non-Agenda Items

Matters brought before the Live Oak Oversight Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Live Oak 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 Live Oak Oversight Board which the Live Oak Oversight Board determines will require Live Oak Oversight Board consideration and action and where Live Oak Oversight Board action at that meeting is not so authorized shall be placed on the agenda for the next regular meeting.

Section 9. Quorum

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

Section 10. 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 result in the termination of the membership of the absenting member. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson 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 Live Oak 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 11. Order of Business

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

Section 12. Minutes

Minutes of the meetings of the Live Oak Oversight Board shall be prepared in writing by the Secretary. Copies of the minutes of each Live Oak Oversight Board meeting shall be made available to each member of the Live Oak Oversight Board and the Live Oak Successor Agency. Approved minutes shall be filed in the official book of minutes of the Live Oak Oversight Board.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Live Oak Oversight Board before the Live Oak Successor Agency, the Sutter County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chairperson.

ARTICLE V - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Live Oak 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 Live Oak Oversight Board. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Live Oak Successor Agency shall be notified of any amendments to these Bylaws.