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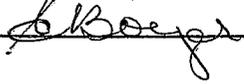
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Resolution No. 12-0083

ATTEST FEB 28 2012

County of Sonoma
Santa Rosa, CA 95403

VERONICA A. FERGUSON, Clerk of the Board of Supervisors
of the State of California, in & for the County of Sonoma.

BY  DEPUTY

Date: 2/28/2012

Resolution Of The County Of Sonoma, Solely In Its Capacity As Successor Agency For The Sonoma County Community Redevelopment Agency (“successor Agency”), Declaring That The Successor Agency Shall Act And Be Considered As Separate And Distinct From The County Of Sonoma; Declaring That The Assets, Obligations, Liabilities, And Activities Of The Successor Agency Are And Shall Remain Separate From The Assets, Obligations, Liabilities, And Activities Of The County Of Sonoma; Approving The Recognized Obligations Payment Schedule For The Period Ending June 30, 2012; Approving The Enforceable Obligations Payment Schedule; And Making Related Findings And Declarations And Taking Related Actions.

Whereas, on December 29, 2011, the California Supreme Court delivered its decision in *California Redevelopment Association v. Matosantos*, finding ABx1 26 (the “Dissolution Act”) largely constitutional; and

Whereas, under the Dissolution Act all California redevelopment agencies, including the Sonoma County Community Redevelopment Agency (the “Redevelopment Agency”), were dissolved on February 1, 2012; and

Whereas, on January 10, 2012, the Sonoma County Board of Supervisors (“County Board”) adopted a resolution accepting for the County the role of Successor Agency to the Redevelopment Agency (“Successor Agency”); and

Whereas, the Dissolution Act provides that successor agencies “are hereby designated as successor entities to the former redevelopment agencies” and that “[t]he liability of any successor agency, acting pursuant to the powers granted under the act adding this part, shall be limited to the extent of the total sum of property tax revenues it receives pursuant to this part and the value of assets transferred to it as a successor agency for a dissolved redevelopment agency”; and

Whereas, these sections evidence an intent on the part of the Legislature that the assets, liabilities, obligations, and activities of successor agencies be kept strictly separate from the assets, liabilities, obligations, and activities of the governmental units overseeing the wind up of redevelopment agencies, and that the actions taken by a body acting on behalf of successor agency to the dissolved redevelopment agency not be imputed to the governmental unit itself; and

Whereas, under the Dissolution Act the County in its capacity as Successor Agency must prepare a "Recognized Obligations Payment Schedule" ("ROPS") that enumerates the enforceable obligations and expenses of the Successor Agency for the six-month period ending June 30, 2012, which ROPS must be (a) reviewed and certified as to its accuracy by the County Auditor-Controller or its designee, (b) approved by the Oversight Board for the Successor Agency, (c) submitted to the State Controller's Office and to the State Department of Finance, and (d) posted on the Successor Agency's website; and

Whereas, it is advisable the ROPS be approved by the Oversight Board for the Successor Agency, posted on the Successor Agency's web site, and transmitted to the State Controller's Office by the April 15, 2012 deadline contained in the Dissolution Act; and

Whereas, under the Dissolution Act the County in its capacity as Successor Agency must adopt an "Enforceable Obligations Payment Schedule" setting forth the ongoing enforceable obligations of the dissolved Redevelopment Agency that must be honored by the Successor Agency.

Now, therefore, be it Resolved, that the Board of Supervisors ("the Board") of the County of Sonoma, acting solely in its capacity as the governing board of the Successor Agency for the Sonoma County Community Redevelopment Agency, hereby finds, determines, and resolves as follows:

1. The foregoing recitals are true and correct.
2. The Board hereby declares its intention that the Successor Agency to the Sonoma County Community Redevelopment Agency shall at all times act and be considered as separate and distinct from the County of Sonoma, and that unless and until the Board resolves otherwise, the Successor Agency shall be referred to in all its official documents, papers, reports, agreements, deeds, and other written materials, and shall carry out its duties and exercise its rights as the "County of Sonoma, acting in its capacity as the Successor Agency to the Sonoma County Community Redevelopment Agency."
3. The Board hereby declares that the assets, obligations, liabilities, and activities of the Successor Agency are and shall remain separate from the assets, obligations, liabilities, and activities of the County of Sonoma, and that that all costs of, liabilities of, and claims against the Successor Agency or the Oversight Board shall be solely the costs and liabilities of the Successor Agency or the Oversight Board, and shall not be costs of, liabilities of, or claims against the County of Sonoma.
4. The Board hereby declares that actions of the Board in its capacity as governing body for and on behalf of the Successor Agency shall not bind, affect, or be imputed in any way to the County of Sonoma.

5. The Board, in conformance with Health and Safety Code Section 34177(a)(1), hereby adopts as the Enforceable Obligations Payment Schedule (“EOPS”) for the Successor Agency the Second Amended Enforceable Obligation Payment Schedule adopted by the Redevelopment Agency on January 31, 2012, conditioned on removal from the EOPS of the Invalidated Agreements. As used in this Resolution, “Invalidated Agreements” means those agreements between the Redevelopment Agency and the City that remain invalidated pursuant to Health and Safety Code Section 34178 following the final outcome of (1) all pending and potential statutory amendments to Health and Safety Code Section 34178 or other applicable provisions of the Dissolution Act (including, without limitation, amendments pursuant to SB 654 and AB 1585), and (2) all pending and potential litigation regarding the validity of Health and Safety Code Section 34178 and other applicable provisions of the Dissolution Act (including, without limitation, any such litigation initiated by the City). “Invalidated Agreements” expressly do not include any agreements that are deemed valid following the final outcome of any of the events described in the preceding sentence, and expressly do not include any agreements that are described as being valid pursuant to Health and Safety Code Section 34178(b).

6. The Board hereby approves the Recognized Obligations Payment Schedule for the Successor Agency as presented to this Board, and authorizes and directs the Executive Director of the Sonoma County Community Development Commission, on behalf the Successor Agency, to take all necessary actions under the Dissolution Act with respect to submitting the Recognized Obligations Payment Schedule to the State Controller and the State Department of Finance.

7. Nothing in this Resolution shall abrogate, waive, impair or in any other manner affect the right or ability of the County of Sonoma, as a political subdivision of the State of California, to initiate and prosecute any litigation with respect to any agreement or other arrangement between the County of Sonoma and the Redevelopment Agency, including, without limitation, any litigation contesting the purported invalidity of such agreement or arrangement pursuant to the Dissolution Act.

Supervisors:

Brown: Aye Rabbitt: Aye McGuire: Aye Carrillo: Aye Zane: Aye

Ayes: 5 Noes: 0 Absent: 0 Abstain: 0

So Ordered.