

**OVERSIGHT BOARD RESOLUTION NO. 2015-06  
RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE  
COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO  
AUTHORIZING THE SUCCESSOR AGENCY TO AMEND THE AGREEMENT FOR  
PROFESSIONAL LEGAL SERVICES (HARPER & BURNS, LLP)**

**WHEREAS**, the Community Development Agency of the City of Mission Viejo ("Agency") was established as a redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.* ("CRL"), and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Mission Viejo ("City"); and

**WHEREAS**, Assembly Bill x1 26 chaptered and effective on June 27, 2011 added Parts 1.8 and 1.85 to Division 24 of the California Health & Safety Code, which caused the dissolution of all redevelopment agencies and winding down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 chaptered and effective on June 27, 2012 (together, the "Dissolution Act"); and

**WHEREAS**, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Act and as a separate legal entity the City serves as the Successor Agency to the Community Development Agency of the City of Mission Viejo ("Successor Agency"); and

**WHEREAS**, the Successor Agency administers the enforceable obligations of the former Agency and otherwise unwinds the Agency's affairs, all subject to the review and approval by a seven-member oversight board ("Oversight Board"); and

**WHEREAS**, pursuant to Section 34179 the Successor Agency's Oversight Board has been formed and the initial meeting has occurred on March 29, 2012 and

**WHEREAS**, Section 34179 provides that the Oversight Board has fiduciary responsibilities to holders of enforceable obligations and the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of Part 1.85 of the Dissolution Act; and

**WHEREAS**, Section 34171(d)(1)(F) defines "enforceable obligation" to include: "Contracts or agreements necessary for the administration or operation of the successor agency, in accordance with this part,..."; and

**WHEREAS**, the Successor Agency desires to amend the certain *Agreement for Professional Legal Services (Harper & Burns, LLP)* ("*Harper Agreement*") for legal counsel for the Oversight Board; and

**WHEREAS**, the Oversight Board has reviewed the Amendment (Attachment 1) to the Harper Agreement and desires to authorize the Successor Agency to enter into such amendment to the Harper Agreement, and subject to approval of such amendment by the Successor Agency to cause posting of this Resolution on the Successor Agency website, and to direct transmittal thereof with a copy of such amendment to the Department of Finance ("DOF"); and

**WHEREAS**, pursuant to Section 34179(h) as amended by Assembly Bill 1484, written notice and information about all actions taken by the Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF's choosing, and an Oversight Board's action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.

**NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO:**

**Section 1.** The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

**Section 2.** Pursuant to the Dissolution Act, the Oversight Board authorizes the Successor Agency to enter into the *Amendment to Harper Agreement for Professional Services (Harper & Burns, LLP)*, which is incorporated herein by this reference.

**Section 3.** The Oversight Board authorizes transmittal of such amendment to DOF.

**Section 4.** The City Treasury Manager of the Successor Agency or an authorized designee is directed to post this Resolution on the Successor Agency website pursuant to the Dissolution Act.

**Section 5.** Pursuant to Section 34179(h) as amended by Assembly Bill 1484, written notice and information about all actions taken by the Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF's choosing. An Oversight Board's action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.

**Section 6.** The Secretary of the Oversight Board shall certify to the adoption of this Resolution.

**APPROVED AND ADOPTED** this 24<sup>th</sup> day of September 2015.

  
\_\_\_\_\_  
Brian Probolsky, Chairperson  
Oversight Board of the Successor Agency to the  
Community Development Agency of the City of  
Mission Viejo

ATTEST:



Sherry Merrifield, Secretary

Oversight Board of the Successor Agency

to the Community Development Agency of the City of Mission Viejo

APPROVED AS TO FORM:

HARPER & BURNS LLP



John R. Harper, Esq.

Oversight Board Counsel

STATE OF CALIFORNIA            )  
COUNTY OF ORANGE            ) ss.  
CITY OF MISSION VIEJO        )

I, Sherry Merrifield, Secretary of the Oversight Board of the Successor Agency to the Community Development Agency of the City of Mission Viejo, hereby certify that the foregoing resolution was duly adopted by the Oversight Board at a regular meeting held on the 24<sup>th</sup> day of September 2015, and that it was so adopted by the following vote:

AYES:           Chairperson Probolsky, Vice-Chair Butterfield, Board Member  
                  Dyas, Board Member Gilbert and Board Member Kelley

NOES:           None

ABSENT:        Board Member Fitzsimons and Board Member Hampton

  
\_\_\_\_\_  
Sherry Merrifield, Secretary  
Oversight Board of the Successor Agency to the  
Community Development Agency of the City of  
Mission Viejo

**ATTACHMENT 1**  
**to Oversight Board Resolution No. 2015-06**  
**Amendment to Agreement for Legal Services**  
**(Harper & Burns LLP)**  
**(attached)**

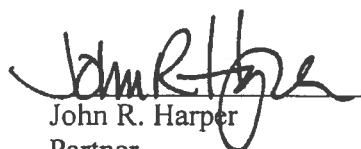
AMENDMENT TO  
AGREEMENT FOR PROFESSIONAL SERVICES  
(Oversight Board Legal Counsel)  
WITH HARPER & BURNS LLP

THIS AMENDMENT TO CONSULTANT AGREEMENT (hereafter "Amendment") is made and effective as of July 1, 2015, by and between the SUCCESSOR AGENCY TO THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO, a municipal corporation, (hereafter "Successor Agency") and Harper & Burns LLP (hereafter "Consultant"). In consideration of the mutual promises and covenants contained herein, the parties hereto mutually agree as follows:

1. This Amendment is made and entered into with respect to the following facts:
  - a. On June 16, 2014, the Successor Agency and Consultant entered into that certain agreement entitled "Agreement for Professional Services (Oversight Board Legal Counsel)" in which the Consultant agreed to provide certain services for the Successor Agency (hereafter "Agreement").
  - b. The California Department of Finance approved this Agreement in a letter dated August 19, 2014.
  - c. Successor Agency and Consultant desire to make certain modifications to the Agreement as set forth in this First Amendment.
  
2. Section 1 of the Agreement is hereby amended to read as follows:
  - 1) TERM. This Agreement shall commence on June 16, 2014 and shall remain and continue in effect through June 30, 2017 unless sooner terminated pursuant to the provisions of this Agreement; further, such term and the provisions hereof may be extended by action and approval of the Oversight Board and by subsequent administrative action and approval of the City Manager and/or City Attorney, in writing, in furtherance of the Oversight board direction.
  
3. Except as otherwise specifically provided in this Amendment, all other terms and provisions of the Agreement shall remain in full force and effect.

Consultant:

Successor Agency to the Community  
Development Agency of the City of  
Mission Viejo

 9/24/15  
 John R. Harper                      Date  
 Partner

\_\_\_\_\_  
 City Manager                      Date  
 Title

Approved as to Form:

Attest:

\_\_\_\_\_  
 Celeste Brady                      Date  
 Special Counsel to Successor Agency

\_\_\_\_\_  
 Karen Hamman                      Date  
 City Clerk  
 on behalf of the Successor Agency

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AGREEMENT FOR PROFESSIONAL SERVICES  
(Oversight Board Legal Counsel)  
WITH HARPER & BURNS LLP**

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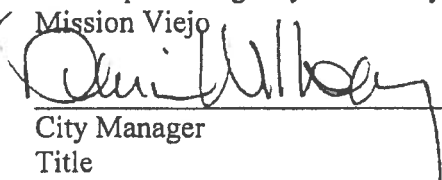
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Consultant:

\_\_\_\_\_ Date

John R. Harper  
Partner

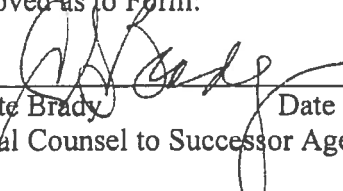
Successor Agency to the Community  
Development Agency of the City of  
Mission Viejo



\_\_\_\_\_ Date

City Manager  
Title


Approved as to Form:



\_\_\_\_\_ Date

Celeste Brady  
Special Counsel to Successor Agency

Attest:

 9/26/15

\_\_\_\_\_ Date

Karen Hamman  
City Clerk  
on behalf of the Successor Agency