

OVERSIGHT BOARD RESOLUTION NO. 2017-02

**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 Second Amendment (Attachment 1) to the Harper Agreement and desires to authorize the Successor Agency to enter into the second amendment to the Harper Agreement, and subject to approval of second 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 the second 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 *Second Amendment to Harper Agreement for Professional Services (Harper & Burns, LLP)*, which is incorporated herein by this reference.

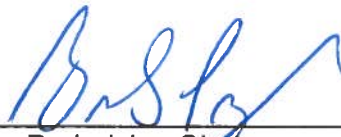
Section 3. The Oversight Board authorizes transmittal of second amendment to DOF.

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.

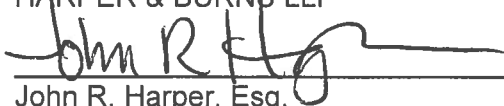
Section 6. The Secretary of the Oversight Board shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this 26th day of January 2017.



Brian Probolsky, Chairperson
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

ATTEST:

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

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 26th day of January 2017, and that it was so adopted by the following vote:

- AYES: Chairperson Probolsky, Vice-Chair Butterfield, Board Member Breton,
 Board Member Dyas, Board Member Kelley and Board Member McCord
- NOES: None
- ABSENT: Board Member Hampton

Sherry Merrifield
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. 2017-02
Second Amendment to Agreement for Legal Services
(Harper & Burns LLP)
(attached)


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

THIS SECOND AMENDMENT TO CONSULTANT AGREEMENT (hereafter "Amendment") is made and effective as of July 1, 2017, 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 Second 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"). The Department of Finance approved this Agreement in a letter dated August 29, 2014.
 - b. On July 1, 2015, the Successor Agency and Consultant entered into a First Amendment to Agreement extending the term of this Agreement to June 30, 2017. The Department of Finance approved this First Amendment to Agreement in a letter dated November 9, 2015.
 - c. Until ROPS 16-17, the ROPS were for six-month fiscal periods; there is now a fiscal year ROPS and this is the second annual ROPS. Under Section 34171(h), as amended, the ROPS is "the document setting forth the minimum payment amounts and due dates of payments required by enforceable obligations for each fiscal year as provided in subdivision (o) of Section 34177."
 - d. Successor Agency and Consultant desire to make certain modifications to the Agreement as set forth in this Second Amendment.
2. 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, 2018 unless sooner terminated pursuant to 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.
 - 2) SERVICES AND FEES. Firm shall provide legal services to the Oversight Board relating to the Dissolution Act, the CRL, other public law matters affecting the Oversight Board at the hourly rates set forth in Exhibit A, attached hereto and incorporated herein as though set in full; provided however, in no event shall the cumulative fees and costs exceed the Five Thousand Dollars (\$5,000.00) for the annual ROPS fiscal period and subject to the Successor Agency receiving an adequate allocation of monies from the RPTTF to pay for legal services provided by Firm to the Oversight Board.

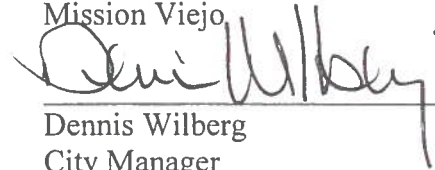
3. Except as otherwise specifically provided in this Second Amendment, all other terms and provisions of the Agreement shall remain in full force and effect.

Consultant:



John R. Harpek 1/26/17
Partner Date

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



Dennis Wilberg 2/1/17
City Manager Date

ATTEST:

Approved as to Form:



Karen Hamman 2/1/17
City Clerk Date
on behalf of the Successor Agency