

THE WITHIN INSTRUMENT IS A  
CORRECT COPY OF THE ORIGINAL  
ON FILE IN THIS OFFICE.

ATTEST: December 8, 2010  
VERONICA FERGUSON, Clerk of the Board of Directors  
of the Sonoma County Agricultural Preservation  
and Open Space District

BY C Woodson  
DEPUTY CLERK

# 1

Resolution No. 10-0832

County of Sonoma  
Santa Rosa, CA 95403

Date: 12/7/2010

**Resolution of the Board of Supervisors of the County of Sonoma, State of California, reorganizing the Sonoma County Open Space Authority, assigning new duties, providing for a transfer of the Authority's assets to the Sonoma County Agricultural Preservation and Open Space District in order to comply with Ordinance No. 5677R, and authorizing the Execution of contracts with the District and with the State Board of Equalization.**

Whereas, on November 7, 2006 the County's voters approved Measure F ("The Sonoma County Open Space, Clean Water and Farmland Protection Measure" also identified as Ordinance No. 5677R); and

Whereas, Section 4 of Measure F provides that effective April 1, 2011 the quarter cent sales tax for open space will be levied by the County rather than the Sonoma County Open Space Authority ("the Authority") and that the Authority will thereafter "provide fiscal oversight as provided in an agreement between the County and the [Sonoma County Agricultural Preservation & Open Space] District"; and

Whereas, the County and the District have reached the agreement anticipated by Sections 2.D. and 4 of Measure F requiring the County to fund the District's annual budget and to reorganize the Authority in order to specify its oversight responsibilities.

**Now, Therefore, Be It Resolved,**

1. Reorganization of the Authority. Effective April 1, 2011, Resolution No. 90-1521 and all resolutions amendatory thereto are rescinded and, pursuant to the authority of Government Code Section 31000.1, the Authority is reorganized as a commission for the purpose of providing fiscal oversight of the operations of the District as those oversight duties are more specifically set forth herein. The official name of the Commission shall be the Sonoma County Open Space Fiscal Oversight Commission.

2. The Commission's Governing Body. The governing body of the Commission:

A. Shall be denominated as its Board of Commissioners;

B. Shall be composed of five members and one alternate member, each of

whom:

(1) Is a resident of Sonoma County;

(2) Shall have been appointed by and serve at the pleasure of the Board of Supervisors after having been nominated by a member of this Board;

(3) Shall serve staggered terms of four years. Members of the Authority in office on March 31, 2011, including the alternate, shall continue to serve as Commissioners for the balance of their terms and until reappointed or replaced by the appointment of a successor.

(4) Shall receive \$100 for attendance at each meeting of the Commission and for attendance at each meeting of each duly constituted committee or subcommittee of which the Commissioner is a member. Additionally, the Commissioners shall be reimbursed their actual, reasonable and necessary expenses incurred in the performance of their official duties.

### 3. The Commission's Fiscal Oversight Role.

A. In conjunction with the periodic audits of the District and effective April 1, 2011, the Commission shall serve as an audit committee in order to:

(1) Determine that no funds from the County's Open Space Special Tax Account are either directly or indirectly appropriated or transferred to the County's General Fund other than for the reasonable value of goods and services provided by the County and necessary for the administration of the 2006 Expenditure Plan appended to Measure F as Exhibit "A" and in accordance with contracts made therefore by the District's General Manager.

(2) Review the District's expenditures for operations and maintenance to assure compliance with Paragraph 6 of the 2006 Expenditure Plan and the District's Resolution No. 07-0666, dated August 7, 2007.

(3) Determine whether the District's procurement practices assure that the District is paying reasonable prices that are necessarily incurred for the purchases of goods and services pursuant to written contracts requiring invoices with sufficient detail to provide a usable audit trail.

B. From time to time respond to requests from the Board of Directors of the District or the District's General Manager for advice on matters within the context of this resolution.

C. Preview all proposed District bond sales, lease-purchase transactions and other borrowing transactions to assure compliance with the Sonoma County Open Space Authority's policy resolution no. 2003-028 dated November 20, 2003.

D. Review the District's annual audit, paying particular attention to matters pertaining to subparagraphs 3.A.(1); (2) and (3) as well as other matters deemed appropriate by the Commission.

E. Make an annual report to the District's Board of Directors. The report shall include:

(a) a review and comments on the District's annual audit required by Paragraph 3.D. and, when appropriate, recommendations to the District's General Manager and Board of Directors for corrective action.

(b) a review of, comments on and, when appropriate, an endorsement of the County Auditor's annual report for special taxes required by Government Code §50075.3.

(c) a review and comments on the District's administration of its Stewardship Fund.

(d) comments on other matters respecting the District's compliance with Measure F.

F. Review each proposed District acquisition or conveyance of interests in real property to determine whether the District would be paying more or receiving less than fair market value for the open space interests being acquired or conveyed. Following the review, the Commission shall report its determination and, when appropriate, make recommendations to the District's General Manager for further negotiations regarding the price to be paid for the interest being acquired or conveyed. The District's General Manager shall advise the District's Board of Directors of any and all of the Commission's recommendations. For the purpose of this subparagraph F. the Commission is a coordinate legislative body of the District's Board of Directors and its deliberations with respect to fair market value and the reporting and making of recommendations to the District's General Manager may be conducted in a closed session pursuant to Government Code §54956.8 and other provisions of the Ralph M. Brown Act.

#### 4. Assets and Liabilities.

A. Not later than January 31, 2011, the Authority shall fully discharge or assign to the District any and all of its liabilities and transfer its remaining non-cash assets to the District with an operative date of March 31, 2011. The timing and manner of the funding, discharge, assignment, and transfer shall be specified by the County Auditor.

B. Effective on March 31, 2011, all of the Authority's cash balances shall be deposited in the Open Space Special Tax Account and thereafter transferred to the District by the County Auditor in accordance with the District's 2010-11 budget. The Authority's cash balance allocated to the Sonoma County Open Space Reserve Fund shall be transferred by the Auditor to a District reserve fund in the District's 2010-11 budget denominated the Sonoma County Agricultural Preservation and Open Space Stewardship Reserve. The Authority's cash balance allocated to the Cooley Open Space Education Fund shall be transferred by the Auditor to a District reserve fund in the District's 2010-11 budget denominated as the Sonoma County Agricultural Preservation and Open Space Cooley Education Reserve.

5. The Commission's Budget. The Commission shall annually submit its proposed budget to the District's General Manager who shall review it and present it with his comments to the District's Board of Directors as part of the District's preliminary budget. From and after April 1, 2011 and in order to perform the duties imposed on it by this resolution and

other provisions of law, the Commission may expend its budgeted funds as it deems reasonable and necessary.

6. Execution of Contract with the District. The Chair of the Board of Supervisors is authorized and directed to execute the contract between the County and the District as required by Measure F.

7. Execution of Contracts with the State Board of Equalization. The Chair of the Board of Supervisors is authorized to execute the following contracts with the State Board of Equalization:

A. Agreement for Preparation to Administer and Operate District's Transactions and Use Tax Ordinance; and

B. Agreement for State Administration of District Transaction and Use Taxes.

8. Delivery of Documents. The Clerk is directed to deliver the State Board of Equalization:

A. Five signed duplicate originals each of the two contracts listed above; and

B. Five certified copies of Ordinance No. 5677R; and

C. One copies of the election results for Ordinance No. 5677R; and

D. Five certified copies of this resolution; and

E. Five copy of the address information document.

**Supervisors:**

Kerns:	Zane:	Kelley:	Carrillo:	Brown:
Ayes: 5	Noes:	Absent:	Abstain:	

**So Ordered.**