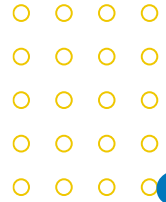




BBK

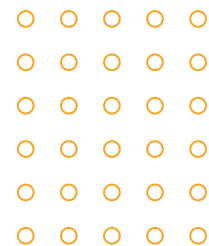
BEST BEST & KRIEGER LLP
ATTORNEYS AT LAW



South Bay Regional Housing Trust Board Presentation

Agenda Items VI-B and VI-C

April 30, 2026





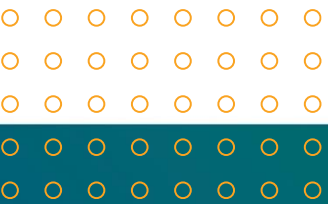
Lauren Langer

PARTNER

E-mail: lauren.langer@bbklaw.com

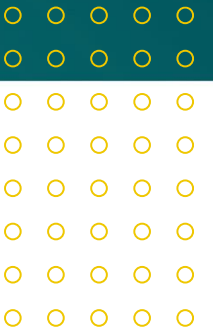
Phone: (310) 220-2176

Lauren serves as City Attorney for the cities of West Hollywood and Hidden Hills, as legal counsel for the Westside Cities Council of Governments and the Harbor Community Benefit Foundation. She is a Partner in the Municipal Law practice group and her practice consists of advising city clients on land use, zoning, environmental and housing laws. Lauren is co-chair of BBK's Housing and Community Development group, assisting public agencies in navigating housing policy and constantly changing state housing laws.



Agenda Item VI-B

South Bay Regional Housing Trust Joint Powers Agreement



Purpose of the JPA



- The Joint Powers Agreement creates the South Bay Regional Housing Trust as a separate public entity.
- Establishes the framework for how member agencies work together regionally under the special legislation (6539.9)
- The Trust was formed so South Bay jurisdictions can work together regionally on affordable housing.
- Trust's purpose is to receive and leverage public and private funding for the planning and construction of housing of all types serving extremely low-, very low-, and low-income households, including permanent supportive housing.

How the Trust is Governed



- The Trust is governed by a Board of Directors.
- Each member agency appoints one elected official, and may also appoint an alternate.
- Two additional Directors with housing or homelessness expertise are appointed through the SBCCOG process.
- Directors serve two-year terms (no term limits), and the Board elects a Chair and Vice Chair annually.

What the Trust Can Do: 3 categories

1. Core Organizational and Funding Powers
2. Housing Implementation and Technical Work
3. Partnerships, Assets, and Financing Tools

Purpose: to receive and leverage public and private funding for the planning and construction of affordable housing

What the Trust Can Do (generally):



- Enter into contracts and hire staff or contract for services.
- Apply for, receive, invest, and disburse funding for housing.
- Acquire and hold certain property interests as needed to support affordable housing purposes.
- Issue bonds or other debt instruments payable solely from Trust revenues.
- Work with consultants and other professionals to implement purpose.

What the Trust Cannot Do



- The Trust cannot regulate land use, zoning, or development approvals.
- It cannot impose exactions, require inclusionary zoning, or require cities to dedicate funds.
- It cannot approve or fund a project in a jurisdiction without support from that jurisdiction's governing body, except for limited evaluation work requested by staff.
- It cannot require a city or county to accept a set number of housing units as a condition of membership.

Financial Accountability and Other Key Provisions



- The Board must adopt a budget, and the budget must distinguish between administrative costs and program costs.
- The Trust must maintain strict financial accountability, an annual independent audit, and an annual financial report.
- Amendments to the JPA require approval by two-thirds of all Parties through their governing bodies.
- If administrative funding is not identified and obtained by December 31, 2026, the JPA automatically expires.

Other Provisions



- **Meetings:** Board meetings must comply with the Brown Act,** with regular and special meetings, a quorum of a majority of seated Directors, and annual election of a Chair and Vice Chair.
- **Staff:** The Trust may hire employees, retain contractors, or contract with a member agency or SBCCOG for staffing and administrative support
- **Amendments:** The JPA may be amended only by written approval of two-thirds of all member agencies through formal action of their governing bodies.

** Note 2x per year remote attendance for Just cause (illness, official travel, etc.)

Other Provisions

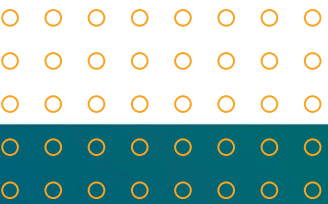


- **Adding New Parties:** Additional eligible South Bay cities and Los Angeles County may join on Board-approved terms, with later-joining members subject to the JPA's late-joining fee provisions.
 - No late fee at this time
- **Withdrawal:** A member agency may withdraw by resolution and written notice, but withdrawal does not eliminate prior obligations and may forfeit rights to future distributions.
- **Indemnification:** The Trust, not the member agencies, is responsible for defending and indemnifying Parties against third-party claims arising from Trust activities, except for a Party's own active negligence or willful misconduct.

Remember

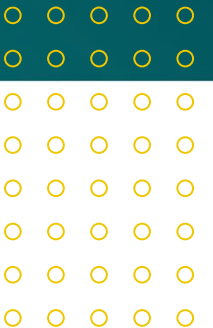


- The JPA creates the Trust, grants it defined housing finance powers, preserves local control, and sets the legal and financial framework for regional action on affordable housing.
- JPA and Amendments approved by your City Councils
- The day-to-day details are explained in the By-Laws, which are adopted by this Board and can be amended by this Board.



Agenda Item VI-C

Proposed Bylaws of the South Bay Regional Housing Trust



Purpose of the Bylaws



- The bylaws supplement the JPA- governance rules.
- They organize how the Trust will operate day to day.
- They address Board structure, officers, meetings, voting, ethics, and public participation.
- The Board is being asked to adopt the bylaws today.

Board Structure and Officers



- The Board composition mirrors the JPA: one Director per Party, optional alternates, and two expert Directors (ratified by COG).
- The Board may create Advisory Boards to provide technical expertise, but advisory members do not vote.
- The Board elects a Chair and Vice Chair at the first meeting each calendar year.
- The Board designates a Clerk and Treasurer; until designated, the SBCCOG Executive Director serves as Clerk and the SBCCOG Treasurer serves as interim Treasurer.

Board Duties, Meetings, and Voting



- The Board provides policy direction and strategic oversight.
- It approves policies, program guidelines, contracts, funding agreements, budgets, and financial oversight items.
- Regular and special meetings must comply with the Brown Act.**
- Most actions are by majority vote of those present at a meeting
 - Must have a quorum (7) to have a meeting
- Approval of projects receiving Trust funding requires a majority vote of the full Board membership (e.g. 7/13).
 - Strive for unanimous funding decisions

** remember 2x/year for just cause remote participation

Ethics and Board Conduct



- Board members must comply with the JPA, bylaws, and adopted policies.
- The bylaws require compliance with conflict-of-interest laws, including the Political Reform Act, the Levine Act, and Government Code section 1090.
- Board members must file Form 700s.
 - Assuming Office statements within 30 days
 - Others may need to file within 30 days of adoption of Conflict of Interest Code
- The bylaws also address confidentiality, gifts and honoraria, harassment, and professional conduct.

Public Participation and Meeting Decorum

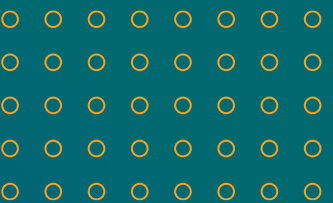


- Members of the public may comment on agenda items and during general public comment.
- Standard speaking time is three minutes per item; comments in a language other than English receive double time for translation.
- The bylaws establish a public code of conduct for meetings.
- The Chair may address disruptive conduct and, when legally permitted, remove disruptive individuals or clear the room if order cannot be restored.

Key Takeaway / Requested Action



- The bylaws give the Board the operational rules it needs to function: organization, meetings, voting, ethics, and public participation.
- Can be adopted *and amended* by this board (consistent with applicable law- Section 6539.9, JPA, Brown Act, etc.)
- **Recommended action: adopt the bylaws.**



Questions?

Lauren Langer

lauren.langer@bbklaw.com | 310-220-2176



QR Code Destination

DISCLAIMER: BBK presentations and webinars are not intended as legal advice. Additional facts, facts specific to your situation or future developments may affect subjects contained herein. Seek the advice of an attorney before acting or relying upon any information herein. Audio or video recording of presentation and webinar content is prohibited without express prior consent.

