

AMENDED AND RESTATED BYLAWS

(Adopted April 13, 2016 by Resolution No. OSB 16-03)

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK (Successor Agency of the Former Community Development Commission of the City of Rohnert Park)

ARTICLE I - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

The name of the Oversight Board shall be the “Oversight Board for the Successor Agency City of Rohnert Park” (hereinafter referred to as the “Board”).

Section 2. Purpose

The Board shall perform the duties described in Chapter 4 (commencing with Section 34179) of Part 1.85 of Division 24 of the Health and Safety Code in connection with the winding down of the affairs of the former Community Development Commission of the City of Rohnert Park (hereinafter the “Commission”) by the City of Rohnert Park in its capacity as the successor agency of the former Commission (hereinafter the “Successor Agency”).

a. Duties and Responsibilities

The duties and responsibilities of the Board are to direct the Successor Agency to do all of the following:

- (1) Dispose of all assets and properties of the former Commission that were funded by tax increment revenues expeditiously and in a manner aimed at maximizing value; provided, however, that the Board may instead direct the Successor Agency to transfer ownership of those assets that were constructed and used for a governmental purpose to the appropriate public jurisdiction pursuant to any existing agreements relating to the construction or use of such an asset, with any compensation for the asset governed by the agreements relating to the construction or use of that asset;
- (2) Cease performance in connection with and terminate all existing agreements that do not qualify as enforceable obligations, as that term is defined in subdivision (d) of Section 34171 of the Health and Safety Code;
- (3) Transfer housing responsibilities and all rights, powers, duties and obligations related thereto to the entity designated by the City of Rohnert Park pursuant to Section 34176 of the Health and Safety Code;

- (4) Terminate any agreement between the former Commission and any public entity located in the County of Sonoma that obligates the former Commission to provide funding for any debt service obligations of the public entity or for the construction or operation of facilities owned or operated by such public entity, in any instance where the Board finds that early termination would be in the best interests of the taxing entities; and
- (5) Determine whether any contracts, agreements or other arrangements between the former Commission and any private parties should be terminated or renegotiated to reduce liabilities and increase net revenues to the taxing entities, and present proposed termination or amendment agreements to the Board for consideration and approval; the Board may approve any amendments to or early termination of such agreements where it finds that amendments or early termination would be in the best interests of the taxing entities.

b. Approvals Required

Board: The following actions of the Successor Agency shall first be approved by the

- (1) The establishment of new repayment terms for outstanding loans where the terms have not been specified prior to February 1, 2012;
- (2) Refunding of outstanding bonds or other debt of the former Commission by the Successor Agency in order to provide for savings or to finance debt service spikes; provided, however, that no additional debt is created and debt service is not accelerated;
- (3) Setting aside of amounts in reserves as required by indentures, trust indentures, or similar documents governing the issuance of outstanding bonds of the former Commission;
- (4) Merging of project areas of the former Commission;
- (5) Continuing the acceptance of federal or state grants, or other forms of financial assistance from either public or private sources, where assistance is conditioned upon the provision of matching funds by the Successor Agency, as successor to the former Commission, in an amount greater than five percent (5%);
- (6) Agreements between the City of Rohnert Park and other taxing entities permitting the City of Rohnert Park to retain properties of the former Commission in exchange for compensation as determined by subdivision (f) of Section 34180 of the Health and Safety Code;

- (7) Establishment of the recognized obligation payment schedule pursuant to Section 34177 of the Health and Safety Code;
- (8) A request by the Successor Agency to enter into an agreement with the City of Rohnert Park; and
- (9) A request by the Successor Agency or a taxing entity to pledge, or to enter into an agreement for the pledge of, property tax revenues pursuant to subdivision (b) of Section 34178 of the Health and Safety Code.

c. Review by State Department of Finance

The State Department of Finance (hereinafter “DOF”) may review any action of the Board. The Board shall designate an official to be the point of contact between the Board and DOF, and shall provide his/her telephone and email contact information to DOF. Actions taken by the Board shall not be effective for three (3) business days, pending a request for review by DOF. In the event that DOF requests review of an action taken by the Board, DOF shall have ten (10) days from the date of its request to approve the action or return it to the Board for reconsideration, with suggested modifications. In the event that DOF returns the action to the Board for reconsideration, the Board shall consider the modified action, and resubmit the modified action to DOF for approval; the modified action shall not become effective until approved by DOF.

Section 3. Membership/Duration

a. Total Membership/Appointment

The total membership of the Board shall be seven (7), selected as follows:

- (1) One member shall be appointed by the Board of Supervisors of the County of Sonoma;
- (2) One member shall be appointed by the Mayor of the City of Rohnert Park;
- (3) One member shall be appointed by the largest, by property tax share, special district (as defined in Revenue and Taxation Code Section 95) with territory in the territorial jurisdiction of the former Commission;
- (4) One member, to represent schools, shall be appointed by the elected County of Sonoma Superintendent of Education or, if the County Superintendent is appointed, then this member shall be appointed by the County of Sonoma Board of Education;

- (5) One member shall be appointed by the Chancellor of the California Community Colleges to represent community college districts in the County of Sonoma;
- (6) One member shall be a member of the public appointed by the Board of Supervisors of the County of Sonoma; and
- (7) One member, to represent the employees of the former Commission, shall be appointed by the Mayor of the City of Rohnert Park from the recognized employee organization representing the largest number of former Commission employees employed by the Successor Agency at the time of appointment.

The Governor may appoint individuals to fill any member position identified herein that has not been filled by May 15, 2012. Following its initial formation, the Board shall report the names of its officers and other members to DOF.

The members shall serve without compensation and without reimbursement for expenses. Each member shall serve at the pleasure of the entity that appointed such member.

b. Duration

The Board shall be and remain established in accordance with the provisions of State law.

Section 4. Local Entity

Pursuant to subdivision (e) of Section 34179 of the Health and Safety Code, the Board shall be deemed to be a local entity for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974.

Section 5. Personal Immunity

Board members shall have personal immunity from suit for their actions taken within the scope of their responsibilities as members of the Board.

Section 6. Fiduciary Responsibilities

Board members shall have fiduciary responsibilities to holders of enforceable obligations, as that term is defined in subdivision (d) of Section 34171 of the Health and Safety Code, and the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Health and Safety Code.

Section 7. Resignation

Any Board member may resign at any time by giving written notice to the Chair, who shall forward such notice to the Successor Agency and to DOF. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8. Filling of Vacancies

In the event of a vacancy on the Board, the appointing entity for the vacant seat shall select a member to fill such vacancy as soon as reasonably practicable, provided, however, that the Governor may appoint individuals to fill any member position that remains vacant for more than sixty (60) days.

Section 9. Staff

The Board may direct the staff of the Successor Agency to perform work in furtherance of the duties and responsibilities of the Board including, without limitation, designating a clerk to perform clerical duties in support of the Board (“Clerk”). Such duties shall include preparing agendas and minutes and keeping a record of the meetings of the Board in a journal of proceedings, posting notices of meetings, attesting to documents, and such other duties as directed by the Board. The Successor Agency shall pay for all of the costs of the meetings of the Board and may include those costs in the administrative budget of the Successor Agency.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the Board shall consist of a Chair and a Vice Chair, who shall be elected in the manner set forth in this Article II.

Section 2. Chair

The Chair shall preside at all meetings of the Board, and shall submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the Board. The Chair shall sign all documents necessary to carry out the business of the Board except as such authority may be delegated to the Vice Chair pursuant to Section 3.

Section 3. Vice Chair

The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. The Vice Chair may, with the Chair’s concurrence, sign documents on the Chair’s behalf if time is of the essence, or as a matter of convenience. In the event of the death, resignation or removal of the Chair, the Vice Chair shall assume the Chair’s duties until such time as the Board shall elect a new Chair.

Section 4. Additional Duties

The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

Section 5. Election

The Chair and Vice Chair shall be elected from among the members of the Board at the first regular meeting of the Board. Thereafter, the Chair and Vice Chair shall be elected from among the members of the Board at each annual meeting. Each officer shall hold office until the next annual meeting of the Board following his/her election and until his/her successor is elected and in office. Any such officer shall not be prohibited from succeeding himself or herself.

Section 7. Vacancies

Should the office of the Chair or Vice Chair become vacant, the Board shall elect a successor from among the Board members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

ARTICLE III - MEETINGS

Section 1. Regular Meetings

An annual regular meetings shall be held on the second Wednesday in January of each year at the hour of 2:00 p.m., at Council Chambers, Rohnert Park City Hall, Rohnert Park, California, provided, however, that should said date be a legal holiday, then any such annual meeting shall be held on the next business day thereafter ensuing which is not a legal holiday. At the annual meeting of each year, the Chair and Vice Chair shall be elected. Notices of regular meetings shall be provided in accordance with Section 6 below.

Section 2. Additional Meetings

In addition to the annual meetings required by Section 1 above, the Board shall at each such regular meeting schedule additional meetings as needed to fulfill the obligations and responsibilities of the Oversight Board. Such additional meetings shall be held at the Council Chambers, Rohnert Park City Hall, Rohnert Park, California. Notices of such additional meetings shall be provided in accordance with Section 6 below.

Section 3. Special Meetings

Special meetings may be held upon call of the Chair or Vice Chair, or by an affirmative vote by a majority of the members of the Board present at a regular or special meeting of the Board at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the Board by written notice personally delivered or by

mail at least twenty-four (24) hours before the time specified notice for a special meeting. At such special meeting, no business other than that designated in the call shall be considered.

Section 4. Adjourned Meetings

Any meeting of the Board may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. Board members absent from the meeting at which the adjournment decision is made shall be notified by the Clerk of the adjourned meeting.

Section 5. All Meetings to be Open and Public

All meetings of the Board shall be open and public to the extent required by law, provided however that the Board may from time to time convene in closed session as permitted pursuant to the Ralph M. Brown Act.

Section 6. Posting Agendas/Notices

The Clerk of the Board, or his/her authorized representative, shall post an agenda for each regular Board meeting or a notice for each special Board meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at Rohnert Park City Hall, 130 Avram Avenue, Rohnert Park, California (a location readily accessible to the public) at least seventy-two (72) hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting.

All notices required by law for proposed actions by the Board shall also be posted on the Successor Agency's internet web site or the Board's internet web site, if one exists.

Section 7. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Board on matters within the Board subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment; provided, however, that the Board may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda.

The Chair may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 8. Non-Agenda Items

Matters brought before the Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Board at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code §54950 et seq.). Those

non-agenda items brought before the Board which the Board determines will require Board consideration and action and where Board action at that meeting is not so authorized shall be placed on the agenda for the next regular meeting.

Section 9. Quorum

The powers of the Board shall be vested in the members thereof in office from time to time. A majority of the total membership of the Board shall constitute a quorum for the purpose of conducting the business of the Board, exercising its powers and for all other purposes, but less than that number may adjourn the meeting from time to time until a quorum is obtained. An affirmative vote by a majority of the total membership of the Board shall be required for approval of any questions brought before the Board.

Section 10. Order of Business

All business and matters before the Board shall be transacted in conformance with Rosenberg's Rules of Order, Revised.

Section 11. Minutes

Minutes of the meetings of the Board shall be prepared in writing by the Clerk of the Board. Copies of the minutes of each Board meeting shall be made available to each member of the Board and the Successor Agency. Approved minutes shall be filed in the official book of minutes of the Board.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Board before the Successor Agency, the Sonoma County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chair or the Chair's designee.

ARTICLE V - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Board, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all members of the Board. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Successor Agency shall be notified of any amendments to these Bylaws.