



City of Rohnert Park ♦ 130 Avram Avenue ♦ Rohnert Park, California 94928
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**OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY
CITY OF ROHNERT PARK
(Successor Agency of the Former Community Development Commission of the
City of Rohnert Park)**

**MEETING AGENDA
Friday, June 22, 2012, 9:00 a.m.**

**MEETING LOCATION: CITY HALL - COUNCIL CHAMBER
130 Avram Avenue, Rohnert Park, California**

The Oversight Board welcomes your attendance, interest and participation at its regular meetings. Oversight Board agendas and minutes may be viewed at the City of Rohnert Park website at: www.rpcity.org.

PUBLIC HEARINGS

The Oversight Board may discuss and/or take action on any or all of the items listed on this agenda. If you challenge decisions of the Oversight Board or the Successor Agency City of Rohnert Park in court, you may be limited to raising only those issues you or someone else raised at public hearing(s) described in this agenda, or in written correspondence delivered to the Successor Agency City of Rohnert Park, at, or prior to the public hearing(s).

PUBLIC COMMENTS

For public comment on items listed or not listed on the agenda, or on agenda items if unable to speak at the scheduled time (limited to three minutes per appearance and a 30 minute total time limit, or allocation of time based on number of speaker cards submitted)

**PLEASE FILL OUT A SPEAKER CARD PRIOR TO SPEAKING
*SEE NOTE AT THE END OF THIS AGENDA**

Copies of all staff reports and documents subject to disclosure that relate to each item of business referred to on the agenda are available for public inspection before each regularly scheduled Board meeting at City Hall, located at 130 Avram Avenue. Any writings or documents subject to disclosure that are provided to all, or a majority of all, of the members of the Board regarding any item on this agenda after the agenda has been distributed will also be made available for inspection at City Hall during regular business hours.

ANNOUNCEMENT: Please turn off all pagers, cellular telephones and all other communication devices upon entering the Rohnert Park Council Chamber. Use of these devices causes electrical interference with the sound recording and TV broadcast systems.

9:00 AM

1. **CALL TO ORDER / ROLL CALL** (Zane__ Mackenzie__ Babonis__ Calvert__ Jenkins__ Jolley __ Thompson__)

2. **PUBLIC COMMENTS**

Persons wishing to address the Board on any Consent Calendar item or on Successor Agency City of Rohnert Park business not listed on the Agenda may do so at this time. Each speaker will be allotted three minutes. Those wishing to address the Oversight Board on any report item listed on the Agenda should submit a "Speaker Card" to the Clerk of the Board before announcement of that agenda item.

3. **APPROVAL OF MINUTES**

A. Regular meeting of Oversight Board for Successor Agency City of Rohnert Park held on May 7, 2012

B. Special meeting of Oversight Board for Successor Agency City of Rohnert Park held on June 4, 2012

4. **REGULAR AGENDA**

A. Consideration of Bylaws

1. Staff Report

2. Resolution for adoption:
Resolution No. OSB 2012-07: Adopting Bylaws for the Oversight Board for the Successor Agency City of Rohnert Park and Naming Officers

a. Board Motion/Discussion/Vote

B. Consideration of Legal Services Agreement with Betsy Strauss

1. Staff Report

a. Board Discussion/Direction

5. **NEW MATTERS FOR FUTURE CONSIDERATION**

6. **CITY MANAGER'S UPDATE**

1. Housing Consultant

2. Proposed Financial Reports Format

3. Department of Finance Comments regarding ROPS

7. PUBLIC COMMENT ON NON-AGENDA ITEMS

Members of the public may address the Oversight Board on matters that are within the Oversight Board's jurisdiction and not on today's calendar. Each speaker shall have up to three minutes to make pertinent public comments unless the Oversight Board adopts a shorter period. It is strongly recommended that members of the public who wish to address the Oversight Board should fill out a "Speaker Card" provided by the Clerk, and submit the completed card to the Clerk.

8. ADJOURNMENT

DISABLED ACCOMMODATION

If you have a disability which requires an interpreter or other person to assist you while attending this Board meeting, please contact the Secretary at (707) 588-2205 at least 72 hours prior to the meeting to ensure arrangements for accommodation by the City. Please notify the Clerk's Office as soon as possible if you have a visual impairment requiring meeting materials to be produced in another format (Braille, audio-tape, etc.)



**DRAFT MINUTES OF THE REGULAR MEETING
OVERSIGHT BOARD
TO THE SUCCESSOR AGENCY CITY OF ROHNERT PARK**

**Monday, May 7, 2012
Rohnert Park City Hall, Council Chambers
130 Avram Avenue, Rohnert Park, California**

1. CALL TO ORDER

The regular meeting of the Oversight Board to the Successor Agency City of Rohnert Park was called to order by Chair Shirlee Zane at 2:00 p.m. on May 7, 2012 in the Council Chambers, Rohnert Park City Hall, 130 Avram Avenue, Rohnert Park, California.

Present: Shirlee Zane, Chair
Jake Mackenzie, Vice Chair
Linda Babonis, Board Member
Denise Calvert, Board Member
Darrin Jenkins, Board Member
Kate Jolley, Board Member
Mike Thompson, Board Member

Staff present: City Manager Gabriel Gonzalez; Assistant City Attorney Rafael Mandelman, Finance Director Cathy Orme, Management Analyst Eydie Tacata

2. PUBLIC COMMENTS

There were no comments from the public.

3. APPROVAL OF MINUTES

Chair Zane announced the item.

ACTION: Moved/seconded (Mackenzie/Thompson) and unanimously carried to approve minutes of the meeting of April 11, 2012.

4. REGULAR AGENDA

A. Consideration of Bylaws

Chair Zane announced the item.

DIRECTION: Board concurred to direct staff to return to the Board with a redline-version of Bylaws to include revisions as discussed by the Board, which included: allowing Vice Chair signature authority; providing for closed sessions to be held as permitted by law; scheduling of regular meetings, and other minor revisions to the Bylaws.

B. Authorization to file Statement of Organization

Chair Zane announced the item.

ACTION: Moved/seconded (Mackenzie/Babonis) and unanimously carried to adopt Resolution No. OSB 2012-03 Authorizing the Clerk of the Board to File a Statement of Organization with the Secretary of State and the County Clerk of Sonoma County.

C. Designation of Eydie Tacata as Clerk of the Board

Chair Zane announced the item.

ACTION: Moved/seconded (Mackenzie/Thompson) to adopt Resolution No. OSB 2012-04 to designate Eydie Tacata as Clerk of the Board. Friendly amendment by Board Member Jenkins to revise Resolution to add “or City Clerk or designee.” Proposed friendly amendment accepted by maker and seconder of the motion and unanimously carried to adopt Resolution No. OSB 2012-04 to designate Eydie Tacata or City Clerk or Designee as Clerk of the Board.

D. Approving the Recognized Obligation Payment Schedules (ROPS) of the Successor Agency City of Rohnert Park for the Period July 1 - December 31, 2012

Chair Zane announced the item. City Manager Gonzalez gave a staff report.

ACTION: Moved/seconded (Mackenzie/Jolley) and unanimously carried to approve Resolution No. OSB 2012-05 Approving Recognized Obligation Payment Schedule (ROPS) of the Successor Agency City of Rohnert Park for the Period July 1 - December 31, 2012.

E. Discussion about Oversight Board Legal Counsel

Chair Zane announced the item. City Manager Gonzalez gave a staff report.

ACTION: Moved/seconded (Mackenzie/Thompson) and unanimously carried to direct staff to proceed with preparing a draft legal services agreement with Betsy Strauss for the Board’s consideration at the next regular meeting.

F. Discussion about Disposition of Triangular Property adjacent to Oxford Suites Development, Parcel 045-081-007

Chair Zane announced the item. City Manager Gonzalez gave a staff report. Deputy City Engineer Pat Barnes gave a staff report with visual presentation.

ACTION: Moved/seconded (Calvert/Babonis) and unanimously carried to direct staff to proceed with negotiating a sale of Parcel 045-081-007 to the developers of the Northern Wilfred-Dowdell Specific Plan.

5. NEW MATTERS FOR FUTURE CONSIDERATION**A. Next Regular Meeting**

The Board determined and concurred that the next regular meeting of the Board would be held on Friday, June 22, 2012 at 9:00 AM.

B. Provision of Financial Statements

Members of the Board requested from staff a financial statement such as a cash flow or balance sheet in the future showing distributions received, expenditures for obligations in the ROPS, and balances over time. Staff agreed that this could be provided.

6. CITY MANAGER’S REPORT

A. Housing Technician Job Description

City Manager Gonzalez reported that a housing technician is needed to perform duties related to the housing function of the former Community Development Commission. Line Item #11 *Housing Staff Support* in the ROPS is the placeholder for such costs. He is exploring the option of hiring a consultant instead of creating and filling a staff position. A scope of work is currently being developed.

7. PUBLIC COMMENT ON NON-AGENDA ITEMS

There were no comments from the public.

8. ADJOURNMENT

Chair Zane called for a motion to adjourn.

ACTION: Moved/seconded (Mackenzie/Zane) and unanimously carried to adjourn the meeting at 3:37 p.m.

Respectfully submitted,

Eydie Tacata, Clerk of the Board
Successor Agency City of Rohnert Park



**DRAFT MINUTES OF THE SPECIAL MEETING
OVERSIGHT BOARD
TO THE SUCCESSOR AGENCY CITY OF ROHNERT PARK
Monday, June 4, 2012
Rohnert Park City Hall, Council Chambers
130 Avram Avenue, Rohnert Park, California**

1. CALL TO ORDER

The special meeting of the Oversight Board to the Successor Agency City of Rohnert Park was called to order by Vice Chair Jake Mackenzie at 3:30 p.m. on June 4, 2012 in the Council Chambers, Rohnert Park City Hall, 130 Avram Avenue, Rohnert Park, California.

Present: Jake Mackenzie, Vice Chair
Linda Babonis, Board Member
Denise Calvert, Board Member
Kate Jolley, Board Member
Mike Thompson, Board Member

Absent: Shirlee Zane, Chair
Darrin Jenkins, Board Member

Staff present: City Manager Gabriel Gonzalez; Assistant City Attorney Rafael Mandelman, Management Analyst Eydie Tacata

2. PUBLIC COMMENTS

There were no comments from the public.

3. MEETING ITEMS

A. Approving the Amended Recognized Obligation Payment Schedules (ROPS) of the Successor Agency City of Rohnert Park for the Periods January 1– June 30, 2012

Vice Chair Mackenzie announced the item. City Manager Gonzalez gave a staff report.

ACTION: Moved/Seconded (Jolley/Thompson) and carried (5-0 vote, 2 absent) to adopt Resolution No. OSB 2012-06: A Resolution of the Oversight Board for the Successor Agency City of Rohnert Park Approving Amended Recognized Obligation Payment Schedule (ROPS) of the Successor Agency City of Rohnert Park for the Period January 1– June 30, 2012

4. PUBLIC COMMENT ON NON-AGENDA ITEMS

There were no comments from the public.

5. ADJOURNMENT

ACTION: Moved/Seconded (Mackenzie/Thompson) and carried (5-0 vote, 2 absent) to adjourn the meeting at 3:40 p.m.

Respectfully submitted,

Eydie Tacata, Clerk of the Board
Successor Agency City of Rohnert Park



Mission Statement

“We Care for Our Residents by Working Together to Build a Better Community for Today and Tomorrow.”

**CITY OF ROHNERT PARK
OVERSIGHT BOARD AGENDA**

Meeting Date: June 22, 2012
Submitted By: Gabriel A. Gonzalez, City Manager
Prepared By: Eydie Tacata, Management Analyst
Agenda Title: **Consideration and Adoption of Bylaws**

RECOMMENDED ACTION:

Consider and approve Resolution No. OSB 2012-07 adopting Bylaws for the Oversight Board for the Successor Agency City of Rohnert Park.

BACKGROUND:

The City of Rohnert Park has elected to serve as the Successor Agency to the former Rohnert Park Community Development Commission (CDC), which was dissolved effective February 1, 2012, pursuant to State legislation ABx1 26, the “Dissolution Act.” ABx1 26 required the formation of Oversight Board to oversee the Successor Agency's efforts in winding down the affairs of the former CDC. Adoption of Bylaws will facilitate governance of the Oversight Board, identifying the purpose of the Board, its membership and officers, its meetings and conduct of business, and other duties and obligations.

The Board reviewed a draft of the Bylaws at their regular meeting on May 7, 2012. The Board provided comments on the draft Bylaws regarding the Chair and Vice Chair duties, time and frequency of regular meetings, ability to call special meetings, ability to hold closed sessions, and suggested other clerical and administrative revisions for staff to consider. The revisions addressing those comments are included in the Bylaws attached as an exhibit to the resolution.

FISCAL IMPACT/FUNDING SOURCE:

There are no budgetary impacts associated with the adoption of the Bylaws.

City Manager Approval Date: 6/18/12

City Attorney Approval Date: 6/18/12

Attachments:

1. Resolution No. OSB 2012-07
2. Exhibit to Resolution No. OSB 2012-07: Bylaws of the Oversight Board for the Successor Agency City of Rohnert Park

RESOLUTION NO. OSB 2012-07

A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK ADOPTING BYLAWS FOR THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK AND NAMING OFFICERS

WHEREAS, the Oversight Board for the Successor Agency City of Rohnert Park organized itself pursuant to Chapter 4 (commencing with Section 34179) of Part 1.85 of Division 24 of the Health and Safety Code (the “Board”); and

WHEREAS, it is necessary for said Board to establish bylaws for the conduct of its business; and

WHEREAS, it is necessary to name the officers elected in accordance with the bylaws.

NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. The “Bylaws of the Oversight Board for the Successor Agency City of Rohnert Park,” in the form attached to this resolution and incorporated herein by reference, are hereby adopted.

Section 2. The officers of the Board, elected in accordance with the Bylaws, are as follows:

Chair: Shirlee Zane
Vice Chair: Jake Mackenzie

DULY AND REGULARLY ADOPTED this _____ day of _____, 2012.

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK

Chair

ATTEST:

Clerk of the Board

BYLAWS
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

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

- (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 until the sooner of (1) the date that all indebtedness of the former Commission has been repaid, or (2) July 1, 2016, at which time the Board shall be dissolved and replaced by a single oversight board for all successor agencies within the County of Sonoma.

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, but no person shall be elected as an officer for more than two consecutive terms.

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. Annual Meetings

Annual meetings shall be held on the ~~[date/day (e.g., fourth Thursday)]~~ in ~~[_____]~~ of each year at the hour of _____ p.m., at _____ second Wednesday in April of each year at the hour of 2:00 p.m. at the Council Chambers, Rohnert Park City Hall, 130 Avram Avenue, 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 annual meetings, the Chair and Vice Chair shall be elected; reports of the affairs of the Board shall be considered; and any other business may be transacted which is within the purposes of the Board. Notice of an annual meeting shall be provided in accordance with Section 6 below.

Section 2. ~~Regular~~ Additional Meetings

~~The Board shall meet regularly on the [date/day (e.g., second and fourth Thursday)] of each month, at the hour of _____ p.m., at _____.~~ In addition to the annual meeting required by Section 1 above, the Board shall at each such annual meeting schedule at least one additional meeting per year, and shall schedule further additional meetings as needed to fulfill the obligations and responsibilities of the Oversight Board. Regular meetings shall be held at the Council Chambers, Rohnert Park City Hall, 130 Avram Avenue, Rohnert Park, California. In the event that the regular meeting date shall be a legal holiday, then any such regular meeting shall be held on the next business day thereafter ensuing that is not a legal

~~holiday.~~—A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, at least seventy-two (72) hours prior to the meeting.

Section 3. Special Meetings

Special meetings may be held upon call of the Chair or Vice Chair, or 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 Chair-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. ~~All persons shall be permitted to attend any such meetings, except as otherwise provided by law.~~

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-Robert'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.



Mission Statement

“We Care for Our Residents by Working Together to Build a Better Community for Today and Tomorrow.”

**CITY OF ROHNERT PARK
OVERSIGHT BOARD AGENDA**

Meeting Date: June 22, 2012
Submitted By: Gabriel A. Gonzalez, City Manager
Prepared By: Gabriel A. Gonzalez, City Manager
Agenda Title: **Consideration of Legal Services Agreement with Betsy Strauss**

RECOMMENDED ACTION:

Discuss and provide direction to staff to present attached Legal Services Agreement between City of Rohnert Park, in its capacity as Successor Agency for the Rohnert Park Community Redevelopment Agency and Betsy Strauss (“Agreement”) to the City of Rohnert Park acting in its capacity as the Successor Agency for formal approval of the Agreement to retain Betsy Strauss as legal counsel for the Oversight Board.

BACKGROUND:

Health and Safety Code Section 34179(c) provides for the Successor Agency to staff the Board. This provision could be interpreted to include providing legal counsel for the Board. However, legal counsel for the City cannot directly advise the Board because of the potential for conflicts between the interests of the City and the interests of the Board.

At the April 11, 2012 meeting, staff recommended that the Board consider the retention of separate legal counsel for the Board independent of the City and directed staff to provide options for outside legal counsel.

At the May 7, 2012 meeting of the Board, staff recommended that the Board consider retaining Betsy Strauss as the Board’s legal counsel. Ms. Strauss is special counsel to the League of California Cities and has extensive experience in legislative analysis, public policy analysis, housing, land use, and municipal finance and redevelopment issues. She has also served as the city attorney for the cities of Napa, Fairfield, and Rohnert Park. The Board directed staff to draft a legal services agreement to retain Betsy Strauss as legal counsel for the Board.

DISCUSSION:

The Board itself does not have contracting authority, but it may direct the City Manager of the Successor Agency City of Rohnert Park to contract consultant services for the Board. Staff has drafted the attached Agreement between the City of Rohnert Park acting as Successor Agency and Betsy Strauss. The not-to-exceed amount of this proposed Agreement is \$25,000.

If the Agreement meets with the Board’s approval, the Board may direct staff to present Agreement to the City of Rohnert Park acting in its capacity as the Successor Agency for formal approval of the Agreement to retain Betsy Strauss as legal counsel for the Oversight Board.

FISCAL IMPACT/FUNDING SOURCE:

At this time, the cost of outside legal counsel for the Oversight Board is not included in the Successor Agency Administrative Budget that was shown in the approved ROPS. The Administrative Budget may be amended to include such costs. If the resulting Administrative Budget amendment changes the total amount for Administrative Budget as shown in the approved ROPS, the ROPS will need to be amended.

City Manager Approval Date: 6/19/12

City Attorney Approval Date: 6/19/12

Attachments: (1) Draft Legal Services Agreement between City of Rohnert Park, in its capacity as Successor Agency for the Rohnert Park Community Redevelopment Agency (“Successor Agency”) and Betsy Strauss (“Attorney”)
(2) Resume, Betsy Strauss, Attorney at Law

LEGAL SERVICES AGREEMENT

This Agreement dated as of June ___, 2012, is made by and between the City of Rohnert Park, in its capacity as Successor Agency for the Community Development Commission of the City of Rohnert Park (“Successor Agency”) and Betsy Strauss (“Attorney”). This Agreement is required by Business and Professions Code Section 6148 and is intended to fulfill its requirements.

RECITALS

WHEREAS, Attorney specializes in public agency law and has significant experience and recognized expertise in that area, and;

WHEREAS, Successor Agency has determined that Attorney’s assistance is needed in connection with providing legal services and advice on an as-needed basis to the Successor Agency’s Oversight Board;

NOW THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

AGREEMENT

1. Services. Attorney will provide advisory and representation services to Successor Agency’s Oversight Board upon request.
2. Compensation. Compensation to Attorney for services shall be at the rate of \$225 per hour. Total compensation to Attorney under this Agreement shall not exceed Twenty Five Thousand Dollars (\$25,000).
3. Term. The term of this Agreement shall commence upon the Effective Date and shall terminate on June 30, 2013.
4. Standard of Care. Successor Agency has relied on the professional ability, professional experience, and training of Attorney as a material inducement to enter into this Agreement. Attorney warrants that all work will be performed in accordance with generally accepted and applicable professional practices and standards as well as the requirements of applicable federal, state and local laws, it being understood that acceptance by Agency of work performed by Attorney shall not operate as or be interpreted to be a waiver or release.
5. Non-Reimbursable Services. Attorney shall not be reimbursed for any of the following expenses:
 - a. Travel expenses, except to the extent approved in accordance with Section 6 below.

- b. Messenger or express mail charges.
- c. Normal overhead functions such as word processing or typing time, scheduling of depositions, ordering records, calendaring functions, filing, indexing, proofreading or copying time, or any other procedures that are of a secretarial nature.
- d. Meals, overtime, office supplies, or attorney time for preparation of bills or audit responses.
- e. Expenses for experts or consultants that have been retained without the prior written approval of the Oversight Board.
- f. Photocopying charges.
- g. Office supplies, local telephone charges, per-page fax charges, conference call line charges, routine mail, etc.
- h. Intra-office conferencing time of more than one attorney for routine matters, unless such conference involves expert opinion.
- i. Replacement attorney learning time or other ramp-up learning costs.
- j. Travel time.
- k. Charges/fees for use of computer research programs (e.g. Lexis Nexis, WestLaw, etc.).

6. Direction and Extraordinary Expenses. All direction and control of Attorney's work will be by the Oversight Board. Attorney shall seek pre-approval from the Oversight Board for all extraordinary expenses before the same is incurred by Attorney. By way of example, extraordinary expenses shall include expenses for preparing complex motions, undertaking significant legal research or substantial drafting, retaining experts and consultants, and out-of-town travel.

7. Termination. This Agreement may be terminated by Successor Agency at any time, subject to equitable proportional payments due to Attorney. All files, written material, and documents will be transferred to the Successor Agency upon such termination. Attorney will be available to consult with Successor Agency or, should one be retained, with the Successor's Agency's new attorney with respect to facts and circumstances of any matters previously worked on by Attorney for a reasonable period of time following such termination.

8. Withdrawal. Attorney may withdraw as permitted under the Rules of Professional Conduct of the State Bar of California.

9. Status of Attorney. The parties intend that Attorney, in performing the services under this Agreement, shall be an independent contractor and shall control the work and the manner in which it is performed. Attorney shall acquire no rights or status in the service of Successor Agency. Attorney is not to be considered an agent or employee of Successor Agency and is not entitled to participate in any pension plan, insurance, bonus, or similar benefits Successor Agency provides its employees. In the event Successor Agency exercises its right to terminate this Agreement pursuant to the terms herein, Attorney expressly agrees that she shall have no recourse or right of appeal under rules, regulations, ordinances, or laws applicable to employees.

10. Modification. If, during the term of this Agreement, it becomes necessary to amend or add to its terms, conditions, scope or requirements, such amendment or addition shall only be made after mutual agreement of Attorney and Successor Agency and by way of execution of a written modification to this Agreement.

11. Insurance. With respect to performance of work under this Agreement, Attorney shall maintain Commercial General Liability Insurance on a standard occurrence form, no less broad than ISO form CBG 00 01 with minimum limits of \$1,000,000 per Occurrence; \$2,000,000 General Aggregate and Automobile Liability Insurance with minimum limit of \$300,000 Combined Single Limit Per Accident; or Bodily Injury; \$100,000 per person/\$300,000 per accident and Property Damage: \$50,000 per accident.

12. Indemnity. Attorney agrees to accept responsibility for loss or damage to any person or entity, and to defend, indemnify, hold harmless, and release Successor Agency, its officers, agents, and employees, from and against any and all actions, claims, damages, liabilities, or expenses that may be asserted by any person or entity, including Attorney, arising out of or in connection with the negligent performance or willful misconduct of Attorney hereunder, whether or not there is concurrent negligence on the part of Successor Agency, but excluding liability due to the sole or active negligence or due to the willful misconduct of Successor Agency. This indemnification obligation is not limited in any way by any limitation on the amount or type of damages or compensation payable to or for Attorney or its agents under workers' compensation acts, disability benefits acts, or other employee benefit acts. In addition, Attorney shall be liable to Successor Agency for any loss or damage to Successor Agency property arising from or in connection with Attorney's negligent performance or willful misconduct hereunder.

13. Rules of Professional Conduct. Nothing contained herein shall be construed to relieve Attorney of her obligations under the Rules of Professional Conduct.

14. Merger. This Agreement contains the entire agreement of the parties. No other agreement, statement or promise made on or before the effective date of this agreement will be binding on the parties.

15. Taxes. Attorney agrees to file federal and state tax returns and pay all applicable taxes on amounts paid pursuant to this Agreement and shall be solely liable and responsible to pay such taxes and other obligations, including, but not limited to, state and federal income and FICA taxes. Attorney agrees to indemnify and hold Successor Agency harmless from any liability which it may incur to the United States or to the State of California as a consequence of Attorney's failure to pay, when due, all such taxes and obligations. If Successor Agency is audited for compliance regarding any withholding or other applicable taxes, Attorney agrees to furnish the Successor Agency with proof of payment of taxes on these earnings.

16. Conflict of Interest. Attorney covenants that she presently has no interest and shall not acquire any interest, direct or indirect, which would conflict in any manner or degree with the performance of the services hereunder. Where the Successor Agency deems that there is an actual or potential conflict of interest in Attorney representing another party in a matter, the Successor Agency must waive any such actual or potential conflict before Attorney may represent such other party.

17. Nondiscrimination. Attorney shall comply with all applicable federal, state, and local laws, rules and regulations in regard to nondiscrimination in employment because of race, color, ancestry, national origin, religion, sex, marital status, age, medical condition, pregnancy, disability, sexual orientation, or other prohibited basis, including without limitation the Successor Agency's Non-Discrimination Policy. All nondiscrimination rules or regulations required by law to be included in this Agreement are incorporated by this reference.

18. Assignment and Delegation. Neither party hereto shall assign, delegate, sublet, or transfer any interest in or duty under this Agreement without the prior written consent of the other, and no such transfer shall be of any force or effect whatsoever unless and until the other party shall have so consented.

19. Method and Place of Giving Notice, Submitting Bills and Making Payments. All notices, bills, and payments shall be made in writing and may be given by personal delivery or by mail. Notices, bills, and payments sent by mail shall be addressed as follows:

Successor Agency: City of Rohnert Park
130 Avram Avenue
Rohnert Park, California 94928
Attention: City Manager

Attorney: Betsy Strauss
1595 King Avenue
Napa, California 94559

And when so addressed, shall be deemed given upon deposit in the United States mail, postage prepaid. In all other instances, notices, bills, and payments shall be deemed given at the time of actual delivery. Changes may be made in the names and addresses of the person to whom notices, bills, and payments are to be given by giving notice pursuant to this paragraph.

20. No Waiver of Breach. The waiver by the Successor Agency of any breach of any term or promise contained in this Agreement shall not be deemed to be a waiver of such term or promise or any subsequent breach of the same or any other term or promise contained in this Agreement.

21. Applicable Law and Forum. This Agreement shall be construed and interpreted according to California Law, and any action or proceeding to enforce this Contract or for the breach thereof shall be brought or tried in the County of Sonoma.

22. Counterparts. This Agreement may be executed in several counterparts and all counterparts so executed shall constitute one agreement that shall be binding on all of the parties, notwithstanding that all of the parties are not signatory to the original or same counterpart.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

CITY OF ROHNERT PARK, as Successor Agency to the former Community Development Commission of the City of Rohnert Park ATTORNEY

By: _____
City Manager

Date: _____

By: _____
Betsy Strauss

Date: _____

APPROVED AS TO FORM:

Date: _____

By: _____
City Attorney

ATTEST:

By: _____
City Clerk

Betsy Strauss
Attorney at Law
Mediation and Conflict Management

Professional Experience

Betsy Strauss, Attorney at Law Local government law and Mediation; Representation of cities and counties; mediation of intergovernmental disputes	1997 through Present
Special Counsel League of California Cities Legislative analysis; public policy analysis Housing, Land Use, and Municipal Finance	1997 through Present
Lecturer, Local Government Law Boalt Hall School of Law UC Berkeley	2001 through 2009
City Attorney City of Rohnert Park, California	1999 through 2004
City Attorney City of Fairfield, California	1988 through 1997
City Attorney City of Napa, California	1981 through 1988

Education

B.A. in history from University of California at Berkeley
J.D. from University of California at Los Angeles
Certificate in Mediation from Pepperdine University school of Law

Awards

Public Lawyer of the Year Award from California State Bar – 1994

Recent Publications and Presentations

2006: Paper and Presentation on changes in density bonus law in California at League of California Cities City Attorney's Conference (May 2006); Housing California Annual Conference (May 2006); and Community Redevelopment Agency Association Legal Issues Symposium (August 2006).

2007: Proposition 218 Implementation Guide – 2007; Land Use and Climate Change (October 2007)

2010: Proposition 26 Implementation Guide (League of California Cities)

1595 King Avenue
Napa, California 94559
(707) 253-0435
Fax: (707) 258-8892
betsy.strauss@gmail.com

2012: Presentation to City Attorneys Spring Conference (May 2012):
Redevelopment, Economic Development and Enterprise Zones Update

References available upon request

1595 King Avenue
Napa, California 94559
(707) 253-0435
Fax: (707) 258-8892
betsy.strauss@gmail.com