



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)**

**REGULAR MEETING AGENDA
Wednesday, April 13, 2016, 2:00 p.m.**

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

The Oversight Board welcomes your attendance, interest and participation at its public 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.

2:00 PM

1. **CALL TO ORDER / ROLL CALL** (Cerreta___ Jolley ___ Masterson___ Pawson___
Zane___ Thompson ___ Mackenzie ___)

2. **PLEDGE OF ALLEGIANCE**

3. **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 3 minutes. Those wishing to address the Oversight Board on any report item listed on the Agenda should submit a "Speaker Card" to the Clerk before announcement of agenda item.

4. **APPROVAL OF MINUTES**

A. Special meeting of Oversight Board for Successor Agency City of Rohnert Park held on January 27, 2016, at 11:30 AM

1. Board Motion / Discussion / **Vote** (Cerreta___ Jolley ___ Masterson___ Pawson___
Zane___ Thompson ___ Mackenzie ___)

5. **MEETING ITEMS**

A. Election of Officers

1. Staff Report

2. Nomination and Election of Officers

3. Resolution for adoption: Resolution No. OSB 2016-02 A Resolution of the Oversight Board to the Successor Agency City of Rohnert Park Affirming Selection of Officers

a. Board Motion / Discussion / **Roll Call Vote** (Cerreta___ Jolley ___
Masterson___ Pawson___ Zane___ Thompson ___ Mackenzie ___)

B. Consider Amending Bylaws

1. Staff Report

2. Consideration of Resolution:

a. Resolution for adoption: Resolution No. OSB 2016-03 A Resolution of the Oversight Board for the Successor Agency City of Rohnert Park Adopting Amended and Restated Bylaws for the Oversight Board for the Successor Agency City of Rohnert Park

(1) Board Motion / Discussion / **Roll Call Vote** (Cerreta___ Jolley ___
Masterson___ Pawson___ Zane___ Thompson ___ Mackenzie ___)

6. **NEW MATTERS FOR FUTURE CONSIDERATION**

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 Clerk of the Board 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.)

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

**Wednesday, January 27, 2016
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 Vice Chair Mike Thompson at 11:30 a.m. on January 27, 2016, in the Council Chambers, Rohnert Park City Hall, 130 Avram Avenue, Rohnert Park, California.

Present: Kate Jolley, Board Member	Absent: James Cerreta, Board Member
Brian Masterson, Board Member	Jake Mackenzie, Chair
Mary Grace Pawson, Board Member	
Shirlee Zane, Board Member	
Mike Thompson, Vice Chair	

Staff present: City Manager Jenkins, Clerk of the Board Tacata, Oversight Board Counsel Strauss (via telephone), Finance Director Howze, Senior Analyst Bryce Atkins.

Public representatives present: None.

2. PLEDGE OF ALLEGIANCE

Led by Finance Director Betsy Howze.

3. PUBLIC COMMENTS

There were no comments from the public.

4. APPROVAL OF MINUTES

A. Special meeting of Oversight Board for Successor Agency City of Rohnert Park held on Thursday, September 24, 2015, at 1:00 p.m.

ACTION: Moved/seconded (Pawson/Masterson) to approve minutes of the special meeting of September 24, 2015. Motion carried by the following 4-0-2-1 vote: AYES: Jolley, Masterson, Pawson, and Thompson; NOES: None; ABSENT: Cerreta and Mackenzie; ABSTENTIONS: Zane.

5. MEETING ITEMS

A. Receive Series 2007R Excess Bond Proceeds Expenditure Report

Vice Chair Thompson announced the item. City Manager Jenkins gave the staff report. The Board acknowledged and received the Series 2007R Excess Bond Proceeds Expenditure Statement as presented.

- B. Consider Approving the Recognized Obligation Payment Schedule (“ROPS”) 16-17 of the Successor Agency City of Rohnert Park for the Period July 1, 2016 – June 30, 2017

Vice Chair Thompson announced the item. City Manager Jenkins gave the staff report.

ACTION: Moved/seconded (Zane/Pawson) to adopt Resolution No. OSB 2016-01 A Resolution of the Oversight Board for the Successor Agency City of Rohnert Park Approving the Annual Recognized Obligation Payment Schedule For July 1, 2016 – June 30, 2017, (“ROPS 16-17”), Pursuant To Section 34177 (o) of the California Health And Safety Code. Motion carried by the following 5-0-2-0 roll call vote: AYES: Jolley, Masterson, Pawson, Zane, and Thompson; NOES: None; ABSENT: Cerreta and Mackenzie; ABSTENTIONS: None.

6. NEW MATTERS FOR FUTURE CONSIDERATION

- A. Scheduling of Regular Meeting of Oversight Board on April 13, 2016.

City Manager Jenkins reminded the board that the upcoming regular meeting will have the election of officers on the agenda.

7. PUBLIC COMMENT ON NON-AGENDA ITEMS

There were no comments from the public.

8. ADJOURNMENT

ACTION: Vice Chair Thompson adjourned the meeting at 11:54 a.m.

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

Michael Thompson, Vice Chair
Oversight Board for the Successor Agency 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: April 13, 2016
Submitted By: Darrin Jenkins, City Manager
Prepared By: Ellen Beardsley, Administrative Assistant
Agenda Title: **Election of Officers**

RECOMMENDED ACTIONS:

- (1) Elect one member of the Oversight Board of the Successor Agency City of Rohnert Park (“Board”) to serve as Chair for a one-year term effective the next regularly scheduled or special meeting;
- (2) Elect one member to serve as Vice Chair of the Board for a one-year term; and
- (3) Consider and adopt attached Resolution affirming the selection of Board officers.

BACKGROUND:

On April 11, 2012, the Board elected Shirlee Zane as Chair and Jake Mackenzie as Vice Chair of the Board. On June 22, 2012, the Board approved *Resolution No. OSB 2012-07: Adopting Bylaws for the Oversight Board for the Successor Agency City of Rohnert Park and Naming Officers.*

Article II, Section 5 of the Bylaws of the Oversight Board state:

“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.”

At its annual meeting in April 2013, the Board elected Shirlee Zane as Chair and Jake Mackenzie as Vice Chair to serve their second consecutive term.

On April 9, 2014, the Board elected Marilyn Ponton as Chair and Michael Thompson as Vice Chair to serve their first term, and on April 8, 2015, both were elected to serve their second terms.

Due to the resignation of Chair Ponton, a special meeting was held on September 24, 2015, and Jake Mackenzie was elected as Chair of the Oversight Board by a majority vote.

Today’s meeting is designated as the regular annual meeting of the Board at which election of officers is to take place.

DISCUSSION:

A majority of the total membership of the Board (four members) constitutes a quorum for the transaction of business. Four affirmative votes are required to approve any action taken by the Board. It is recommended that the Chair open and close nominations to the Board for the election of Chair. Votes will be cast for the nominee(s) by roll call vote. The nominee receiving at least four

affirmative votes will be elected as Chair. The same process would be facilitated by the Chair for the election of a Vice Chair.

Per the Bylaws, Vice-Chair Thompson is not eligible to be elected as an officer because he has served two consecutive terms. All other Board Members are eligible to be elected to the office of Chair and Vice-Chair including current Chair Mackenzie.

City Manager Approval Date: 3/29/2016

Board Attorney Approval Date: 3/29/2016

Attachments: Resolution No. OSB 2016-02

RESOLUTION NO. OSB 2016-02

**A RESOLUTION OF THE OVERSIGHT BOARD FOR THE
SUCCESSOR AGENCY CITY OF ROHNERT PARK
AFFIRMING SELECTION OF OFFICERS**

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

WHEREAS, at the Board’s initial meeting on April 11, 2012, the Board members were sworn in as public officials, and by a majority vote of the Board, Shirlee Zane was elected Chair and Jake Mackenzie elected Vice Chair of the Board;

WHEREAS, on June 22, 2012, the Board adopted Bylaws for the Oversight Board for the Successor Agency City of Rohnert Park which established that at each annual meeting the Chair and Vice Chair shall be elected from among the members of the Board;

WHEREAS, an annual meeting of the Board was held on April 10, 2013, and Shirlee Zane was elected Chair and Jake Mackenzie was elected Vice Chair by a majority vote of the Board to serve their second term;

WHEREAS, an annual meeting of the Board was held on April 9, 2014; Marilyn Ponton and Michael Thompson were elected as Chair and Vice Chair, respectively, by a majority vote of the Board;

WHEREAS, an annual meeting of the Oversight Board was held on April 8, 2015, Marilyn Ponton and Michael Thompson were elected as Chair and Vice Chair, respectively, by a majority vote of the Board to serve their second term;

WHEREAS, on September 24, 2015, due to the resignation of Chair Marilyn Ponton, a special meeting of the Board was held, and Jake Mackenzie was elected as Chair by a majority vote of the Board; and

WHEREAS, an annual meeting of the Oversight Board was held on April 13, 2016, and the Chair and Vice Chair of the Oversight Board were elected.

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

Section 1. The officers of the Board, elected in accordance with the Bylaws, are as follows:

Chair: _____

Vice Chair: _____

Section 2. This Resolution shall be effective the next regularly scheduled or special meeting.

DULY AND REGULARLY ADOPTED this 13th day of April, 2016.

ATTEST:

**OVERSIGHT BOARD FOR THE SUCCESSOR
AGENCY CITY OF ROHNERT PARK**

Eydie Tacata, Clerk of the Board

Jake Mackenzie, Chair

Cerreta: _____ Jolley: _____ Masterson: _____ Pawson: _____ Zane: _____ Thompson: _____ Mackenzie: _____

AYES: () NOES: () ABSENT: () ABSTAIN: ()



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: April 13, 2016
Submitted By: Darrin Jenkins, City Manager
Prepared By: Ellen Beardsley, Administrative Assistant
Agenda Title: **Consideration of Amending Bylaws**

RECOMMENDED ACTION:

Consider approving Resolution No. OSB 2016-03 Adopting Amended and Restated Bylaws for the Oversight Board for the Successor Agency City of Rohnert Park.

BACKGROUND:

The Bylaws for the Oversight Board were established via Resolution No. OSB 2012-07 at the Board’s meeting of June 22, 2012. The Bylaws provide the general operating framework of the Oversight Board, including, but not limited to, descriptions of the Board members’ roles and responsibilities; rules for the conduct of meetings and the designation of officers; time, frequency and location of meetings; and other organizational matters.

Staff is recommending that three (3) changes be made to the current Bylaws.

1. The first recommended amendment is to the language in ARTICLE I, Section 3.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 in accordance with the provisions of State law.~~

2. A second proposed amendment would permit Board members to serve more than two consecutive years as officers giving the Board flexibility to elect any Board member as Chair and Vice Chair regardless of the number of years they have served as officers. Staff recommends amending ARTICLE II – OFFICERS, Section 5. Election as follows:

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.~~

3. The final staff recommendation is to change ARTICLE III – MEETINGS, Section 1. Regular Meetings. This proposed amendment would reduce the meeting frequency from the current two meetings per year in April and October to just one annual meeting in January. The proposed January meeting would coincide with the deadlines imposed by the Department of Finance for the submission of the Annual ROPS. In addition, the election of officers would also take place at this meeting. If the Board approves this change, a slight edit would also be required to Section 2. Additional Meetings.

Section 1. Regular Meetings ~~Regular meetings shall be held on the second Wednesday in April and October~~ *An annual regular meeting 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 ~~first~~ *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 ~~regular meetings~~ *annual regular meeting* required by Section 1 above, the Board shall at each such ~~regular~~ *annual* 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.

FISCAL IMPACT/FUNDING SOURCE:

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

City Manager Approval Date: 3/25/2016

Board Attorney Approval Date: 3/29/2016

Attachments: Resolution No. OSB 2016-03 with “Exhibit A” (Draft Amended and Restated Bylaws)

RESOLUTION NO. OSB 2016-03

A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK ADOPTING AMENDED AND RESTATED BYLAWS FOR THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK

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”);

WHEREAS, the Board established bylaws for the conduct of its business by adoption of Resolution No. OSB 2012-07 on June 22, 2012 (“Bylaws”); and

WHEREAS, the Board desires to amend the following sections of the Bylaws:

1. ARTICLE I - THE OVERSIGHT BOARD, Section 3.b. Duration
2. ARTICLE II - OFFICERS, Section 5. Election
3. ARTICLE III - MEETINGS, Section 1. Regular Meetings and Section 2. Additional Meetings.

NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK DOES HEREBY RESOLVE that the “Amended and Restated Bylaws of the Oversight Board for the Successor Agency City of Rohnert Park,” in substantially similar form to the draft Amended Bylaws attached hereto as “Exhibit A”, and incorporated herein by reference, are hereby adopted.

DULY AND REGULARLY ADOPTED this 13th day of April, 2016.

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF ROHNERT PARK

Jake Mackenzie, Chair

ATTEST:

Eydie Tacata, Clerk of the Board

Cerreta: _____ Jolley: _____ Masterson: _____ Pawson: _____ Zane: _____ Thompson: _____ Mackenzie: _____

AYES: () NOES: () ABSENT: () ABSTAIN: ()

AMENDED AND RESTATED 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

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.