


**OVERSIGHT BOARD OF THE SUCCESSOR AGENCY
TO THE OAKLEY REDEVELOPMENT AGENCY
STAFF REPORT**

Date: January 26, 2017
To: Oversight Board Members
From: Bryan Montgomery, Executive Director 
SUBJECT: **Adopt a Resolution Approving a Revised Regular Meeting Schedule Amending Section 2 of Article III of the Bylaws & Rules of Procedure of the Oversight Board for the Successor Agency to the Oakley Redevelopment Agency**

Background and Analysis

Attached are the Oversight Board Bylaws, originally adopted in 2012, that set forth the regular meetings of the Board as the first Tuesday of every month and the annual reorganization meeting as the first Tuesday of May (Article III).

As you know, we have not had the need to meet monthly and do not foresee the need to meet more than quarterly in the future. The legal requirement to post and publish the cancellation of any regular meeting has caused confusion and costs. The attached resolution, if adopted, would set the regular meetings as the first Tuesday of February, May, August and November. These meetings would have to be formally cancelled, if not needed or if another date is set for a Board Meeting, but that would be better than having to deal with what has nearly been monthly cancellations.

Of course, the Board may want to discuss the selection of another day of the month and the actual months for the meetings, different than what Staff has recommended. The only consistent conflict would be the second and fourth Tuesdays of each month when the City Council meets.

Fiscal Impact

Some cost savings would be realized (avoiding cancellation notices).

Recommendation

Staff recommends the Board adopt the attached Resolution Amending the Bylaws relating to the Meeting Schedule

Attachments

1. Resolution
2. Proposed Amendment to Article III, Section 2 of Bylaws (see Track Changes)

OB RESOLUTION NO. OB__-17

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE OAKLEY REDEVELOPMENT AGENCY AMENDING SECTION 6 OF ARTICLE III OF ITS BYLAWS AND RULES OF PROCEDURE

WHEREAS, on April 17, 2012, the Oversight Board adopted bylaws and rules of procedure for the operation of the Oversight Board, including but not limited to the designation of officers, conduct of meetings and posting of meeting agendas and notices; and

WHEREAS, the Bylaws set forth the Meeting Schedule for the Board; and

WHEREAS, it is recommended that the Bylaws be amended to change the regular meeting dates from monthly to quarterly.

NOW, THEREFORE, the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Oakley does hereby adopt this Resolution to amend Section 2 of Article III of the Bylaws and Rules of Procedure as follows:

ARTICLE III - MEETINGS

Section 2. Regular Meetings

The Oakley Oversight Board shall meet regularly on the first Tuesday of each month **February, May, August and November**, at the hour of 6:30 p.m., at 3231 Main Street, Oakley, 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.

PASSED, APPROVED AND ADOPTED this the 26th day of January, 2017 by the following vote:

AYES:
NOES:
ABSTAIN:
ABSENT:

Bill Swenson, Chair

ATTEST:

Libby Vreonis, Secretary

Date

BYLAWS & RULES OF PROCEDURE

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE OAKLEY REDEVELOPMENT AGENCY

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 to the Oakley Redevelopment Agency" (hereinafter referred to as the "Oakley Oversight Board").

Section 2. Purpose

The Oakley Oversight 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 Oakley Redevelopment Agency (hereinafter the "former Oakley Redevelopment Agency") by the City of Oakley in its capacity as the successor agency (hereinafter the "Oakley Successor Agency") of the former Oakley Redevelopment Agency.

a. Duties and Responsibilities

The duties and responsibilities of the Oakley Oversight Board are to oversee the actions of the Oakley Successor Agency relating to the following:

- (1) Dispose of all assets and properties of the former Oakley Redevelopment Agency that were funded by tax increment revenues expeditiously and in a manner aimed at maximizing value; provided, however, that the Oakley Oversight Board may instead direct the Oakley 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 Oakley pursuant to Section 34176 of the Health and Safety Code;
- (4) Terminate any agreement between the former Oakley Redevelopment Agency and any public entity located in the County of Contra Costa that obligates the former Oakley Redevelopment Agency 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 Oakley Oversight 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 Oakley Redevelopment Agency 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 Oakley Oversight Board for consideration and approval; the Oakley Oversight 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 Oakley Successor Agency shall first be approved by the Oakley Oversight 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 Oakley Redevelopment Agency by the Oakley 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 Oakley Redevelopment Agency;
- (4) Merging of project areas of the former Oakley Redevelopment Agency;

- (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 Oakley Successor Agency, as successor to the former Oakley Redevelopment Agency, in an amount greater than five percent (5%);
- (6) Agreements between the City of Oakley and other taxing entities permitting the City of Oakley to retain properties of the former Oakley Redevelopment Agency 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 Oakley Successor Agency to enter into an agreement with the City of Oakley; and
- (9) A request by the Oakley 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 Oversight Board. By adoption of these Bylaws, the Oakley Oversight Board appoints Boardmember Paul Abelson, the City of Oakley's Finance Director to be the contact between the Oversight Board and DOF and shall provide his telephone and email contact information to DOF. In the event that DOF returns the action to the Oversight Board for reconsideration, the Oversight 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 Oakley Oversight Board shall be seven (7), selected as follows:

- (1) One member shall be appointed by the Board of Supervisors of the County of Contra Costa;
- (2) One member shall be appointed by the Mayor of the City of Oakley;

- (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 Oakley Redevelopment Agency;
- (4) One member, to represent schools, shall be appointed by the elected County of Contra Costa Superintendent of Education or, if the County Superintendent is appointed, then this member shall be appointed by the County of Contra Costa 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 Contra Costa;
- (6) One member shall be a member of the public appointed by the Board of Supervisors of the County of Contra Costa; and
- (7) One member, to represent the employees of the former Oakley Redevelopment Agency, shall be appointed by the Mayor of the City of Oakley from the recognized employee organization representing the largest number of former Oakley Redevelopment Agency employees employed by the Oakley 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 Oakley Oversight 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 Oakley Oversight Board shall be and remain established until the sooner of (1) the date that all indebtedness of the former Oakley Redevelopment Agency has been repaid, or (2) July 1, 2016, at which time the Oakley Oversight Board shall be dissolved and replaced by a single oversight board for all successor agencies within the County of Contra Costa.

Section 4. Local Entity

Pursuant to subdivision (e) of Section 34179 of the Health and Safety Code, the Oakley Oversight 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

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

Section 6. Fiduciary Responsibilities

Oakley Oversight 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 Oakley Oversight Board member may resign at any time by giving written notice to the Chair, who shall forward such notice to the Oakley 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 Oakley Oversight 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 Oakley Oversight Board may direct the staff of the Oakley Successor Agency to perform work in furtherance of the duties and responsibilities of the Oakley Oversight Board. The Oakley Successor Agency shall pay for all of the costs of the meetings of the Oakley Oversight Board and may include those costs in the administrative budget of the Oakley Successor Agency.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the Oakley Oversight Board shall consist of a Chair and a Vice Chair, who shall be elected in the manner set forth in this Article II. The Secretary to the Board shall be the Oakley City Clerk or her/his designee.

Section 2. Chair

The Chair shall preside at all meetings of the Oakley Oversight 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 Oakley Oversight Board. The Chair shall sign all documents necessary to carry out the business of the Oakley Oversight Board. The Chair of the Oakley Oversight Board shall be the contact between the Oakley Oversight Board and DOF and shall provide his/her telephone and email contact information to DOF.

Section 3. Vice Chair

The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. 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 Oakley Oversight Board shall elect a new Chair.

Section 4. Secretary

The Secretary shall keep the records of the Oakley Oversight Board, shall act as secretary at the meetings of the Oakley Oversight Board, and shall prepare minutes and keep a record of the meetings in a journal of proceedings. The Secretary shall attest to and/or countersign all documents of the Oakley Oversight Board. The costs associated with the services provided by the Secretary shall be included in the administrative budget of the Oakley Successor Agency

Section 5. Additional Duties

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

Section 6. Election

The Chair and Vice Chair shall be elected from among the members of the Oakley Oversight Board at the first regular meeting of the Oakley Oversight Board. Thereafter, the Chair, Vice Chair shall be elected from among the members of the

Oakley Oversight Board at each annual meeting to be held in May. Each officer shall hold office until the next annual meeting of the Oakley Oversight 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 and Vice Chair become vacant, the Oakley Oversight Board shall elect a successor from among the Oakley Oversight 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 first Tuesday in May of each year at the hour of 6:30 p.m., at 3231 Main Street, Oakley, 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, Vice Chair and Secretary shall be elected; reports of the affairs of the Oakley Oversight Board shall be considered; and any other business may be transacted which is within the purposes of the Oakley Oversight Board. Notice of an annual meeting shall be published in a newspaper of general circulation in the territorial jurisdiction of the Oakley Successor Agency at least once not less than ten (10) days prior to the date of the annual meeting.

Section 2. Regular Meetings

The Oakley Oversight Board shall meet regularly on the first Tuesday of each month February, May, August and November, at the hour of 6:30 p.m., at 3231 Main Street, Oakley, 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 an affirmative vote by a majority of the members of the Oakley Oversight Board present at a regular or special meeting of the Oakley Oversight 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 Oakley Oversight 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 Oakley Oversight 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. Oakley Oversight Board members absent from the meeting at which the adjournment decision is made shall be notified by the Chair of the adjourned meeting.

Section 5. All Meetings to be Open and Public

All meetings of the Oakley Oversight Board shall be open and public to the extent required by law. All persons shall be permitted to attend any such meetings, except as otherwise provided by law.

Section 6. Posting Agendas/Notices

The Secretary, or his/her authorized representative, shall post an agenda for each regular Oakley Oversight Board meeting or a notice for each special Oakley Oversight 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 Oakley City Hall, outside the gym at Delta Vista Middle School and outside the Library at Freedom High School, in Oakley, 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 Oakley Oversight Board shall also be posted on the Oakley Successor Agency's internet web site at www.oakleyinfo.com

Section 7. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Oakley Oversight Board on matters within the Oakley Oversight 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 Oakley Oversight 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 Oakley Oversight Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Oakley Oversight 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 Oakley Oversight Board which the Oakley Oversight Board determines will require Oakley Oversight Board consideration and action and where Oakley Oversight 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 Oakley Oversight Board shall be vested in the members thereof in office from time to time. A majority of the total membership of the Oakley Oversight Board shall constitute a quorum for the purpose of conducting the business of the Oakley Oversight 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 Oakley Oversight Board shall be required for approval of any questions brought before the Oakley Oversight Board.

Section 10. Unexcused Absences

If a member shall be absent from three (3) meetings, whether regular or special, within six (6) consecutive calendar months, such absence shall result in the termination of the membership of the absenting member. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chair of his or her intent to be absent and the reasons therefor; provided, however, that a member shall be entitled to only three (3) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, the Chair shall report to the Oakley Oversight Board the name of any member who has so notified him or her of his or her intent to be absent and the reason for such absence.

Section 11. Order of Business

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

Section 12. Minutes

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

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Oakley Oversight Board before the Oakley Successor Agency, the Contra Costa County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chair.

ARTICLE V – AMENDMENTS AND SUPPLEMENTAL PROCEDURES

Section 1. Bylaws Effective Date

These Bylaws shall become effective upon approval of the Oversight Board.

Section 2. Amendments

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Oakley Oversight 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 Oakley Oversight Board. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Oakley Successor Agency shall be notified of any amendments to these Bylaws.

Section 3. Waiver

Any of the foregoing bylaws or procedures may be waived by majority vote of the total membership of the Oversight Board when it is deemed that there is good cause for doing so, based upon the particular facts and circumstances involved.

Section 4. Bylaws Directory

To the extent not required by State laws, these Bylaws shall be considered directory only, and compliance herewith shall not be considered mandatory or jurisdictional.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Oversight Board for the Successor Agency to the Oakley Redevelopment Agency named in the title thereto and that such Bylaws were duly adopted by the Oversight Board at its meeting held April 17, 2012 and amended at its meeting held February 23, 2015.

Paul Abelson, Vice Chair

Libby Vreonis, Secretary