

RESOLUTION NO. 8

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY OF THE FORMER MILPITAS REDEVELOPMENT AGENCY AMENDING RULES AND PROCEDURES TO ALLOW FOR CONTRACT STAFF TO PERFORM ADMINISTRATIVE DUTIES AS DIRECTED BY THE OVERSIGHT BOARD

WHEREAS, the California State Legislature enacted Assembly Bill x1 26 to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code section 33000 et seq.), as amended by Assembly Bill 1484, Statutes of 2012, enacted June 27, 2012 (the Dissolution Law); and

WHEREAS, pursuant to Health and Safety Code section 34177, the Oversight Board (the Oversight Board) of the Successor Agency of the former Milpitas Redevelopment Agency (the Successor Agency) shall direct the expeditious wind down the affairs of the redevelopment agency consistent with its fiduciary responsibilities to holders of enforceable obligations and the taxing entities; and

WHEREAS, on May 9, 2012 the Oversight Board adopted Rules and Procedures to govern its operation; and

WHEREAS, pursuant to Health and Safety Code sections 34179(o), the Oversight Board may in furtherance of its duties under the Dissolution Law contract with the county or other public or private agencies for administrative support; and

WHEREAS, pursuant to Health and Safety Code section 34177.3(b), the Successor Agency may create enforceable obligations to procure administrative support to conduct the work of winding down the former redevelopment agency; and

WHEREAS, there have been repeated instances of significant errors and omissions on the part of Successor Agency staff in implementing the direction of the Oversight Board; and

WHEREAS, pursuant to Health and Safety Code section 34179 (o), the Oversight Board is authorized to contract with the County or other public or private agencies for administrative support; and

WHEREAS, in light of the divergence of interests among the City, EDC, and Successor Agency, on November 14, 2012, the Oversight Board determined the need for independent outside administrative support in order that the Oversight Board implement, among other matters, its obligations under the Dissolution Law to seek the return of assets held by the City and EDC in contravention of the State Controller s Order; and

WHEREAS, the County has offered to provide administrative support services for preparation of Agendas and minutes and staffing Oversight Board meetings to be reimbursed by the Successor Agency; and

WHEREAS, the Oversight Board's adopted Rules and Procedures must be amended to reflect that the Successor Agency staff shall no longer provide administrative support to the Oversight Board;

WHEREAS, alternative meeting rooms are available at the Milpitas Public Library and at the Milpitas Unified School District, depending on availability; and

NOW, THEREFORE, BE IT RESOLVED that the Oversight Board hereby adopts the amended and restated Rules and Procedures attached hereto as Exhibit A.

BE IT FURTHER RESOLVED that, Section 102 of the Oversight Board's Rules and Procedures shall be amended as follows: The Oversight Board hereby provides that regular meetings of the Board may be held at the Milpitas City Hall or alternatively at the Milpitas Library.

PASSED AND ADOPTED this 14th day of November, 2012 by the following vote:

AYES: (5) Chair Gage, Vice Chair Mendizabal and Board Members Grilli, Knopf and Murdter

NOES: (2) Board Members Gomez and Karlen

ABSENT: (0)

ABSTAIN: (0)

ATTEST:


Mary Lavelle, Oversight Board Secretary

APPROVED:


Donald Gage, Chair

RULES AND REGULATIONS FOR THE OVERSIGHT BOARD
FOR THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY OF MILPITAS

ARTICLE I
GENERAL PROVISIONS

SECTION 100: DEFINITIONS

Unless the context clearly indicates otherwise:

- a. “Board” means the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Milpitas;
- b. “Brown Act” means the Ralph M. Brown Act, Government Code Sections 54950 *et seq.*, as amended;
- c. “Successor Agency” means the City of Milpitas;
- d. “Successor Agency Executive Officer” means the City Manager of the City of Milpitas acting as Successor Agency to the former Milpitas Redevelopment Agency; and,
- ~~e.~~ “Staff” means Oversight Board outside legal counsel, any members of the staff of the Successor Agency or the members of the staff of any of the taxing entities deriving benefit from property taxes levied within the City of Milpitas.

SECTION 101: GENERAL

The Board’s duties, the number of its members, the members’ qualifications, and their appointment, removal and terms of office shall be prescribed by State Law, including Assembly Bill 1X 26. The Board is also required to comply with the Brown Act, and to the extent and when these Rules and Regulations contradict, or are inconsistent with, the Brown Act or State Law, they shall not apply.

SECTION 102: REGULAR MEETING PLACE

Except as the Board may from time to time otherwise provide, the regular meeting place of the Board shall be at the City of Milpitas City Hall. If by reason of emergency, it is unsafe to meet at the regular meeting place of the Board, meetings may be held at any place designated by the Chair or by majority vote of the Board. Additionally, teleconference meetings are permitted subject to the requirements of the Brown Act.

ARTICLE II
OFFICERS

SECTION 200: ELECTION OF CHAIR & VICE CHAIR

The Board shall, in regular session following the first day of March of every year, elect from its members a Chair and Vice-Chair. The term of office shall be for one (1) year. The Chair and Vice-Chair shall serve at the pleasure of the Board during the term of office and may be removed from office by the Board at any time for any reason. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair, until such time as the members shall elect a new Chair.

SECTION 201: POWERS AND DUTIES OF CHAIR

The Chair shall have the following powers and duties:

- a. Preside at all meetings of the Board, and at all hearings conducted by the Board;
- b. Sign all written resolutions of the Board, and all minutes of all meetings or hearings of the Board, which shall have been approved by the Board; and,
- c. Perform such other duties as may be required of the Chair either by State law or by resolution or order of the Board consistent with State law and shall perform such other duties as may be necessary to perform the required duties of the Chair.

SECTION 202: POWERS AND DUTIES OF VICE-CHAIR

The Vice-Chair shall have the following powers and duties:

- a. Have and perform all powers and duties of the Chair in the event of and during the absence or disability of the Chair;
- b. Shall preside as Chair at all meetings and hearings of the Board in the event of and during the absence or disability of the Chair; and,
- c. Shall perform such other duties as may be required of the Vice- Chair either by State law or by resolution or order of the Board consistent with State law and such other duties as may be necessary to perform the required duties of the Vice-Chair.

SECTION 203: VACANCY IN OFFICE

If the Vice-Chair should cease to be a member of the Board, or if for any other reason the office of the Vice-Chair should become vacant prior to the expiration of the term of office, the Board shall elect a successor to the office of Vice-Chair for the unexpired portion of the term.

ARTICLE III
CHAIR PRO TEMPORE

SECTION 300: VACANCY OF CHAIR AND VICE CHAIR

In the event of vacancies in offices of the Chair and Vice-Chair, or in the event of the absence of the Chair and Vice-Chair, at the time of any meeting, the Board may elect one of its members Chair Pro Tempore to preside over such meeting during such vacancies or absences. The Chair Pro Tempore shall have all the powers and duties of the Chair during such meeting.

ARTICLE IV
~~SUCCESSOR AGENCY CLERK~~ OVERSIGHT BOARD SECRETARY

SECTION 400: APPOINTMENT

~~The City Clerk or Assistant City Clerk shall serve as Successor Agency Clerk and shall serve as Successor Agency~~ Oversight Board Secretary shall be designated by the Chair or by majority vote of the Board.

SECTION 401: POWERS AND DUTIES

The Oversight Board Secretary shall have the following powers and duties:

- a. Attend all meetings of the Board and shall record and keep minutes of all that transpires;
- b. Attest all minutes of the meetings of the Board;
- c. Preserve, and be custodian of, all minutes, books, records, papers and tapes of the Board. Whenever necessary he or she shall certify true copies of Board documents; and,
- d. Perform all duties required of him or her by these rules and regulations or required of him or her by resolution or order of the Board consistent with State law, including, without limitation, the Brown Act.

ARTICLE V
MEETINGS

SECTION 500: GENERAL

Except as otherwise provided by this article, meetings of the Board shall be open and public and shall comply with the requirements of the Brown Act. Except as provided by the Board, the procedure to be followed by the Board at its meetings shall be that set forth in Robert's Rules of Order, provided, further, that the failure to follow Robert's Rules of Order shall not invalidate

any action taken. Furthermore, such failure or deviation or waiver does not convey any right or cause of action to third parties.

SECTION 501: TIME AND DAY OF REGULAR MEETINGS

The Board shall hold bimonthly regular meetings of the Board at the City of Milpitas City Hall on the _____ and _____ of each calendar month at _____ AM/PM.

SECTION 502: SPECIAL MEETINGS

A special meeting may be called subject to the requirements of the Brown Act.

SECTION 503: ADJOURNMENT – ADJOURNED MEETINGS

The Board may adjourn any regular, adjourned regular, special or adjourned meeting to a time and place specified in the order of adjournment; a majority of members present, even though less than a quorum may so adjourn. If all members are absent from a regular or adjourned regular meeting, the Secretary of the Board may declare the meeting adjourned to a stated time and place; and he or she shall cause a written notice of the adjournment to be given in the manner provided in Government Code section 54956. A copy of the order or notice of adjournment shall be posted conspicuously on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within twenty-four (24) hours after the time of adjournment.

When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings in Section 501 of these rules and regulations.

SECTION 504: CONTINUANCE

A convened meeting, or any meeting ordered or noticed to be held, may by order or notice of continuance, be continued or recontinued to any subsequent meeting of the Board in the same manner and to the same extent set forth in Section 503 for the adjournment of meetings; provided, if a hearing is continued to a time less than twenty-four (24) hours after the time specified in the notice or order of hearing, a copy of the order notice of continuance shall be posted immediately following the meeting which orders or declares the continuance.

SECTION 505: CLOSED SESSIONS

Every meeting of the Board shall be open and public, and closed sessions shall not be held unless essential for the conduct of business. The public must be afforded an opportunity to comment on closed session items prior to adjournment to closed session. Subject to these requirements and those in the Brown Act, the Board may hold closed sessions during a regular or special meeting. It is the intent of the Board to strictly limit closed sessions. The Board understands that it always has the option of discussing matters in open session notwithstanding that the Brown Act may

entitle the Board to hold a closed session, and the Board intends to so exercise its prerogative in favor of open sessions to the greatest extent possible.

ARTICLE VI
MEETING AGENDA AND PROCEDURE

SECTION 600: AGENDA

The Board shall provide for an agenda and may regulate or limit business to be considered by the Board at any meeting. The Oversight Board Secretary ~~Successor Agency Clerk~~ shall prepare and distribute the agenda for the Board. The Chair shall be informed of all changes requested on the draft agenda, and the final agenda is subject to review and approval of the Chair prior to distribution.

- a. Order of Business: At Board meetings, the regular order of business shall be conducted in accordance with the agenda prepared for the meeting. The Board may rearrange the order of the items or matters listed on each meeting's agenda at any meeting. The Board may, from time to time, adopt a revised agenda and order of business as is consistent with the Brown Act and as may be convenient or desirable for the conduct of Board business.
- b. Items for Agenda: At each regular meeting, the Board shall identify items for the Agenda for the next regular meeting. Although that shall be the preferred manner for placing items on the Agenda, Board members may also suggest agenda items at other times: The Chair or any two Board members may request that an item be placed on the following meeting agenda by communicating them to the Oversight Board Secretary ~~Successor Agency Executive Officer~~. Upon receipt of such a request, the Oversight Board Secretary ~~Successor Agency Executive Officer~~ shall place such item on the next Agenda in the form requested. Such requests for placing items on the agenda shall be made to the Successor Agency Executive Officer by email typically at least one week prior to the next meeting date but a minimum of four days prior to the next meeting date.
- c. Public Discussion on Agenda items: Upon calling the meeting to order and before any motion is adopted relating to the merits of the matter to be heard or before consideration of any item, the Chair shall inquire if there are any persons present who desire to speak on the matter or to present evidence respecting the matter. Any person desiring to so speak or present evidence may submit a speaker's request card and submit it to the Successor Agency Clerk before the item is heard. Upon being recognized by the Chair, such person may speak or present evidence relevant to the matter being heard. No person shall be denied the right to speak because he or she declines to disclose his or her name, address, or telephone number. However, no person shall be permitted to speak or present evidence until she or he is recognized by the Chair and given permission by the Chair to present evidence or to speak. Time limits for oral petition shall be two (2) minutes for an individual. However, the Chair, in his or her discretion, may shorten or extend

such time as he or she may find reasonable under the circumstances or may further limit the time if the time anticipated to complete the agenda is unusually long. Each person who submits, presents, or makes any such evidence, testimony or statement may be requested to answer questions respecting such evidence, testimony or statements.

d. After all presentations have been concluded, the Chair shall so declare and the members of the Board may discuss the matter among themselves, and no other persons may speak and no further exhibits may be filed unless Board members request clarifications from presenters, or petitioners or other persons in attendance. Every Board member has the right to request such clarifications or additional information.

e. Copies of the Agenda and all agenda materials shall be provided to the Successor Agency Executive Officer in the same manner and at the same time as they are distributed to members of the Board.

SECTION 601: MATTERS NOT ON AGENDA

The law does not permit Board action on, or extended discussion of, any item not on the agenda except under special circumstances. The Board, or ~~its~~ staff, may briefly respond to statements made or questions posed and may request the Successor Agency Executive Officer to report back at a subsequent meeting. A person wishing to address the Board may submit to the Oversight Board Secretary ~~Successor Agency Clerk~~ his or her name and subject matter on a form provided by the Oversight Board Secretary ~~available in the City of Milpitas City Hall.~~

SECTION 602: QUORUM

Four (4) members of the Board shall constitute a quorum to transact business. A lesser number of members present at a meeting may constitute a quorum solely to adjourn the meeting or adjourn the meeting to a stated time.

SECTION 603: VOTING

No action shall be taken by the Board except by affirmative vote of not less than four (4) members of the Board; provided, a majority of a lesser number present may adjourn or adjourn to a stated time.

SECTION 604: MANNER AND RECORDATION OF VOTES

Voting by members of the Board shall be by “ayes” and “noes,” and the result of each vote shall be entered by the Oversight Board ~~Successor Agency~~ Secretary in the record of the Board proceedings. Upon the request of any Board member, a roll call vote shall be taken on any matter

upon which a vote is called, and each vote shall be recorded by the Oversight Board ~~Successor Agency~~ Secretary to the record of the Board proceedings.

SECTION 605: DISQUALIFICATION

Any member who is legally disqualified from participating in Board action on any particular matter shall take no part in the discussion, debate, or vote on such matter; and as soon as such matter is reached on the agenda such member shall disclose the member's disqualification and the reason therefore, or if disqualification is not known to the member at the time such matter is reached on the agenda the member shall make such disclosure as soon as the disqualification is known to that member.

SECTION 606: MOTIONS, DEBATE THEREOF, DEBATE LIMITED TO MEMBERS OF BOARD

No debate of a motion shall be permitted prior to a second of the motion. As a member of the Board, the Chair has all rights and privileges as other members and may make motions and second motions and participate in the debate of all items. When a motion is made and seconded, it shall be stated by the Chair before being debated. Such debate shall be limited to members of the Board only; however, Board members may request clarifications or explanations from presenters, petitioners or other persons in attendance.

Section 607: PETITIONS AND COMMUNICATIONS; FILING, REPORT, AND INSPECTION THEREOF

All written petitions and communications on the agenda of a meeting shall be filed with the Board at such meeting and shall be so marked by the Oversight Board Secretary~~Successor Agency Clerk~~ and a copy shall be provided to each Board member. The substance of such petitions and communications shall be orally reported to the Board by the Oversight Board Secretary~~Successor Agency Clerk~~; upon the request of any member of the Board present at the meeting, any such petition or communication shall be read aloud in its entirety by the Oversight Board ~~Successor Agency~~ Secretary. Such petitions and communications may be inspected at any time by any member of the Board.

SECTION 608: DOCUMENTS AND OBJECTS PRESENTED TO BOARD; FILING AND INSPECTION THEREOF

All documents and all physical objects presented to the Board at any meeting by any person shall be filed with the Board at such meeting and shall be so marked by the Oversight Board ~~Successor Agency~~ Secretary. Any such document or object filed with the Board may be inspected at any time by any member of the Board. True copies or photographs of such documents and objects may be filed in lieu of the originals thereof.

SECTION 609: COMMUNICATION OF APPOINTMENTS TO THE SUCCESSOR AGENCY; FILING AND REPORT THEREOF

Any appointments made by any appointing body shall be communicated to the Oversight Board Secretary~~Successor Agency Clerk~~, with notification to the Oversight Board by placing the item on the agenda.