

HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD

RESOLUTION 2012-06

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE REDEVELOPMENT AGENCY OF THE CITY OF HAYWARD APPROVING THE BYLAWS FOR THE OVERSIGHT BOARD

WHEREAS, the California state legislature enacted Assembly Bill x1 26 (the "Dissolution Act") to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code Section 33000 et seq.); and

WHEREAS, under the Dissolution Act and the December 29, 2011 California Supreme Court's decision in *California Redevelopment Association v. Matosantos*, all California redevelopment agencies, including the Redevelopment Agency of the City of Hayward (the "Dissolved RDA"), were dissolved on February 1, 2012; and

WHEREAS, on January 24, 2012 and pursuant to Health and Safety Code Section 34173, the City Council of the City of Hayward (the "City Council") adopted a resolution accepting for the City of Hayward, a charter city (the "City"), the role of successor agency to the Dissolved RDA (the "Successor Agency"); and

WHEREAS, the Oversight Board to the Successor Agency, formed pursuant to the requirements set forth in Health and Safety Code Section 34179 (the "Oversight Board") desires to adopt bylaws to outline the basic composition, officers, duties, membership, and meeting requirements of the Oversight Board, in the form attached to this Resolution as Exhibit A, incorporated herein by this reference;

NOW, THEREFORE, BE IT RESOLVED that the Oversight Board hereby adopts the Bylaws of the Oversight Board attached to this Resolution as Exhibit A, which outline the basic composition, officers, duties, membership, and meeting requirements of the Oversight Board.

BE IT FURTHER RESOLVED that the Oversight Board authorizes and directs the Successor Agency staff to take all actions necessary under the Dissolution Act to notify the State Department of Finance of the actions taken pursuant to this Resolution, including providing the information set forth in Health and Safety Code Section 34179(h), and to take any other administrative actions necessary to ensure the validity of the actions taken hereunder.

BE IT FURTHER RESOLVED that this Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code Section 34179(h).

HAYWARD, CALIFORNIA, June 7, 2012

ADOPTED BY THE FOLLOWING VOTE:

AYES: 6 BOARD MEMBERS: Sweeney, Chair
Armas
Brooks
Salinas
Swartz
Miley

NOES: 0 BOARD MEMBERS:

ABSTAIN: 0 BOARD MEMBERS:

ABSENT: 0 BOARD MEMBERS:



Chair of the Oversight Board to the Successor
Agency of the City of Hayward

Exhibit A

BYLAWS
FOR THE
OVERSIGHT BOARD OF THE CITY OF HAYWARD

ARTICLE I - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

The name of the Oversight Board shall be the "Oversight Board for the City of Hayward Successor Agency" ("Oversight Board").

Section 2. Membership/Duration

a. **Total Membership/Appointment**

The total membership of the Oversight Board shall be seven (7), selected as follows or as may be amended by any amendments to Health and Safety Codes Section 34179:

- (1) One member shall be appointed by the Board of Supervisors of the County of Alameda;
- (2) One member shall be appointed by the Mayor of the City of Hayward;
- (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 Redevelopment Agency of the City of Hayward;
- (4) One member, to represent schools, shall be appointed by the elected County of Alameda Superintendent of Education or, if the County Superintendent is appointed, then this member shall be appointed by the County of Alameda Board of Education;
- (5) One member shall be appointed by the Chancellor of the California Community Colleges to represent community college districts in the City of Hayward;
- (6) One member shall be a member of the public appointed by the Board of Supervisors of the County of Alameda; and
- (7) One member, to represent the employees of the former Hayward Redevelopment Agency, shall be appointed by the Mayor of the City of Hayward from the recognized employee organization representing the

largest number of former Hayward Redevelopment Agency employees employed by the Hayward 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 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 Oversight Board shall be and remain established until the sooner of (1) the date that all indebtedness of the former Hayward Redevelopment Agency has been repaid, or (2) July 1, 2016, at which time the Oversight Board shall be dissolved and replaced by a single oversight board for all successor agencies within the County of Alameda.

Section 3. Local Entity

Pursuant to subdivision (e) of Section 34179 of the Health and Safety Code, the 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 4. Personal Immunity

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

Section 5. Fiduciary Responsibilities

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 6. Resignation

Any Oversight Board member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the Successor Agency and to DOF. A copy of this notice will also be provided to the other Oversight Board members and to the Appointing Authority. 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 7. Filling of Vacancies

In the event of a vacancy on the 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 8. Staff

The Oversight Board may direct the staff of the Successor Agency, through the City Manager or his/her designee, to perform work in furtherance of the duties and responsibilities of the Oversight Board. The Successor Agency shall pay for all of the costs of the meetings of the Oversight Board and may include those costs in the administrative budget of the Successor Agency. The Successor Agency shall keep the records of the Oversight Board, and the City Manager shall designate a staff member to act as secretary at the meetings of the Oversight Board. The secretary shall prepare agendas and minutes of meetings of the Oversight Board, shall keep a record of the meetings in a journal of proceedings of the Oversight Board, and shall attest to and/or countersign all documents of the Oversight Board.

ARTICLE II - OFFICERS

Section 1. Officers

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

Section 2. Chairperson

The Chairperson shall preside at all meetings of the 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 Oversight Board. The Chairperson shall sign all documents necessary to carry out the business of the Oversight Board.

Section 3. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the Oversight Board shall elect a new Chairperson.

Section 4. Additional Duties

The officers of the Oversight Board shall perform such other duties and functions as may from time to time be required by the Oversight 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 Chairperson and Vice Chairperson shall be elected from among the members of the Oversight Board at the first regular meeting of the Oversight Board. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the members of the Oversight Board at a regular meeting of the Oversight Board. Each officer shall hold office for a term of one year 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 6. Vacancies

Should the office of the Chairperson or Vice Chairperson become vacant, the Oversight Board shall elect a successor from among the 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. Regular Meetings

The Oversight Board shall meet regularly on the first Thursday in October and the first Thursday in April annually at City Hall, Hayward, California, or at such other locations as the Oversight Board may designate by resolution or in the notice of call of any special meeting. 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, or electronic mail, at least seventy-two (72) hours prior to the meeting.

Section 2. Special Meetings

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the Oversight Board present at a regular or special meeting of the 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 Oversight Board by written notice personally delivered or by mail or by electronic 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 3. Adjourned Meetings

Any meeting of the 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. Oversight Board members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

Section 4. All Meetings to be Open and Public

All meetings of the 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. The Board can meet in Closed Session, provided the criteria established under State law are met and the meeting is properly noticed.

Section 5. Posting Agendas/Notices

The secretary, or his/her authorized representative, shall post an agenda for each regular Oversight Board meeting or a notice for each special 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 City Hall, Hayward, 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 Oversight Board shall also be posted on the Successor Agency's internet web site or the Oversight Board's internet web site, if one exists.

Section 6. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Oversight Board on matters within the 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 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 Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 7. Non-Agenda Items

Matters brought before the Oversight Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the 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 Oversight Board which the Oversight Board determines will require Oversight Board consideration and action and where Oversight Board action at that meeting is not so authorized shall be placed on the agenda for the next regular meeting.

Section 8. Quorum

The powers of the Oversight Board shall be vested in the members thereof in office from time to time. A majority of the total membership of the Oversight Board shall constitute a quorum for the purpose of conducting the business of the 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 Oversight Board shall be required for approval of any questions brought before the Oversight Board.

Section 9. 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 a request for review of that member's appointment by the Appointing Authority. The Chairperson shall request said review. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson of his or her intent to be absent and the reasons therefor; provided, however, that a member shall be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, the Chairperson shall report to the 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 10. Order of Business

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

Section 11. Minutes

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

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Oversight Board before the Successor Agency, the Alameda County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chairperson of the Oversight Board or a designee of that body.

ARTICLE V - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the 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 Oversight 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.