

**RESOLUTION OB 2013-005**

**RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY OF THE REDEVELOPMENT AGENCY OF THE TOWN OF LOS GATOS APPROVING AND ADOPTING THE FIRST AMENDED RULES AND REGULATIONS OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY**

RECITALS:

A. The Oversight Board for the Successor Agency of the Redevelopment Agency of the Town of Los Gatos initially adopted the RULES AND REGULATIONS of the Oversight Board on April 3, 2012.

B. The RULES AND REGULATIONS set forth the time for annual election of the Chair and Vice Chair of the Oversight Board (Section 200) and the time for Regular Meetings (Section 501).

C. Beginning in 2014, the Oversight Board will only need to convene two times per year in regular meetings to accomplish the duties of the Oversight Board and as necessary for special meetings should the need arise, the RULES AND REGULATIONS require revision to reflect the new meeting schedule and election of Chair and Vice Chair.

**NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE TOWN OF LOS GATOS, HEREBY FINDS, DETERMINES, RESOLVES, AND ORDERS AS FOLLOWS:**

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. The Oversight Board hereby approves and adopts the First Amended Rules and Regulations of the Oversight Board for the Successor Agency to the Redevelopment Agency of the Town of Los Gatos as presented to the Oversight Board (Exhibit A).

Section 3. The staff of the Successor Agency is hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution.

**PASSED, APPROVED AND ADOPTED**

AYES:

NOES:

ABSENT:

ABSTAIN:

  
\_\_\_\_\_  
CHAIR OF THE OVERSIGHT BOARD AND  
SUCCESSOR AGENCY OF THE  
REDEVELOPMENT AGENCY OF THE TOWN  
OF LOS GATOS

ATTEST:

  
\_\_\_\_\_  
CLERK ADMINISTRATOR/SECRETARY OF THE  
OVERSIGHT BOARD AND SUCCESSOR AGENCY  
OF THE REDEVELOPMENT AGENCY OF THE  
TOWN OF LOS GATOS

**EXHIBIT A**

**FIRST AMENDED RULES AND REGULATIONS FOR THE  
OVERSIGHT BOARD FOR THE SUCCESSOR  
AGENCY TO THE REDEVELOPMENT AGENCY  
OF THE TOWN OF LOS GATOS**

**FIRST AMENDED RULES AND REGULATIONS FOR THE  
OVERSIGHT BOARD FOR THE SUCCESSOR  
AGENCY TO THE REDEVELOPMENT AGENCY  
OF THE TOWN OF LOS GATOS**

**ARTICLE I  
GENERAL PROVISIONS**

**Section 100. DEFINITIONS.**

As used in these rules, unless the context clearly indicates otherwise:

- (a) "Board" means the Oversight Board of the Successor Agency to the Redevelopment Agency of the Town of Los Gatos;
- (b) "Brown Act" means the Ralph M. Brown Act, Government Code Sections 54950 et seq., as amended;
- (c) "Successor Agency" means the Town of Los Gatos; and,
- (d) "Staff" means any members of the staff of the Successor Agency.

**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 in Town of Los Gatos, Town Council Chambers, 110 E. Main Street, Los Gatos, California. 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.

**Section 103. RECORDS.**

All books, records, papers, tapes, and minutes of the Board meetings shall be maintained in the Office of the Town Clerk, Town of Los Gatos, Town Hall, 110 E. Main Street, Los Gatos, California.

**ARTICLE II**  
**OFFICERS**  
**CHAIR AND VICE CHAIR**

**Section 200. ELECTION AND OFFICERS.**

The Board shall, in regular session following the first day of February of every year, elect from their 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.
- (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.
- (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**  
**SECRETARY – CLERK OF THE BOARD**

**Section 400. APPOINTMENT.**

The Town Clerk of the Town of Los Gatos or the Clerk's designee shall serve as Successor Agency Clerk and shall serve as Successor Agency Secretary.

**Section 401. POWERS AND DUTIES.**

The Successor Agency Clerk shall have the following powers and duties:

- (a) Attend all meetings of the Board and shall record or 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. REGULAR MEETINGS.**

Regular meetings of the Board shall be held two times annually, once in February and once in September.

**Section 502. SPECIAL MEETINGS.**

A special meeting may be called subject to the requirements of the Brown Act at any time by the Chair of the Board.

**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 shall cause a written notice of the adjournment to be given in the manner provided in Section 502 for special meetings unless the notice is waived as provided for special meetings. 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, through the Chair, shall provide for an agenda and may regulate or limit business to be considered by the Board at any meeting. The Successor Agency Clerk shall prepare and distribute the agenda for the Board.

- (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 items at other times: The Chair or any two Board members may 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 Successor Agency Staff Liaison to the Board. Such request for placing items on the agenda shall be made to the Successor Agency Staff Liaison and received in writing (by e-mail) at least one week prior to the next meeting. Upon receipt of such a request, the Successor Agency Liaison to the Board shall place such items on the next Agenda in the form requested. All documents related to a request to place an item on the Agenda shall be received by the Successor Agency not less than four (4) working days prior to the Board meeting.
  
- (c) Public Discussion on Items on the Agenda: Before any motion is adopted relating to the merits of the matter to be heard, the Chair shall inquire if there are any persons present who desire to speak on the matter, which is to be heard 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 an Agency staff member 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. Members of the Board who wish to ask questions of the people or of each other, or who wish to discuss the subject matter of the hearing during the course of the hearing, may do so, but only after being recognized by the Chair. 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 she or he may find reasonable under the circumstances or may further limit the time if the time anticipated to complete the agenda is unusually long.



**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 Agency 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 Successor Agency Clerk his/her name and subject matter on a form available in the Town Council Chambers.

**Section 602. QUORUM.**

Four (4) members, being a majority of the total authorized membership 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 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 Secretary to the record of the Board proceedings.

**Section 605. RECONSIDERATION OF VOTE.**

No reconsideration of any decision by the Board shall be had except on motion by a Board member to reconsider the vote made, acted on and carried at the same meeting at which the original decision was made. A Board member who voted with the majority must make the motion.

**Section 606. DISCUSSION THROUGH CHAIR ONLY; LIMITATION OF DISCUSSION; DISQUALIFICATION OF MEMBERS.**

Discourse shall not be had directly among members of the Board nor between persons in attendance and members of the Board. Persons in attendance may address the Board or members thereof only through the Chair.

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 607. 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 participate in the debate of all items. When a motion is made and seconded, it shall be stated by the Chair before being debated; and such debate shall be limited to members of the Board only. Members of the Board may speak in debate of a motion only upon addressing the Chair and being recognized by the Chair. After the Chair has started to take the vote on the motion there shall be no further debate except that members of the Board may be allowed to explain their vote.

**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 Successor Agency Clerk. 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 originals thereof.