



**Sonoma County  
Consolidated Oversight Board Meeting**

August 16 2019  
8:30AM-10:30AM

Sonoma County Community Development Commission  
1440 Guerneville Road  
Santa Rosa, CA 95403

**Agenda**

- 1. Call to Order and Roll Call**
- 2. Public Comment on Non-Agenda Matters**

Any member of the public desiring to address the Oversight Board on a matter that is not on the agenda: Please walk to the public speaker table and, after receiving recognition from the Chair, please state your name and make your comments. Each person is usually granted three minutes to speak, with a total comment period of 15 minutes; time limitations are at the discretion of the Chair.
- 3. Consolidated Oversight Board Legal Services Agreement**

The Board will discuss and may take action to approve the Consolidated Oversight Board Legal Services Agreement with the Office of Sonoma County Counsel.
- 4. Approval of Updated Consolidated Oversight Board Bylaws**

The Board will discuss proposed changes to the Sonoma County Consolidated Oversight Bylaws regarding the number of affirmative votes required to approve matters brought before the Oversight Board and minor formatting and grammar corrections.
- 5. Successor Agency Business: City of Santa Rosa**

The Board will hear and may take action to approve business from the City of Santa Rosa regarding conveyance of three remaining Remnant Parcels.
- 6. Approval of Minutes from January 25, 2019 Meeting**

The Board will discuss and may take action to approve the minutes from January 25, 2019 or may recommend changes to these minutes.
- 7. Scheduling of Next Consolidated Oversight Board Meeting**
- 8. Adjournment**

## LEGAL SERVICES AGREEMENT

The Sonoma County Consolidated Oversight Board (“District”) and the Office of the Sonoma County Counsel (“Counsel”) enter into this agreement for legal services which shall become effective on the date set forth in Section 1. Counsel is authorized to provide legal services upon District’s request pursuant to Government Code sections 26520 and 27642.

1. Effective Date.

This Agreement shall be effective upon the date of August 16, 2019 or its signature by both parties, and shall continue in effect until June 30, 2022, unless terminated earlier as specified in Section 8.

2. Scope of Services.

The Office of the County Counsel will provide general public agency legal services upon request of the District, such services include legal research and advice; preparation of legal documents such as contracts, representation in negotiations; and attendance at public meetings. District is retaining the Office of County Counsel, not any particular attorney, and the attorney services to be provided to District will not necessarily be performed by a particular attorney. This Agreement does not cover litigation services of any kind. Separate arrangements must be agreed to for those services.

3. Compensation for Services.

In consideration for Counsel’s performance, District shall cause to be paid to Counsel the amount determined to be the hourly cost to the County of Sonoma (“County”) of providing such service which is determined every fiscal year when County adopts its annual budget. Such amount may be adjusted annually as of July 1 to reflect the actual cost of providing such services. For Fiscal Year 19-20, this hourly cost is \$276. In addition, District shall be billed for actual costs and reasonable expenses incurred by the Office of the County Counsel in providing service requested by District.

4. Billing and Payment.

Charges for services rendered pursuant to the terms and conditions of this Agreement shall be billed one month in arrears. Time will be billed in quarter-hour increments, rounded off for each particular activity to the nearest quarter-hour. The minimum charged for any particular activity will be one quarter hour. The time charged will include the time Counsel spends on telephone calls relating to District matters, including calls with District and other parties and attorneys. The legal personnel assigned to District matters may confer among themselves about the matter, as required and

appropriate. When they do confer, each person will charge for the time expended, as long as the work done is reasonably necessary and not duplicative. Likewise, if more than one of the legal personnel attends a meeting or other proceeding, each will charge for the time spent. Counsel will charge for waiting time and for travel time, both local and out of town. Payment shall be made to Counsel at the address specified in Section 11 within thirty (30) days of the invoice date. The total maximum payable under this Agreement is \$150,000, and shall not exceed \$50,000 in any one fiscal year.

5. Authorized Representative of District.

The parties understand that Counsel has been retained to represent the interests of the District as a whole. In order to facilitate Counsel's representation of the District, District designates its Chair of the Sonoma County Consolidated Oversight Board as the authorized representatives to direct Counsel and to be the primary persons to communicate with Counsel regarding the subject matter of Counsel's representation of District under this Agreement. This designation is intended to establish a clear line of authority and to minimize potential uncertainty, but not to preclude communication between Counsel and other representatives of District. Should District desire to change the designated authorized representatives, District shall provide Counsel with a District resolution that designates the name of the individual(s) who shall act as the replacement authorized representative.

6. Responsibility of District.

District will be truthful and cooperative with Counsel and keep Counsel reasonably informed of developments and of District's address and telephone number.

7. Representational Conflicts.

District understands that Counsel serves as the County's legal advisor and representative in all civil matters. Counsel also serves as the legal advisor for a number of other separate legal entities that are governed by the same five (5) individuals that sit as the Board of Supervisors for the County, such as the Sonoma County Water Agency, the Sonoma County Agricultural Preservation and Open Space District, the Community Development Commission, and others (hereinafter referred to as "Related Public Entities"). In addition, Counsel may, upon request, represent local governmental entities that are distinct from County government, such as joint powers agencies and special districts. From time to time, the interests of District may potentially conflict with the interests of the County or Related Public Entities, such as in a situation where the District and the County both require assistance of Counsel in negotiating a contract with each other. As required by the Rules of Professional Conduct, Counsel will take all steps necessary to safeguard the confidential information of District in such situation. A copy of Counsel's internal policy governing the management of conflicts of interest is

available to District upon request. Upon execution of this Agreement, District agrees to execute the Waiver of Conflict attached hereto as Exhibit A, so that Counsel may continue to represent the County (or Related Public Entities) and District in the absence of actual conflict. Further, should an actual conflict develop between District and County (or Related Public Entities), District expressly waives its right to disqualify Counsel from representing County (or Related Public Entities) in any matter involving District.

8. Termination and Withdrawal.

This Agreement may be terminated by District at any time by written notice to Counsel. Counsel may withdraw at any time as permitted under the Rules of Professional Conduct of the State Bar of California. Counsel will cooperate with District to transfer all records to any new attorney retained by District, but Counsel may retain copies of all records in accordance with Counsel's adopted records retention schedule.

9. Modification.

If, during the term of this Agreement, it becomes necessary to amend or add to the terms, conditions, scope or requirements of this Agreement, such amendment or addition shall only be made in writing upon the mutual agreement of Counsel and District.

10. Notices.

Notices regarding this Agreement may be delivered in person, by first class mail, or by fax, addressed to the following persons:

For the District:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

For Counsel:

Office of the County Counsel  
575 Administration Drive, Room 105A  
Santa Rosa, CA 95403

11. Merger.

This Agreement contains the entire agreement of the parties. No other agreement, statement, or promise made on or before the effective date of this Agreement will be binding on the parties.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date set forth below.

DISTRICT: Sonoma County Consolidated Oversight Board

By: \_\_\_\_\_  
Chair, Sonoma County  
Consolidated Oversight Board

Date: \_\_\_\_\_

Approved as to form.

By: \_\_\_\_\_  
Bruce D. Goldstein  
County Counsel

DRAFT

EXHIBIT A

General Waiver of Potential Conflicts

WHEREAS, the Office of the Sonoma County Counsel (“County Counsel”) serves as Sonoma County’s legal advisor and representative in all civil matters; and

WHEREAS, County Counsel also serves as the legal advisor for a number of other separate legal entities that are governed by the same five (5) individuals that sit as the Board of Supervisors for the County, such as the Sonoma County Water Agency, the Sonoma County Agricultural Preservation and Open Space District, the Community Development Commission, and others (all such public entities that are governed by the same five (5) individuals are hereinafter referred to as “Related Public Entities”); and

WHEREAS, County Counsel may, upon request, represent local governmental entities that are distinct from County government, such as the Sonoma County Consolidated Oversight Board (“District”); and

WHEREAS, from time to time, the interests of District may potentially conflict with the interests of the County or other Related Public Entities; and

WHEREAS, District acknowledges a potential conflict of interest may arise from the fact that the County and/or Related Public Entities may have divergent interests from District in transactions or matters involving District and County or District and Related Public Entities, such as in a situation where District and County both require assistance of counsel in negotiating a contract with each other; and

WHEREAS, while transactional matters generally do not raise any specific potential for litigation between the parties, it is important for both parties to understand the potential conflict before agreeing to waive it; and

WHEREAS, District wishes County Counsel to provide legal services notwithstanding such potential conflict; and

WHEREAS, in order to provide prompt legal services to all parties on transactions or matters involving the parties, County Counsel is requesting a waiver from District.

NOW, THEREFORE, District hereby acknowledges that the nature of such potential conflicts has been explained, in particular by reference to the legal opinion set forth in *Civil Service Commission of San Diego County v. County of San Diego* (1984) 163 Cal.App.3d 70, 78-79, which states, in part:

“The principle precluding representing an interest adverse to those of a current client is based not on any concern with the confidential relationship between attorneys and client but rather on the need to assure the attorney's undivided loyalty and commitment to the client. (*Jeffry, supra*, 67 Cal.App.3d at pp. 9- 10, 136 Cal.Rptr. 373; see also *Grievance Com. of Bar of Hartford County v. Rottner* (Conn.1964) 203 A.2d 82, 84.) The attorney who represents a client with interests adverse to another current client encounters the very real danger "that he will be tempted, perhaps unconsciously, to favor the interest of a particularly important client over the adverse or potentially adverse interest of a less favored client." (Developments in the Law--Conflicts of Interest in the Legal Profession (1981) 94 Harv.L.Rev, 1244, 1296.) Here there is every reason to believe that County Counsel would be tempted to favor the interests of the County in giving advice to the [Civil Service] Commission. The Commission's primary, if not sole function, is to pass judgment on the conduct of the County toward its employees. Every Commission decision has the potential of being adverse to one of the County's constituent agencies. Because County Counsel is directly responsible to the Board of Supervisors, it is difficult to conceive how any member of the County Counsel's office can render independent advice to the Commission. The structure of the system would appear necessarily to skew such advice in favor of the County and against the county employees. And even in those circumstances where County Counsel renders advice to the Commission favoring the employee, such advice places him in a position adverse to his client, the County.”

District hereby agrees to waive any potential conflicts of interest between District and County and between District and Related Public Entities.

District further agrees to waive the right to disqualify the County Counsel from representing the County or any Related Public Entity over any conflict between District and County or between District and any such Related Public Entities.

**Sonoma County Consolidated Oversight Board**

By: \_\_\_\_\_  
**Chair, Sonoma County Consolidated Oversight Board**

DRAFT

## EXHIBIT B

### General Waiver of Potential Conflicts

WHEREAS, the Office of the Sonoma County Counsel (“County Counsel”) serves as Sonoma County’s legal advisor and representative in all civil matters; and

WHEREAS, County Counsel also serves as the legal advisor for a number of other separate legal entities that are governed by the same five (5) individuals that sit as the Board of Supervisors for the County, such as the Sonoma County Water Agency, the Sonoma County Agricultural Preservation and Open Space District, the Community Development Commission, and others (all such public entities that are governed by the same five (5) individuals are hereinafter referred to as “Related Public Entities”); and

WHEREAS, County Counsel has been requested to represent a local governmental entity that is distinct from County government, the Sonoma County Consolidated Oversight Board (“District”); and

WHEREAS, from time to time, the interests of District may potentially conflict with the interests of the County or other Related Public Entities; and

WHEREAS, District acknowledges a potential conflict of interest may arise from the fact that the County and/or Related Public Entities may have divergent interests from District in transactions or matters involving District and County or District and Related Public Entities, such as in a situation where District and County both require assistance of counsel in negotiating a contract with each other; and

WHEREAS, while transactional matters generally do not raise any specific potential for litigation between the parties, it is important for both parties to understand the potential conflict before agreeing to waive it; and

WHEREAS, District wishes County Counsel to provide legal services notwithstanding such potential conflict; and

WHEREAS, in order to provide prompt legal services to all parties on transactions or matters involving the parties, District has agreed to provide a waiver to County Counsel, which County Counsel is requesting a waiver from District, under which District agrees to waive any potential conflicts of interest between District and County and between District and Related Public Entities, and further agrees to waive the right to disqualify the County Counsel from representing the County or any Related Public Entity

over any conflict between District and County or between District and any such Related Public Entities.

NOW, THEREFORE, County and Related Public Entities hereby acknowledge that the nature of such potential conflicts has been explained, in particular by reference to the legal opinion set forth in *Civil Service Commission of San Diego County v. County of San Diego* (1984) 163 Cal.App.3d 70, 78-79, which states, in part:

“The principle precluding representing an interest adverse to those of a current client is based not on any concern with the confidential relationship between attorneys and client but rather on the need to assure the attorney's undivided loyalty and commitment to the client. (*Jeffry, supra*, 67 Cal.App.3d at pp. 9- 10, 136 Cal.Rptr. 373; see also *Grievance Com. of Bar of Hartford County v. Rottner* (Conn.1964) 203 A.2d 82, 84.) The attorney who represents a client with interests adverse to another current client encounters the very real danger "that he will be tempted, perhaps unconsciously, to favor the interest of a particularly important client over the adverse or potentially adverse interest of a less favored client." (Developments in the Law--Conflicts of Interest in the Legal Profession (1981) 94 Harv.L.Rev, 1244, 1296.) Here there is every reason to believe that County Counsel would be tempted to favor the interests of the County in giving advice to the [Civil Service] Commission. The Commission's primary, if not sole function, is to pass judgment on the conduct of the County toward its employees. Every Commission decision has the potential of being adverse to one of the County's constituent agencies. Because County Counsel is directly responsible to the Board of Supervisors, it is difficult to conceive how any member of the County Counsel's office can render independent advice to the Commission. The structure of the system would appear necessarily to skew such advice in favor of the County and against the county employees. And even in those circumstances where County

Counsel renders advice to the Commission favoring the employee, such advice places him in a position adverse to his client, the County.”

County and Related Public Entities hereby agree to waive any potential conflicts of interest between District and County and between District and Related Public Entities.

**County of Sonoma/Related Public Entities**

By: \_\_\_\_\_

**David Rabbitt  
Chair, Board of Supervisors/  
Board of Directors**

DRAFT

BYLAWS

CONSOLIDATED OVERSIGHT BOARD FOR THE

SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF CLOVERDALE  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF COTATI  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF HEALDSBURG  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF PETALUMA  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF ROHNERT PARK  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF SANTA ROSA  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF SEBASTOPOL  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF SONOMA  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE TOWNSHIP OF WINDSOR  
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY OF THE COUNTY OF SONOMA

ARTICLE I-THE OVERSIGHT BOARD

Section 1.      Name of the Oversight Board

The name of the Oversight Board shall be the "Sonoma County Consolidated Oversight Board" (hereinafter referred to as the "Oversight Board").

Section 2.      Authority and Purpose

These Bylaws are adopted by the Sonoma county Consolidated Oversight Board to establish rules for proceedings. The Oversight Board exists by virtue of and shall perform the duties described in the California Health and Safety Code (H&S) Sections 34179-34181 in connection with the winding down of the affairs of the former Redevelopment Agency of the City of Cloverdale, the former Redevelopment Agency of the City of Cotati, the former Redevelopment Agency of the City of Healdsburg, the former Redevelopment Agency of the City of Petaluma, the former Redevelopment Agency of the City of Rohnert Park, the former Redevelopment Agency of the City of Santa Rosa, the former Redevelopment Agency of the City of Sebastopol, the former Redevelopment Agency of the City of Sonoma, the former Redevelopment Agency of the Township of Windsor and the former Redevelopment Agency of the County of Sonoma.

Section 3.      Membership/Duration

a.      Total Membership/Appointment

The total membership of the Oversight Board shall be seven (7), appointed pursuant to H&S Code Section 34179(j). The members shall serve without compensation and without

reimbursement of expenses. Each member shall serve at the pleasure of the entity that appointed such member.

b. Duration

The Oversight Board shall remain established until terminated pursuant to H&S Code Section 34179(m) and 34187.

Section 4. Local Entity

Pursuant to H&S Code Section 34179(e), 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 5. 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 in accordance with applicable law.

Section 6. Fiduciary Responsibilities

Oversight Board members shall have fiduciary responsibilities to holders of enforceable obligations, as the term is defined in H&S Code Section 34171(d), and the taxing entities that benefit from distributions of property tax and other revenues pursuant to H&S Code Section 34188. Oversight Board members shall exercise independent judgment considering the interests of the community as a whole and not solely the interests of their appointing entity.

Section 7. Resignation

Any Oversight Board member may resign at any time by giving written notice to his or her appointing entity and the Chairperson, who shall forward such notice to the Sonoma County Community Development Commission. 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 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 9. Staff

The Sonoma County Community Development Commission shall act as staff to the Oversight Board, who may direct them to perform work in furtherance of the duties and responsibilities of the Oversight Board. The Sonoma County Community Development Commission shall keep the records of the Oversight Board. The Oversight Board may delegate ministerial functions as deemed necessary to the Sonoma County Community Development Commission, who may designate a staff member to act as secretary at the meetings of the Oversight Board. The Sonoma County Community Development Commission shall, in consultation with the Chairperson and the Successor Agencies, prepare agendas,

and shall prepare minutes of meetings of the Oversight Board, 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. The Auditor-Controller's Office shall be the designated contact between the Oversight Board and the State Department of Finance (DOF), as well as other public agencies and private parties. The Sonoma County Community Development Commission shall provide telephone and email contact information to DOF in accordance with H&S Code Section 34179(h). The Sonoma County Community Development Commission shall report all Oversight Board related communications with the DOF to the Oversight Board Chairperson and Vice Chairperson within three (3) business days.

The Oversight Board may engage legal counsel as may deemed necessary.

#### ARTICLE II-OFFICERS

##### Section 1. Officers

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

##### Section 2. Chair Person

The Chairperson shall preside at all meetings 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 a 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. Each shall then serve at the pleasure of the Board. Each officer shall hold office until resignation or until his/her successor is elected and takes office.

##### Section 6. Vacancies

Should the office of 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.

Officers/Members are expected to attend all meetings of the Oversight Board. Absence from two ~~consecutive~~ or three consecutive Oversight Board meetings in a 12-month period may result in removal.

#### ARTICLE III-MEETINGS

##### Section 1. Annual Meetings

Annual meetings shall be held the fourth Friday of January of each year until such time as the Oversight Board shall cease to exist as per H&S Code Section 34179(m) and 34187. Annual Meetings will take place at the Sonoma County Community Development Commission Hearing Room, 1440 Guerneville Road, Santa Rosa, CA 95405. At annual meetings, the Chairperson and Vice Chairperson shall be elected; and any other business may be transacted which is within the purpose of the Oversight Board. Notice of an annual meeting shall be posted on the website of the Oversight Board at least 72 hours prior to the date of the annual meeting.

Section 2. Special Meetings

Special meetings may be held upon notice of the Chairperson, or by written request of at least a majority of the members of the Oversight Board, for the purpose of transacting any business designated in the notice, after notification of all members of the Oversight Board by written notice personally delivered or by email at least twenty-four (24) hours before the time specified in the notice for a special meeting. At such special meeting, no business other than that designated in the notice shall be considered. Notice for special meeting with a brief description of the business to be discussed shall be posted on the website of the Oversight Board at least 24 hours prior to the date of the special 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 otherwise provided by law.

Section 5. Posting Agendas/Notices

Except where additional notice is required for specific actions as stated in Health & Safety Code Section 34181(f), concerning proposed disposal of certain assets and properties or the transfer of certain housing assets, 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.

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 upon the agenda. The time allotted for public discussion for each individual speaker shall be three (3) minutes, unless more or less time is allocated by the Oversight Board.

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 Section 54950 *et seq.*).

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 ~~those voting~~ the total membership of the Oversight Board shall be required for approval of any matters brought before the Oversight Board.

**Commented [D01]:** After further review by staff and counsel, it was determined that “majority of those voting” was not in line with Health and Safety Code Section 34179(e), which states “A majority vote of the total membership of the oversight board is required for the oversight board to take action.”

Section 9.      Order of Business

All business and matters of the Oversight Board shall be transacted in conformance with Robert’s Rules of Order Newly Revised and any additional procedural rules adopted by resolution by the Oversight Board.

Section 10.    Minutes

Minutes of the meetings of the Oversight Board shall be prepared in writing by Sonoma County Community Development Staff. Copies of the minutes of each Oversight Board meeting shall be made available to each member of the Oversight Board, to the Sonoma County Community Development Commission and the Successor Agencies.

ARTICLE VI-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.

CERTIFICATION OF THE CHAIR

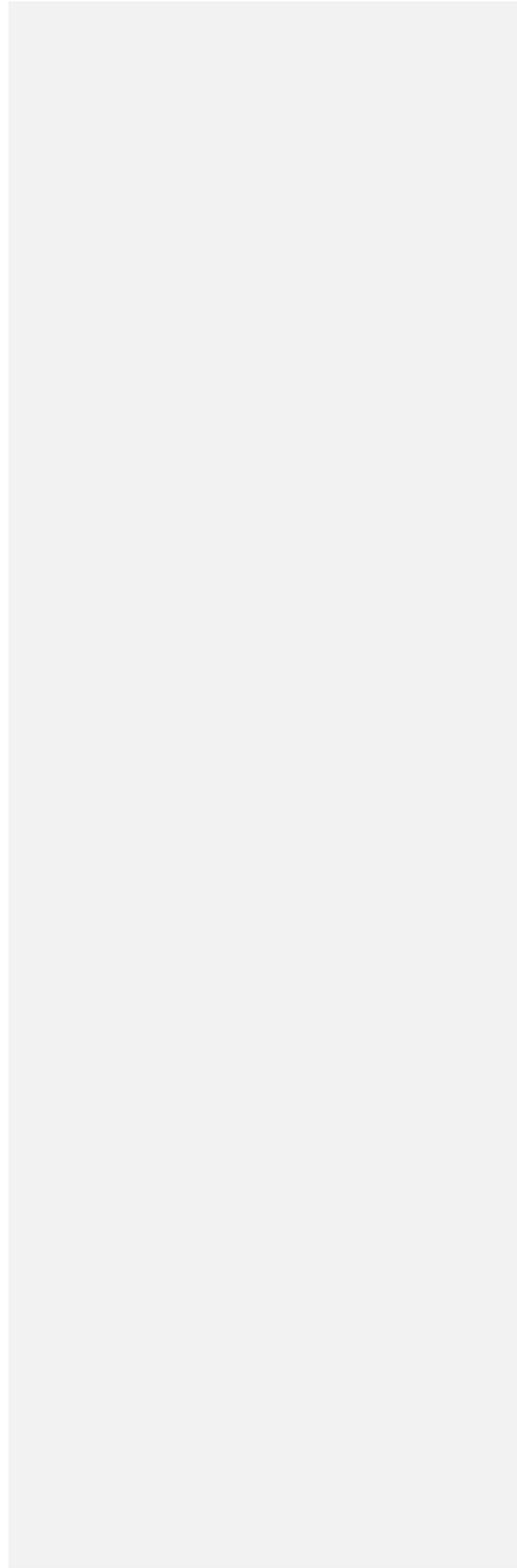
I, the undersigned, do hereby certify:

- (1) That I am duly elected and acting Chair of the Consolidated Oversight Board of the Successor Agency to the Former Redevelopment Agency of the City of Cloverdale, Former Redevelopment Agency of the City of Cotati, Former Redevelopment Agency of the City of Healdsburg, Former Redevelopment Agency of the City of Petaluma, Former Redevelopment Agency of the City of Rohnert Park, Former Redevelopment Agency of the City of Santa Rosa, Former Redevelopment Agency of the City of Sebastopol, Former Redevelopment Agency of the City of Sonoma; and
- (2) That the foregoing Bylaws comprising five (5) pages, constitute the Bylaws of such Consolidated Oversight Board of the Successor Agency to the Former Redevelopment Agency of the City of Cloverdale, Former Redevelopment Agency of the City of Cotati, Former Redevelopment Agency of the City of Healdsburg, Former Redevelopment Agency of the City of Petaluma, Former Redevelopment Agency of the City of Rohnert Park, Former Redevelopment Agency of the City of Santa Rosa, Former Redevelopment Agency of the City of Sebastopol, Former Redevelopment Agency of the City of Sonoma, Former Redevelopment Agency of the Township of Windsor and the Former Redevelopment Agency

of the County of Sonoma as adopted by the members at a duly constituted meeting held on \_\_\_\_\_, 2019.

IN WITNESS, WHEREOF, I have hereunto subscribed my name, this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
\_\_\_\_\_, Chair



SONOMA COUNTY  
CONSOLIDATED OVERSIGHT BOARD

TO: CHAIRPERSON AND CONSOLIDATED OVERSIGHT  
BOARD MEMBERS  
FROM: FRANK KASIMOV, PROGRAM SPECIALIST  
CITY OF SANTA ROSA  
HOUSING AND COMMUNITY SERVICES DEPARTMENT  
SUBJECT: CONVEYANCE OF THREE PARCELS LOCATED AT 6<sup>th</sup> AND "A"  
STREETS TO THE CITY OF SANTA ROSA FOR  
GOVERNMENTAL PURPOSES

AGENDA ACTION: RESOLUTION

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RECOMMENDATION

It is recommended by the Successor Agency to the Redevelopment Agency of the City of Santa Rosa Housing that the Sonoma County Consolidated Oversight Board, by resolution, approve conveyance of the three remaining Remnant Parcels to the City of Santa Rosa for governmental purposes and direct staff to forward its action to the California Department of Finance for approval.

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EXECUTIVE SUMMARY

The former Redevelopment Agency of the City of Santa Rosa ("RDA") acquired property for realignment of 6<sup>th</sup> Street between "A" Street and Morgan Street for the Santa Rosa Plaza redevelopment project, which opened in 1982. A portion of the four parcels (the "Parcels" or "Remnant Parcels") was not utilized for the right-of-way. The RDA transferred the Parcels to the Housing Authority in 2011 to increase the stock of affordable housing in Santa Rosa on the small remnant portion of the site. Both the RDA and Housing Authority recognized that the best use of the small, oddly-shaped site that was left over from the street realignment, would be in conjunction with the adjacent two-acre site that provides homeless services and affordable housing.

The State Controller's Office determined that the 2011 transfer was not allowable and ordered the Housing Authority to return the Parcels to the Successor Agency for disposition in accordance with Redevelopment Dissolution Law.

On June 26, 2018, the Successor Agency accepted the Remnant Parcels that the Housing Authority had conveyed the previous month. The Successor Agency also

approved conveying the right-of-way portion of the Parcels to the City of Santa Rosa (the “City”) and reconveying the developable portion back to the Housing Authority for affordable housing and homeless services. These actions were subject to approval by the Sonoma County Consolidated Oversight Board (the “Oversight Board”) and to the California Department of Finance (“DOF”), the agency overseeing Redevelopment dissolution.

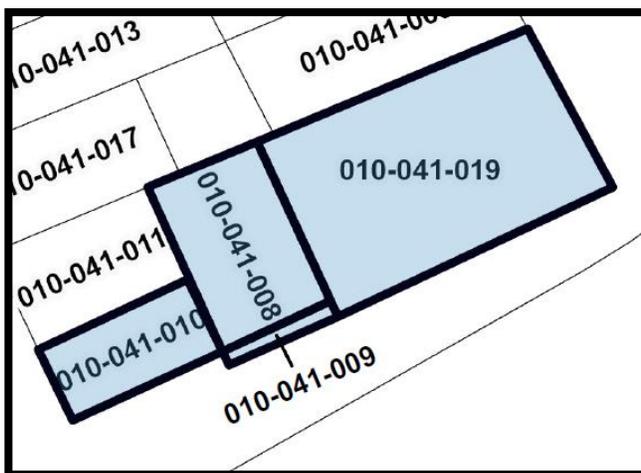
The Oversight Board approved the Successor Agency’s actions. DOF approved the land transfer from the Housing Authority to the Successor Agency and the transfer of one parcel that is located entirely within the street right-of-way from the Successor Agency to the City for governmental purposes. DOF disapproved any transfer that involved conveyance to the Housing Authority (which involved three of the Parcels) because the property had not been acquired for low- and moderate-income housing. The Remnant Parcels are now classified to be used for “governmental purposes.”

On May 7, 2019, the Successor Agency adopted Resolution No. SA-RES-2019-001, approving conveyance of the three remaining Remnant Parcels to the City of Santa Rosa for governmental purposes.

## BACKGROUND

The Remnant Parcels total approximately one-half acre and are located on 6th Street between “A” Street and Morgan Street, as shown in Attachments 1 and 2, and are identified as Assessor Parcel Numbers (“APN’s”) 010-041-008, 010-041-009, 010-041-010 and 010-041-019 as shown in Graphic 1 below. As shown in Graphic 2 below, approximately half of the Parcels is located within the 6th Street right-of-way and utilized for public purposes; and the potentially developable remnant area is small (approximately one-quarter acre) and oddly configured.

Graphic 1: APN’s of the four Remnant Parcels:



Graphic 2: Existing Uses of the Parcels



On October 26, 2009, the Housing Authority and RDA entered into the Agreement for Affordable Housing Services pursuant to which the Housing Authority would carry out the RDA's obligations under the Community Redevelopment Law to provide affordable housing opportunities for low- and moderate-income households (the "Housing Services Agreement").

On March 7, 2011, the RDA adopted Resolution No. 1658 authorizing the conveyance of the Remnant Parcels to the Housing Authority for affordable housing purposes, consistent with the Housing Services Agreement, and the Housing Authority adopted Resolution No. 1510 authorizing acceptance of the Parcels.

In June 2011, the California Legislature enacted ABx1-26, which required the dissolution of the state's redevelopment agencies. ABx1-26 and subsequent legislation, including AB 1484 and SB 107, are collectively referred to as the "Redevelopment Dissolution Law."

On January 24, 2012, the City Council adopted Resolution No. 28036, selecting the Housing Authority to be the designated housing successor agency under Redevelopment Dissolution Law and carry out all the remaining affordable housing obligations of the RDA.

On February 1, 2012, all redevelopment agencies in California were officially dissolved.

In January 2015, the State Controller's Office (the "SCO") issued Redevelopment Agency of the City of Santa Rosa Asset Transfer Review Report January 1, 2011, through January 31, 2012 (the "SCO Report") which determined that the transfer of the Parcels was not allowable and that the Housing Authority was ordered to reverse the transfer and turn over the property assets to the Successor Agency for disposition in accordance with Redevelopment Dissolution Law.

On May 21, 2018, the Housing Authority adopted Resolution No. 1650, approving conveyance of the Parcels to the Successor Agency and requesting that the developable portion of the properties be returned to the Housing Authority for homeless and/or affordable housing purposes.

On June 26, 2018, the Successor Agency adopted Resolution No. SA -2018- 002 accepting the conveyance of the four Remnant Parcels from the Housing Authority and approving conveyance of a portion of the Parcels to the City for right-of-way purposes and the remainder to the Housing Authority, as the housing successor agency, for homeless and/or affordable housing purposes.

On September 7, 2018, the Oversight Board adopted Resolution No. 1, approving the Successor Agency's actions.

In a letter dated January 2, 2019, DOF approved a portion and disapproved a portion of the Successor Agency's actions. Staff replied in a letter dated January 25, 2019.

On May 7, 2019, the Successor Agency adopted Resolution No. SA-RES-2019-001, (see Attachment 5) approving conveyance of the three remaining Remnant Parcels to the City of Santa Rosa for governmental purposes.

## ANALYSIS

The RDA transferred the Remnant Parcels to the Housing Authority in 2011 to increase the stock of affordable housing in the City. Specifically, RDA Resolution No. 1658 stated that the conveyance of the Parcels will assist the Housing Authority in preserving affordable housing opportunities that the Remnant Parcels provide and/or provide for other affordable housing units as the Housing Authority may deem appropriate and consistent with the terms of the Housing Services Agreement. Both the RDA resolution and Housing Authority resolution accepting the assets each recognized that the best use of the Parcels would be in conjunction with the adjacent approximately 2-acre site on which Catholic Charities provides homeless services programs and affordable housing.

The transfer occurred during the timeframe when the SCO was required to review all asset transfers between each redevelopment agency and its sponsoring city or county. Redevelopment Dissolution Law (specifically, Health and Safety Code section 34167.5) states that the SCO was required to order any assets transferred to a governmental agency that were not contractually committed to a third party to be returned to the successor agency.

As a result, the SCO Report found that the transfer of the Remnant Parcels was not allowable and that the Housing Authority was ordered to reverse the transfer and turn over the property assets to the Successor Agency for disposition in accordance with Redevelopment Dissolution Law. SB 107 added Health and Safety Code section 34179.9 which, among other things, reiterated the requirement that the SCO's orders for the return of assets be effectuated. Consequently, the transfer of the Parcels from the Housing Authority to the Successor Agency satisfied, in part, requirements of the SCO Report. The other part of the SCO Report concerned the Successor Agency's disposition of the Parcels in accordance with Redevelopment Dissolution Law

To satisfy this requirement, the Successor Agency approved conveyance of the street portion of the Parcels to the City for governmental purposes and the potentially developable portion of the Remnant Parcels to the Housing Authority for affordable housing and/or homeless services. For the transfer to the Housing Authority, the Successor Agency relied on the SCO Report, which stated (in reference to Health & Safety Code Section 34177(g)), that successor agencies are required to transfer housing functions and assets to its housing successor (which, in Santa Rosa, is the Housing Authority).

In a letter dated January 2, 2019 (Attachment 3), DOF approved part of the Successor Agency’s request and disapproved part of the request. DOF approved (1) acceptance by the Successor Agency of the Parcels conveyed by the Housing Authority and (2) conveyance to the City of one Parcel, APN 010-041-009, which is entirely within the street, for governmental purposes. DOF disapproved any transfer that involved conveyance to the Housing Authority for affordable housing and/or homeless services (which involved three of the Parcels) because the Parcels had not been acquired for low- and moderate-income housing purposes.

In response, City staff sent a letter to DOF dated January 25, 2019 (Attachment 4), clarifying the difficulty of independently developing the site due to the odd configuration, small size, zoning setbacks, and surrounding lane uses, which include Highway 101, mall parking garages and the Catholic Charities campus with affordable housing and homeless services. Staff requested that DOF work with the Successor Agency to find a path forward that recognizes that the best use for the Remnant Parcels is to combine them with the Catholic Charities campus to provide additional affordable housing and homeless services. Specifically, the letter requested that DOF approve for the three remaining Parcels (1) the conveyance of the street right-of-way and a sidewalk easement to the City and (2) the sale of the remainder of the Parcels directly by the Successor Agency to Catholic Charities to be utilized for affordable housing and/or homeless services.

The Remnant Parcels are now designated to be used for “governmental purposes”. Staff has been advised that if the Oversight Board and DOF approve transfer of the three remaining Parcels to the City, DOF would no longer have oversight on the subsequent use or disposition of the Parcels. The City would then be able to keep the right-of-way and surplus the remainder in accordance with City policy and state law.

Exhibit A to the Resolution depicts the property transfer of the three remaining Remnant Parcels from the Successor Agency to the City.

The Successor Agency’s legal counsel, Best Best & Krieger, LLP, has been advising staff on the disposition of the property and how to proceed.

### FISCAL IMPACT

The transfer of the Remnant Parcels to the City for governmental purposes will result in no sale proceeds for the Successor Agency.

### ENVIRONMENTAL IMPACT

The activity is a transfer of land ownership for governmental purposes and does not involve a commitment to any new development. The activity is exempt from the provisions of the California Environmental Quality Act (CEQA) under section

15061(b)(3) in that there is no possibility that it may have significant effects on the environment. Furthermore, this activity is not a project defined in CEQA Guidelines section 15378 because it does not have the potential for resulting in either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment.

### COUNCIL/BOARD/COMMISSION/COMMITTEE REVIEW AND RECOMMENDATIONS

On May 7, 2019, the Successor Agency adopted Resolution No. SA-RES-2019-001, approving conveyance of the three remaining Remnant Parcels to the City of Santa Rosa for governmental purposes.

### NOTIFICATION

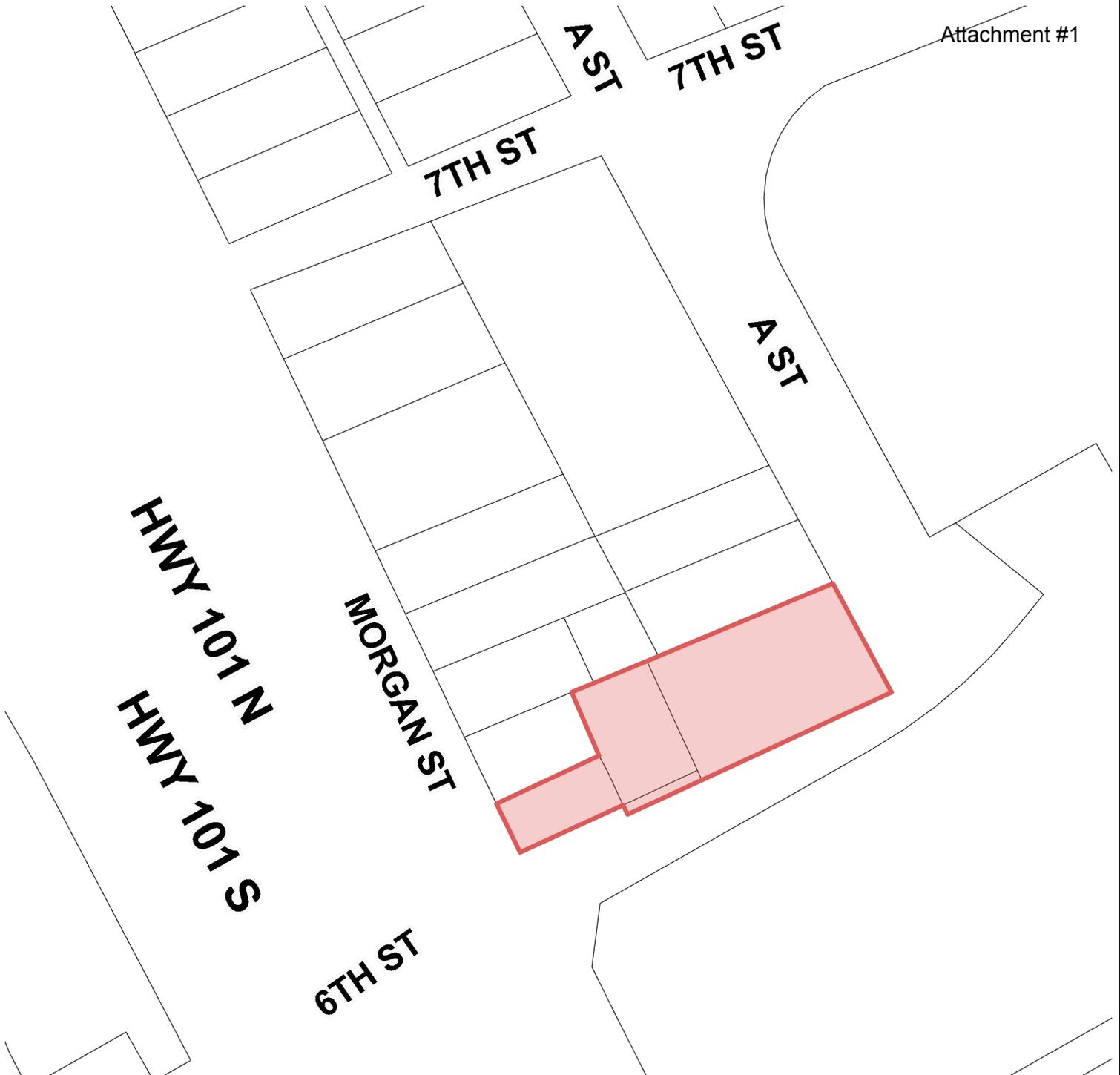
Notification of this agenda item was mailed to the adjacent property owner who shares a lot line with the Remnant Parcels.

### ATTACHMENTS

- Attachment 1 – Map of Remnant Parcels
- Attachment 2 – Aerial View of Remnant Parcels
- Attachment 3 – DOF Letter dated January 2, 2019
- Attachment 4 – Response letter to DOF, dated January 25, 2019
- Attachment 5 – Successor Agency Resolution SA-RES-2019-001, dated May 7, 2019
- Resolution/Exhibit A

### CONTACT

Frank Kasimov, [fkasimov@srcity.org](mailto:fkasimov@srcity.org), (707) 543-3465



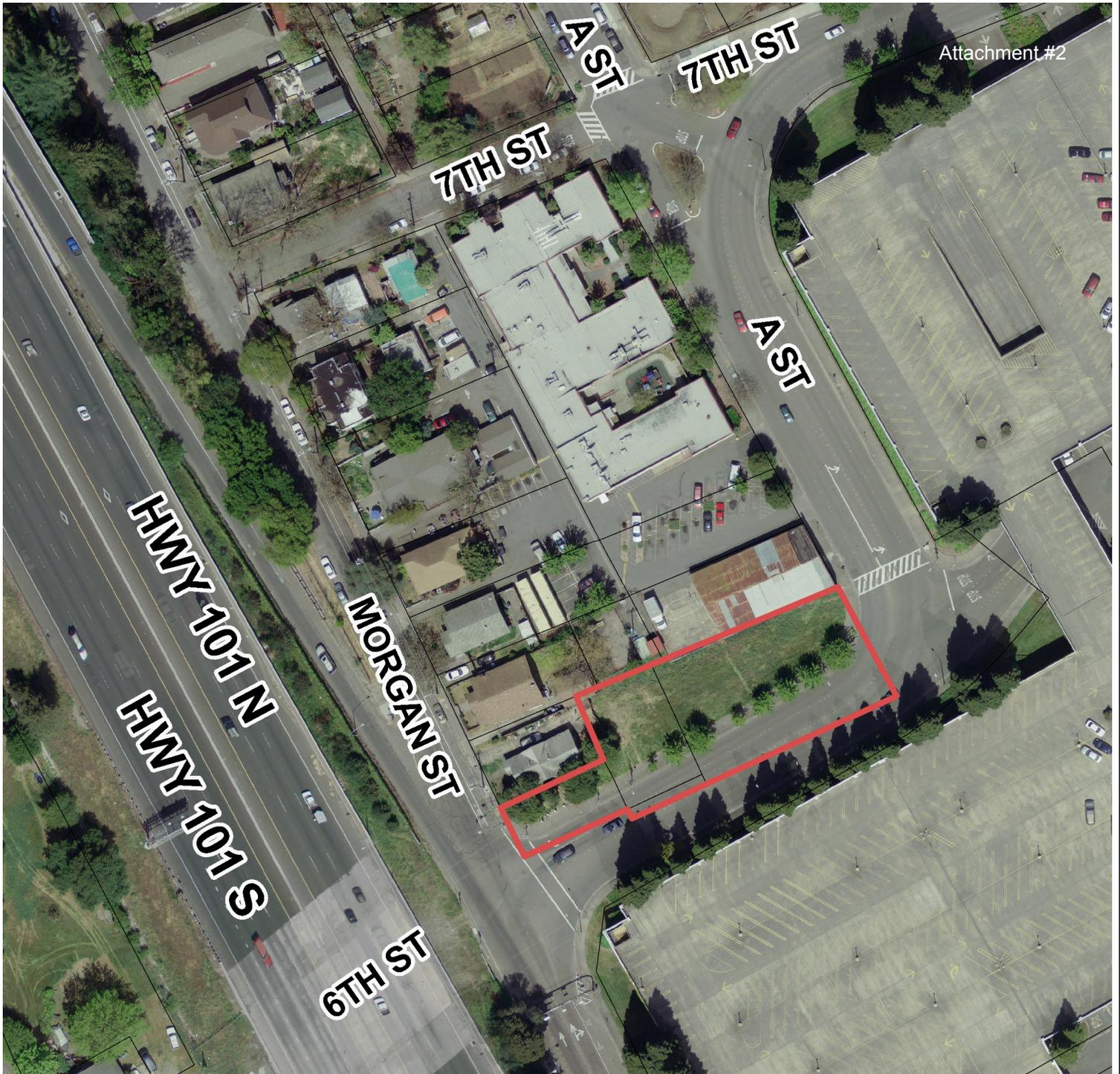
APNs: 010-041-019, 010-041-008,  
010-041-009 and 010-041-010



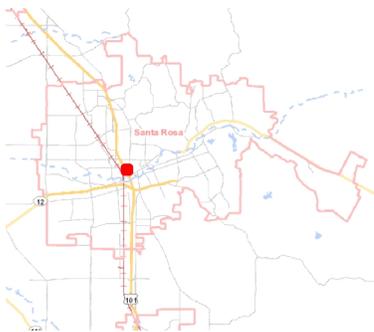
6/28/2017

Scale 1: 1,200

0 Miles 0.02



APNs: 010-041-019, 010-041-008,  
010-041-009 and 010-041-010



6/28/2017

Scale 1: 1,200

0 Miles 0.02



EDMUND G. BROWN JR. • GOVERNOR

915 L STREET ■ SACRAMENTO CA ■ 95814-3706 ■ WWW.DOF.CA.GOV

January 2, 2019

Mr. Alan Alton, Acting Chief Financial Officer  
 City of Santa Rosa  
 90 Santa Rosa Avenue  
 Santa Rosa, CA 95404

Dear Mr. Alton:

Subject: Determination of Oversight Board Action

The City of Santa Rosa Successor Agency (Agency) notified the California Department of Finance (Finance) of its September 7, 2018 Oversight Board (OB) Resolution on October 3, 2018. Pursuant to Health and Safety Code (HSC) section 34179 (h), Finance has completed its review of the OB action.

Based on our review and application of the law, OB Resolution No. 1 (Resolution), approving the following actions of the Agency: (1) accepting conveyance from the Housing Authority of the City of Santa Rosa (Housing Authority) of four parcels located at 6<sup>th</sup> and A Streets and (2) conveying a portion of the parcels to the City of Santa Rosa (City) for right-of-way purposes and the remainder to the Housing Authority for homeless and/or affordable housing purposes, is partially approved.

It is our understanding the Agency intends to accept the following parcels from the Housing Authority as required by order of the California State Controller (SCO) and convey those parcels to the City and the Housing Authority as follows:

Assessor's Parcel Number (APN)	Recipient	Use
010-041-008	Housing Authority	Housing
010-041-009	City	Right of Way
010-041-010	Housing Authority	Housing
010-041-019	Housing Authority	Housing

On January 29, 2015, SCO issued the Redevelopment Agency (RDA) an Asset Transfer Review Report, finding the former RDA made an unallowable transfer of the four parcels noted above to the Housing Authority. As a result, SCO ordered the Housing Authority to return these assets to the Agency. Therefore, accepting the conveyance of the four parcels from the Housing Authority to the Agency is approved.

In addition, pursuant to HSC section 34181 (a), the Agency may transfer ownership of assets constructed and used for a governmental purpose to the City. APN 010-041-009 serves as a sidewalk, which qualifies as governmental use property. Therefore, the transfer of this parcel to the City for governmental use is approved.

Mr. Alan Alton  
January 2, 2019  
Page 2

Further, the Agency intends to transfer APNs 010-041-008, 010-041-010, and 010-041-019 as housing assets to the Housing Authority. Pursuant to HSC 34176 (e) (1), a housing asset is any real property, interest in, or restriction on the use of real property, whether improved or not, that was acquired for low and moderate income housing purposes, either by purchase or through a loan, in whole or in part, with any source of funds.

According to Resolution No. 1091, dated February 5, 1980, and Resolution No. 1658, dated March 7, 2011, these parcels are remnants of a larger property originally acquired for the development of the Santa Rosa Plaza, not for housing purposes. The Agency was unable to provide other support for the parcels as housing assets as required by HSC 34176 (e) (1); as such, the transfer of these parcels to the Housing Authority is not allowed at this time.

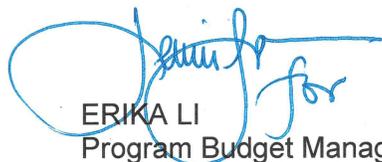
To the extent the Agency can provide supporting documentation, such as housing covenants, resolutions identifying the intended purpose of the parcels, or accounting records to illustrate the purchase of the parcels with low and moderate income housing funds, these parcels may be approved in the future.

APN	Eligible for Transfer
010-041-008	No
010-041-009	Yes
010-041-010	No
010-041-019	No

The Agency may move forward with the portion of the Resolution approved by Finance.

Please direct inquiries to Nichelle Jackson, Supervisor, or Amy Xu, Analyst, at (916) 322-2985.

Sincerely,

  
ERIKA LI  
Program Budget Manager

cc: Ms. Cheryl Reynolds, Accountant, City of Santa Rosa  
Ms. Brooke Koop, Property Tax Manager, Sonoma County



January 25, 2019

Nichelle Jackson, Supervisor  
Department of Finance  
915 L Street  
Sacramento, CA 95814-3706

SONOMA COUNTY CONSOLIDATED OVERSIGHT BOARD RESOLUTION NO. 1

Dear Ms. Jackson,

In a letter dated January 2, 2019, the Department of Finance (“DOF”) notified the Santa Rosa Successor Agency (the “Successor Agency”) that DOF approved a portion of the Successor Agency’s actions set forth in Sonoma County Consolidated Oversight Board Resolution No. 1, adopted September 7, 2018 (the “Resolution”). Specifically, DOF approved (1) the Successor Agency accepting conveyance of four parcels (the “Remnant Parcels”) conveyed by the Housing Authority of the City of Santa Rosa (the “Housing Authority”); and (2) conveyance of one parcel by the Successor Agency to the City of Santa Rosa (the “City”) as right-of-way for governmental purposes consistent with HSC 34181(a). DOF disapproved the transfer of three parcels (APN Nos. 010-041-008, 010-041-010 and 010-041-019) to the Housing Authority for affordable housing purposes.

It appears from the letter that DOF may not have fully understood the configurations of the parcels, which this letter hopes to clarify. All four of the parcels in question include existing public right-of way (street and sidewalk), as the graphics below show. Therefore, we request that DOF also approve the conveyance to the City of the portions of APN Nos. 010-041-008, APN 01-041-010 and 010-041-019 that are in the public right-of-way for governmental purposes, as described in the Resolution and shown in its Exhibit A. As shown below, the public right-of-way area comprises approximately one-half of the total half-acre area of the four Remnant Parcels.

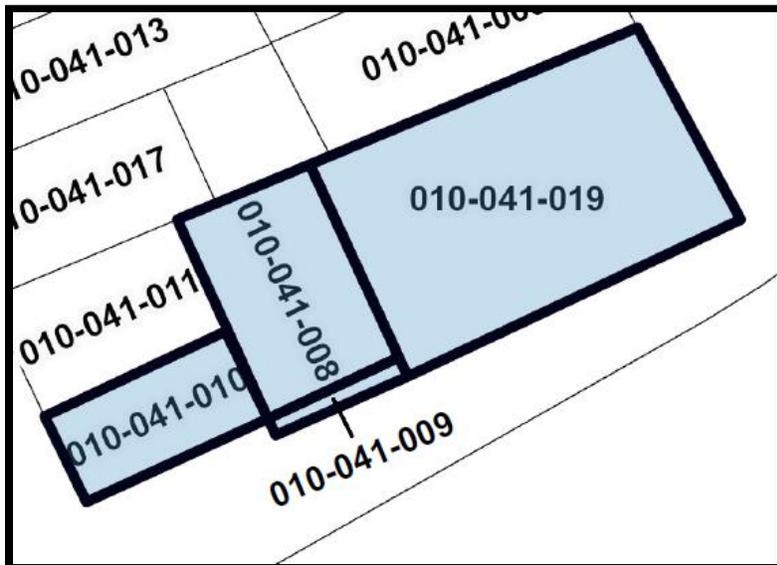
The remaining half-acre of the three Remnant Parcels would be extremely difficult to develop independently, given their small size, location, required setbacks, and adjacent use. As an example, please note the sliver of land between the street and a house as well as the triangle shape. Additionally, the adjacent land uses (homeless center, affordable housing, mall parking garage and U.S. Highway 101) further constrain the development potential for these properties.

The most logical, practical and feasible use for these parcels is to sell them to Catholic Charities of the Diocese of the City of Santa Rosa ("Catholic Charities," which owns and operates the adjoining two acres to the north for a homeless shelter, homeless day services and affordable housing. Catholic Charities has submitted an application to the City of Santa Rosa to enhance and reconfigure its campus by adding affordable housing, expanding homeless shelter capacity for families and increasing homeless day center service capacity which the City desperately needs, particularly in the wake of last year's devastating fires. Adding the additional half-acre is key to the proposed redevelopment of the Catholic Charities campus, called Caritas Village, as it would eliminate the individual parcel lines and individual parcel setback requirements, thus increasing the developable area.

Assuming DOF continues to disapprove the conveyance of these remainder parcels by the Successor Agency to the Housing Authority, then the Successor Agency requests that DOF allow the City (or the Successor Agency) to sell this property to Catholic Charities directly for a nominal sum. As you may know, Government Code section 54222(a) provides that any local agency seeking to dispose of surplus land shall first offer such land to any local public entity for the purposes of developing affordable housing. Such a sale would further the affordable housing goals not only of the City, but of the State of California, which has a recognized affordable housing crisis.

A detailed examination of the Remnant Parcels documents the requests to convey all the public right of way to the City and to sell the remainder of the property to Catholic Charities.

Graphic 1: APN's of the four Remnant Parcels:



Graphic 2: Existing Uses of Remnant Parcels: Street, Sidewalk and Vegetation.



All of APN 010-041-009 is entirely within the right-of-way. Much of APN's 010-041-008, 010-041-010 and 010-041-019 are within the right-of-way.

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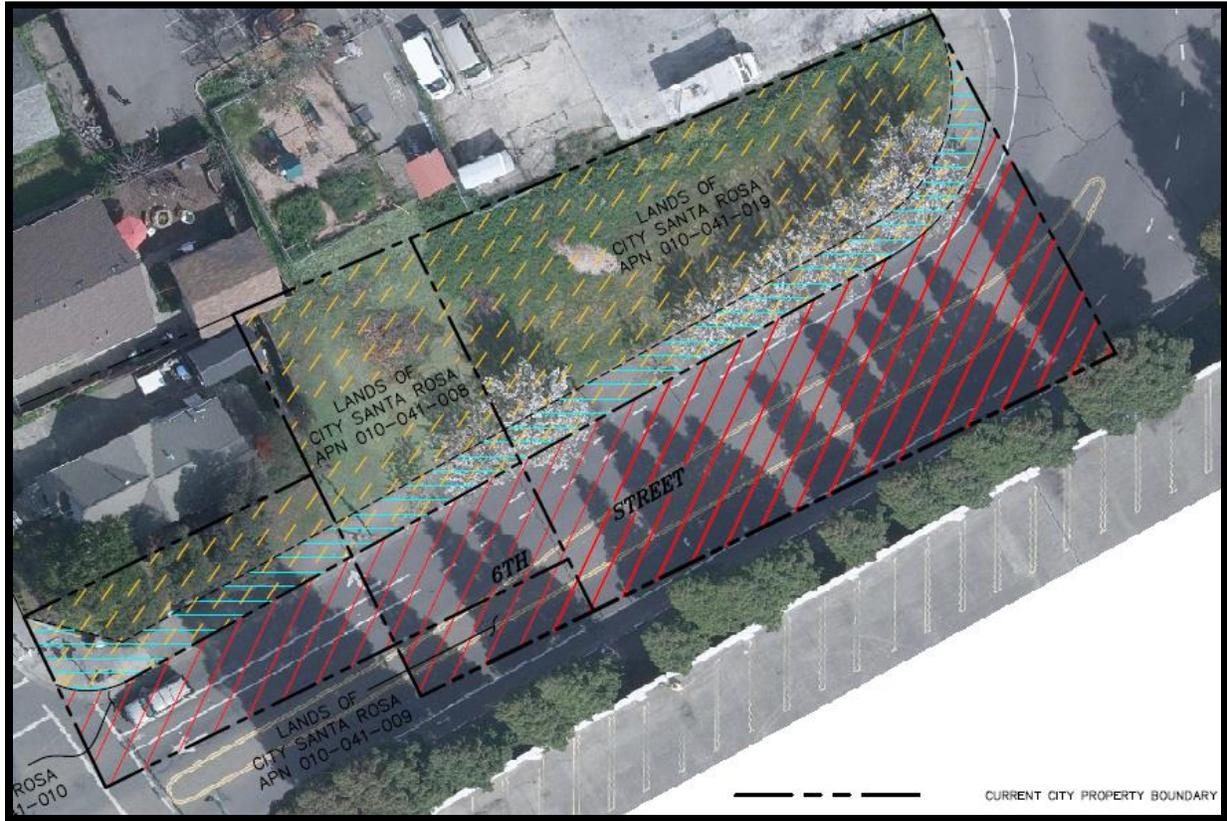
Graphic 3: Parcel size, conguration and surrounding land uses.



The total area of the Remnant Parcels is approximately one-half acre, approximately half of which is public right-of-way. The remaining area is small, oddly configured, subject to zoning setbacks, and surrounded by US Highway 101 (west), mall parking (south and east), and the Catholic Charities Campus with existing – and a planned expansion of – affordable housing, emergency shelter for families and homeless center day services on the rest of the block (north, shaded in blue), making the Remnant Parcels difficult to develop independently.

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Graphic 4: Property Exhibit (from Resolution Exhibit A) showing property transfer:



Red lines are the street right-of-way to be conveyed to the City of Santa Rosa. Note that all of the parcels are either partially or completely within the street.

Blue lines represent the sidewalk easement to the City.

Yellow dashes (including the sidewalk) are proposed to be sold to Catholic Charities.

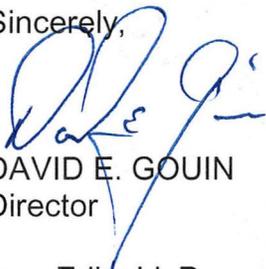
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In summary, we respectfully request that DOF work with the Successor Agency to find a path forward that recognizes that the best use for the Remnant Parcels is to combine them with the proposed Catholic Charities Caritas Village.

Specifically, we request that DOF approve (1) the conveyance of all the street right-of-way and a sidewalk easement to the City and (2) the sale of the remainder of the Remnant Parcels to Catholic Charities to be utilized for affordable housing and homeless services.

We would be happy to speak with you further either on the phone or in person. Please contact Megan Basinger, Housing Manager, [mbasinger@srcity.org](mailto:mbasinger@srcity.org) or (707) 543-3303.

Sincerely,



DAVID E. GOUIN  
Director

- c: Erika Li, Program Budget Manager  
Amy Xu, Analyst  
Chuck McBride, Chief Financial Officer, City of Santa Rosa  
Alan Alton, Deputy Director Finance, City of Santa Rosa  
Cheryl Reynolds, Accountant, City of Santa Rosa  
Megan Basinger, Housing and Community Services Manager, City of Santa Rosa  
Brooke Koop, Property Tax Manager, Sonoma County

RESOLUTION NO. SA-RES-2019-001

RESOLUTION OF THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SANTA ROSA APPROVING CONVEYANCE OF THREE PARCELS LOCATED AT 6TH AND "A" STREETS TO THE CITY OF SANTA ROSA FOR GOVERNMENTAL PURPOSES

WHEREAS, the former Redevelopment Agency of the City of Santa Rosa ("RDA") acquired property (the "Remnant Parcels") for realignment of 6th Street between A Street and Morgan Street for the Santa Rosa Plaza redevelopment project, which opened in 1982; and

WHEREAS, the Remnant Parcels are identified as Assessor's Parcel Numbers 010-041-008, 010-041-009, 010-041-010 and 010-041-019; and

WHEREAS, a portion of the Remnant Parcels is located within the 6th Street right-of-way and utilized for public purposes, and the remainder is adjacent to an approximately two-acre site owned by Catholic Charities of the Diocese of Santa Rosa ("Catholic Charities") and upon which Catholic Charities provides homeless services programs and affordable housing; and

WHEREAS, on March 7, 2011, the RDA adopted Resolution No. 1658, authorizing the conveyance of the Remnant Parcels to the Housing Authority for affordable housing purposes, and the Housing Authority adopted Resolution No. 1510, authorizing acceptance of the Remnant Parcels. Both resolutions recognized that the best use of the Parcels would be in conjunction with the adjacent properties; and

WHEREAS, as part of the dissolution process for redevelopment agencies statewide, and pursuant to Health and Safety Code section 34167.5, the State Controller determined that the transfer of the Remnant Parcels to the Housing Authority was not allowable and ordered the Housing Authority to convey the Remnant Parcels to the Successor Agency to the Redevelopment Agency of the City of Santa Rosa (the "Successor Agency") for disposition in accordance with Redevelopment Dissolution Law (Health and Safety Code section 34161 *et seq.*); and

WHEREAS, on May 21, 2018, the Housing Authority adopted Resolution No. 1650, approving conveyance of the Parcels to the Successor Agency; and

WHEREAS, on June 26, 2018, the Successor Agency adopted Resolution No. SA -2018-002 accepting the conveyance of the Remnant Parcels from the Housing Authority and approving conveyance of the right-of-way portion of the Parcels to the City of Santa Rosa (the "City") and reconveying the developable portion back to the Housing Authority for affordable housing and homeless services; and

WHEREAS, on September 7, 2018, the Sonoma County Consolidated Oversight Board (the "Oversight Board") adopted Resolution No. 1, approving the Successor Agency's actions; and

WHEREAS, in a letter dated January 2, 2019, the California Department of Finance (“DOF”) approved the land transfer from the Housing Authority to the Successor Agency and the transfer of one parcel (APN 010-041-009) which is located entirely within the street right-of-way from the Successor Agency to the City for governmental purposes; DOF disapproved any transfer that involved conveyance to the Housing Authority (which involved three of the Parcels) because the property had not been acquired for low- and moderate-income housing; and

WHEREAS, City staff sent a letter to DOF, dated January 25, 2019, clarifying the difficulty of independently developing the site due to the odd configuration, small size, zoning setbacks, and surrounding lane uses. Staff requested that DOF work with the Successor Agency to find a path forward. Specifically, for the three remaining Parcels, City staff requested that DOF approve (1) the conveyance of the street right-of-way and a sidewalk easement to the City and (2) the sale of the remainder of the Parcels directly by the Successor Agency to Catholic Charities to be utilized for affordable housing and/or homeless services; and

WHEREAS, the Remnant Parcels are now designated to be used for “governmental purposes;” and

WHEREAS, staff has been advised that if the Oversight Board and DOF approve transfer of the three remaining Parcels to the City, DOF would no longer have oversight on the subsequent use or disposition of the Parcels; and the City would then be able to keep the right-of-way and surplus the remainder in accordance with City policy and state law; and

WHEREAS, the activity is a transfer of land ownership for governmental purposes and does not involve a commitment to any new development. The activity is exempt from the provisions of the California Environmental Quality Act (CEQA) under section 15061(b)(3) in that there is no possibility that it may have significant effects on the environment. Furthermore, this activity is not a project defined in CEQA Guidelines section 15378 because it does not have the potential for resulting in either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment.

NOW, THEREFORE, BE IT RESOLVED that the City of Santa Rosa, in its capacity as the Successor Agency to the Redevelopment Agency of the City of Santa Rosa resolves as follows:

Section 1. All of the recitals above are true and correct and incorporated herein by reference.

Section 2. The Successor Agency hereby approves conveyance of the three remaining Remnant Parcels to the City of Santa Rosa, as shown on the Property Exhibit attached as Exhibit A to the Resolution, for governmental purposes.

Section 3. The Successor Agency hereby directs staff to forward the Successor Agency’s actions to the Oversight Board and then to the California Department of Finance for their respective approvals.

Section 4. The Successor Agency hereby authorizes the Chair to execute grant deeds and any other instrument to implement said conveyance of the Remnant Parcels, consistent with this Resolution.

IN SUCCESSOR AGENCY DULY PASSED this 7th day of May, 2019.

AYES: (6) Chair Schwedhelm, Vice Chair Rogers, Agency Members Combs, Fleming Olivares, Sawyer

NOES: (0)

ABSENT: (1) Agency Member Tibbetts

ABSTAIN: (0)

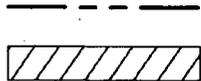
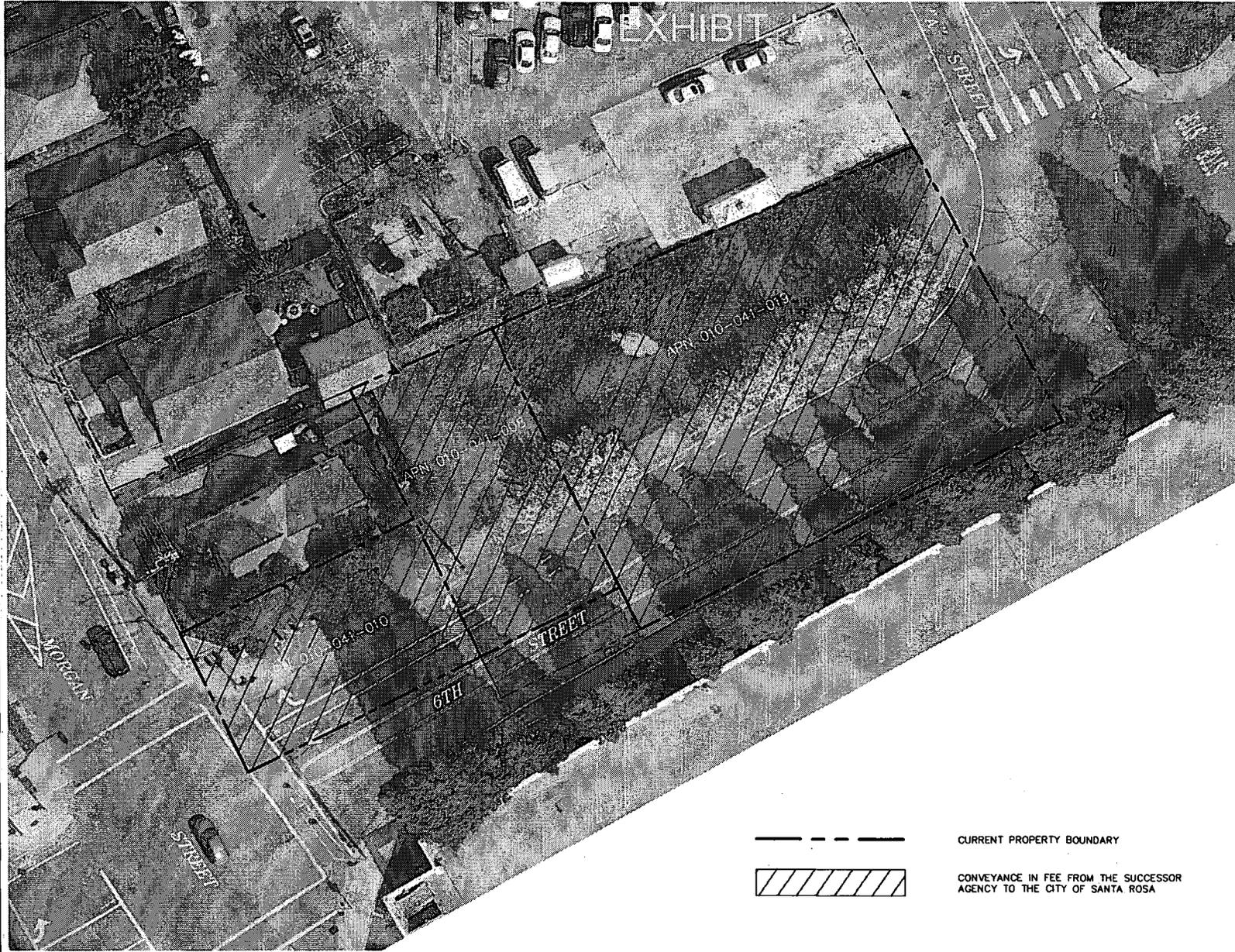
ATTEST: *Dana Manis*  
Secretary

APPROVED: *Christy*  
Chair

APPROVED AS TO FORM:

*[Signature]*  
General Counsel

Exhibit A – Property Exhibit



CURRENT PROPERTY BOUNDARY

CONVEYANCE IN FEE FROM THE SUCCESSOR AGENCY TO THE CITY OF SANTA ROSA

# PROPERTY EXHIBIT



69 STONY CIRCLE - SANTA ROSA, CA 95401



EXHIBIT 'A'

APN 010-041-019

APN 010-041-008

APN 010-041-010

6TH

STREET

'A' STREET

MORGAN

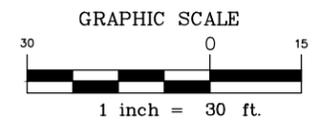
STREET



CURRENT PROPERTY BOUNDARY



CONVEYANCE IN FEE FROM THE SUCCESSOR AGENCY TO THE CITY OF SANTA ROSA



# PROPERTY EXHIBIT



69 STONY CIRCLE - SANTA ROSA, CA 95401

RESOLUTION NO. \_\_\_\_\_

RESOLUTION OF THE SONOMA COUNTY CONSOLIDATED OVERSIGHT BOARD  
APPROVING CONVEYANCE OF THREE PARCELS LOCATED AT 6TH AND “A”  
STREETS TO THE CITY OF SANTA ROSA FOR GOVERNMENTAL PURPOSES

WHEREAS, the former Redevelopment Agency of the City of Santa Rosa (“RDA”) acquired property (the “Remnant Parcels”) for realignment of 6th Street between A Street and Morgan Street for the Santa Rosa Plaza redevelopment project, which opened in 1982; and

WHEREAS, the Remnant Parcels are identified as Assessor’s Parcel Numbers 010-041-008, 010-041-009, 010-041-010 and 010-041-019; and

WHEREAS, a portion of the Remnant Parcels is located within the 6th Street right-of-way and utilized for public purposes, and the remainder is adjacent to an approximately two-acre site owned by Catholic Charities of the Diocese of Santa Rosa (“Catholic Charities”) and upon which Catholic Charities provides homeless services programs and affordable housing; and

WHEREAS, on March 7, 2011, the RDA adopted Resolution No. 1658, authorizing the conveyance of the Remnant Parcels to the Housing Authority for affordable housing purposes, and the Housing Authority adopted Resolution No. 1510, authorizing acceptance of the Remnant Parcels. Both resolutions recognized that the best use of the Parcels would be in conjunction with the adjacent properties; and

WHEREAS, as part of the dissolution process for redevelopment agencies statewide, and pursuant to Health and Safety Code section 34167.5, the State Controller determined that the transfer of the Remnant Parcels to the Housing Authority was not allowable and ordered the Housing Authority to convey the Remnant Parcels to the Successor Agency to the Redevelopment Agency of the City of Santa Rosa (the “Successor Agency”) for disposition in accordance with Redevelopment Dissolution Law (Health and Safety Code section 34161 *et seq.*); and

WHEREAS, on May 21, 2018, the Housing Authority adopted Resolution No. 1650, approving conveyance of the Parcels to the Successor Agency; and

WHEREAS, on June 26, 2018, the Successor Agency adopted Resolution No. SA -2018-002 accepting the conveyance of the Remnant Parcels from the Housing Authority and approving conveyance of the right-of-way portion of the Parcels to the City of Santa Rosa (the “City”) and reconveying the developable portion back to the Housing Authority for affordable housing and homeless services; and

WHEREAS, on September 7, 2018, the Sonoma County Consolidated Oversight Board (the “Oversight Board”) adopted Resolution No. 1, approving the Successor Agency’s actions; and

WHEREAS, in a letter dated January 2, 2019, the California Department of Finance (“DOF”) approved the land transfer from the Housing Authority to the Successor Agency and the

transfer of one parcel (APN 010-041-009) which is located entirely within the street right-of-way from the Successor Agency to the City for governmental purposes; DOF disapproved any transfer that involved conveyance to the Housing Authority (which involved three of the Parcels) because the property had not been acquired for low- and moderate-income housing; and

WHEREAS, City staff sent a letter to DOF, dated January 25, 2019, clarifying the difficulty of independently developing the site due to the odd configuration, small size, zoning setbacks, and surrounding lane uses. Staff requested that DOF work with the Successor Agency to find a path forward. Specifically, for the three remaining Parcels, City staff requested that DOF approve (1) the conveyance of the street right-of-way and a sidewalk easement to the City and (2) the sale of the remainder of the Parcels directly by the Successor Agency to Catholic Charities to be utilized for affordable housing and/or homeless services; and

WHEREAS, the Remnant Parcels are now designated to be used for “governmental purposes;” and

WHEREAS, at its meeting of May 7, 2019, the Successor Agency adopted Resolution No. SA-RES-2019-001, approving conveyance of the remaining three Remnant Parcels to the City of Santa Rosa for governmental purposes; and

WHEREAS, staff has been advised that if the Oversight Board and DOF approve transfer of the three remaining Parcels to the City, DOF would no longer have oversight on the subsequent use or disposition of the Parcels; and the City would then be able to keep the right-of-way and surplus the remainder in accordance with City policy and state law; and

WHEREAS, the activity is a transfer of land ownership for governmental purposes and does not involve a commitment to any new development. The activity is exempt from the provisions of the California Environmental Quality Act (CEQA) under section 15061(b)(3) in that there is no possibility that it may have significant effects on the environment. Furthermore, this activity is not a project defined in CEQA Guidelines section 15378 because it does not have the potential for resulting in either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment.

NOW, THEREFORE, BE IT RESOLVED that the Sonoma County Consolidated Oversight Board resolves as follows:

Section 1. All of the recitals above are true and correct and incorporated herein by reference.

Section 2. The Sonoma County Consolidated Oversight Board hereby approves conveyance of the three remaining Remnant Parcels to the City of Santa Rosa, as shown on the Property Exhibit attached as Exhibit A to the Resolution, for governmental purposes.

Section 3. The Sonoma County Consolidated Oversight Board hereby authorizes the Chairperson to take any actions necessary to carry out this Resolution.

DULY AND REGULARLY ADOPTED by the Sonoma County Consolidated Oversight Board this 16th day of August, 2019.

AYES:

NOES:

ABSENT:

ABSTAIN:

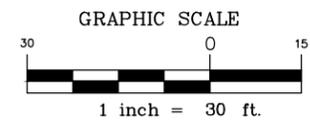
ATTEST: \_\_\_\_\_  
Secretary

APPROVED: \_\_\_\_\_  
Chair

APPROVED AS TO FORM:

\_\_\_\_\_  
General Counsel

Exhibit A – Property Exhibit



# PROPERTY EXHIBIT



69 STONY CIRCLE - SANTA ROSA, CA 95401



Sonoma County Consolidated Oversight Board Meeting  
Friday, January 01, 2019

Minutes

**Board Members Attending:**

1. Call to Order and Roll Call (8:30AM)

Chairman Rogers called the meeting to order at 8:30AM and roll was called.

Consolidated Oversight Board Members Present: William Arnone, Grant Davis, Steven Herrington, Kate Jolley, Chris Rogers, Michael Stanford, Nance Jones

Consolidated Oversight Board Members Absent:

CDC Staff Present: Margaret Van Vliet, Executive Director; Trish Blue, Controller; Benjamin Wickham, Affordable Housing Director; Darrin O'Hara, Administrative Aid.

Guests Present: Lloyd Guccione

2. Public Comment on Non-Agenda Matters

Lloyd Guccione commented that \$7 million are left in Russian River development funds and were not to mingled – no accounting of the status of the funds. He would like to get an accounting of these funds.

3. Approval of the Minutes from September 09, 2018 Meeting

Committee moved to approve. The item was seconded. Ayes: William Arnone, Grant Davis, Steven Herrington, Kate Jolley, Chris Rogers, Michael Stanford, Nance Jones

Nays: None

Abstain: None

Absent: None

4. Approval of Consolidated Oversight Board Bylaws

Board Member Arnone highlighted a possible typo on page 9, section 6.



He referenced a previous conversation to consider a 1/3 quorum vs majority quorum. What is a quorum and how many of the quorum can constitute a passing vote? There is a reference in the bylaws retaining legal counsel as required. Have we retained legal counsel?

Board Member Arnone also raised the question of whether there is an official name of the Board and if so that it should be consistent throughout reports.

Board Member Herrington asked whether the oversight board has a budget for legal counsel? Does the staff of this existing board have recommendations from staff?

Benjamin Wickham, Affordable Housing Director, responded that the Commission's role is to staff the board, but not to advise the board on other agency's recommendations. Legal counsel would have to be separate from the CDC's legal counsel.

The Board directed staff to seek out information/advice from other agencies about their policies and procedures.

Committee moved to approve. The item was seconded. Ayes: William Arnone, Grant Davis, Steven Herrington, Kate Jolley, Chris Rogers, Michael Stanford, Nance Jones

Nays: None

Abstain: None

Absent: None

## **5. Report from the Sonoma County Community Development Commission**

Benjamin Wickham reiterated that this is a new process and we are all in the process of learning this together. He highlighted the important of transparency and public involvement.

Darrin O'Hara, Administrative Aid, reported that Form 700's have not been supplied by all Board members. Board members make sure not to be aware of conflicts of interest.

Board Member Arnone asked if abstentions should occur if a Board member has prior knowledge on the project.

Trish Blue, Controller, responded that just having previous knowledge would not exclude a member from voting, but if a member was actively involved in an agenda item, abstention should be considered. Each individual member should make that determination.



The Board expressed concern that relying solely on the advice of Successor Agency representatives to make decisions could lead to conflict of interests. Board requested some sort of guidance from staff or legal counsel and requested that legal counsel attend meetings.

### **Public Comment**

Lloyd Guccione asked a question regarding staff funding, where is the staff funding for the Russian River Redevelopment project area to come from and what was the previous funds spent on?

### **6. Successor Agency Business: Recognized Obligation Payment Schedule (“ROPS”)**

Suzy Kim, City of Cloverdale, reported on the City of Cloverdale Recognized Obligation Payment Schedule. No questions from the boards

Damian and Angela, City of Cotati, reported on the City of Cotati Recognized Obligation Payment Schedule. They also covered the timeline for sale of state properties and stated they hope to have this done within the calendar year. City of Cotati reported that they did not have a 250K budget for administration listed, but Angela explained the ROPS budget and stated that the budget was not originally included because they were not sure what information was required

Heather, City of Healdsburg, reported on the City of Healdsburg Recognized Obligation Payment Schedule. Heather also covered the timeline for a property sale to be done in 4-6 months

Ingrid, City of Petaluma, reported on the City of Petaluma Recognized Obligation Payment Schedule. City of Petaluma also presented on a Land Purchase Agreement. Board Member Herrington clarified that he had not voted on this in the past. Board Member Davis requested that a map of the parcel should be included.

Betsy, City of Rohnert Park, reported on the City of Rohnert Park Recognized Obligation Payment Schedule. Betsy reported an error on the ROP schedule and asked for an amendment. Concern over Brown Act requirements and amendments was raised, but it was decided an amendment was permissible as the amendment would be the correction of a clerical error.

Allen, City of Santa Rosa, reported on the City of Santa Rosa Recognized Obligation Payment Schedule. A Board member asked a question on general counsel approval and it was decided this would go on a list of things that need to be clarified. Chairman Rogers stated he would be abstaining from SR votes.



Anna Wong, City of Sebastopol, reported on the City of Sebastopol Recognized Obligation Payment Schedule.

Kathy, City of Sonoma, reported on the City of Sonoma Recognized Obligation Payment Schedule and Finale Recognized Obligation Payment Schedule.

Trish Blue, County of Sonoma, reported on the County of Sonoma Recognized Obligation Payment Schedule. Spoke to Roseland and Highway 12 projects and clarified that there were no active projects in the Russian River area. The board asked what the distinction between legal services and administrative budget were on lines 107 and 108. Trish explained that legal services were separated out from the admin budget. Board Member Stanford asked if he should abstain from voting as he is a County employee. It was decided that an abstention was unnecessary.

The staff representative from the Town of Windsor-Reported on Town of Windsor Recognized Obligation Payment Schedule. The Board pointed out that the Staff Report mentioned two resolutions, but only one was supplied. Windsor explained that originally the admin budget and ROPS were separate resolutions, but later consolidated into one.

#### **Public comment**

DC used to put a lot of effort in the Russian River Redevelopment Area, but since there are no longer any projects in the area, why the admin costs remain the same?

Board Member Arnone asked whether the \$250K is the maximum or minimum amount for admin? Discussion confirmed that it was the maximum.

Chairman Rogers would like an agenda item for the next meeting to explore other Oversight Boards in California and how they organize staff, projects and what this board should be.

Board Member Herrington would like as much as possible kept in the tax base for local schools.

Margaret Van Vliet wants to make sure the Commission and Board do things completely and properly and looks forward to working with everyone.

Steven Herrington moved to approve all of the Recognized Obligation Payment Standards . Nance Jones seconded. Chairman Rogers abstained on City of Santa Rosa's ROPs.

**Ayes:** William Arnone, Grant Davis, Kate Jolley, Chris Rogers, Michael Stanford



Nays: None

Abstain: Chris Rogers (City of Santa Rosa Item only)

Absent: None

The Board set August 16<sup>th</sup> at 8:30 am for the next meeting. A calendar invite will be sent out as well.

**Adjournment**

Chris Rogers adjourned the meeting at 9:34am.

Respectfully Submitted,  
Darrin O'Hara, Administrative Aid