

REPORT TO CITY COUNCIL

DATE: FEBRUARY 22, 2012

TO: HONORABLE MAYOR AND MEMBERS OF THE CITY COUNCIL

FROM: GREG RAMIREZ, CITY MANAGER

BY: NATHAN HAMBURGER, ASSISTANT CITY MANAGER

SUBJECT: APPROVAL OF RESOLUTION NO. 12-1661; ESTABLISHING RULES AND REGULATIONS FOR THE OPERATIONS OF THE SUCCESSOR AGENCY AS A NEW LEGAL ENTITY SEPARATE FROM THE CITY IN RELATION TO THE DISSOLUTION OF THE AGOURA HILLS REDEVELOPMENT AGENCY

Assembly Bill X1 26 (“AB 26”) and Assembly Bill X1 27 (“AB 27”), which were signed by the Governor of California on June, 29, 2011, added Parts 1.8 and 1.85 to the Community Redevelopment Law. In *California Redevelopment Association, et al. v. Matosantos, et al.* (Case No. S194861), the California Supreme Court largely upheld AB 26, invalidated AB 27, and held that AB 26 may be severed from AB 27 and enforced independently. The Supreme Court generally revised the effective dates and deadlines for performance of obligations in Part 1.85 (the dissolution provisions) arising before May 1, 2012, to take effect four months later. As a result of the Supreme Court’s decision, on February 1, 2012, all redevelopment agencies were dissolved and successor agencies were designated as successor entities to the former redevelopment agencies. The successor agencies have all the authority, rights, powers, duties, and obligations previously vested with the former redevelopment agencies under the Community Redevelopment Law except for those that were repealed, restricted, or revised by AB 26.

On August 10, 2012, the City Council adopted Resolution No. 11-1644; electing for the City to serve as the Successor Agency for the Agoura Hills Redevelopment Agency upon the Agency’s dissolution. The assets of the Agoura Hills Redevelopment Agency transferred to the Successor Agency by law on February 1, 2012.

The proposed Resolution No. 12-1661 establishes basic governance, rules, and regulations for the Successor Agency as a new and distinct legal entity from the City. Assemblymember Blumenfield, the author of AB 26, stated in a letter of clarification addressed to the California State Assembly, on January 10, 2012, that cities are “distinct legal entities from successor agencies, and therefore the liabilities of the former redevelopment agencies and the successor agencies do not become the liabilities of the corresponding cities.” As a new legal entity, this resolution directs that the Secretary of the Successor Agency file the prescribed form with the Secretary of State and the County Clerk, in accordance with Government Code Section 53051, that will add the Successor Agency to the Roster of Public Agencies maintained by these offices.

This resolution further provides that the Successor Agency will be governed by a Board of Directors, which shall consist of the members of the City Council, that the Mayor and Mayor Pro Tem will serve as Chair and Vice Chair of the of the Board, and provides for regular meetings of the Board (to occur after the regular meetings of the City Council). The resolution designates the City Manager as Executive Director, the City Clerk as Secretary, and the City Finance Director as the Finance Officer of the Successor Agency. Councilmembers will file assuming office statements within 30 days after the adoption of the resolution assuming office as a member of the Board of Directors of the Successor Agency. In addition, a local conflict of interest code and local CEQA guidelines will be prepared for adoption by the Board at a subsequent meeting.

The Successor Agency will exercise the powers necessary to perform all of the functions described in Health and Safety Code Section 34177, as well as any other powers granted under law. The Successor Agency's statutory functions include making payments and performing obligations required under enforceable obligations, continuing to collect loans, rents, and other revenue on behalf of the former redevelopment agency, continuing to oversee development of properties until the contracted work has been completed, and disposing of assets and properties of the former redevelopment agency as directed by the oversight board. The Successor Agency also will prepare proposed administrative budgets and submit them to the oversight board for its approval, pursuant to Health and Safety Code Section 34177(j).

As a separate legal entity, Successor Agency assets and monies shall be maintained separately from City assets and monies. Health and Safety Code Section 34173(e) states that "the liability of any successor agency shall be limited to the extent of the total sum of property tax revenues it receives pursuant to this part and the value of assets transferred to it as a successor agency for a dissolved redevelopment agency." The resolution provides that the Successor Agency shall indemnify the City for any claims arising from its activities, and its liabilities shall not be the City's liabilities.

RECOMMENDATION

It is recommended the City Council adopt Resolution No. 12-1661.

Attachment: Resolution No. 12-1661

RESOLUTION NO. 12-1661

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AGOURA HILLS, CALIFORNIA, ACTING AS THE GOVERNING BODY FOR THE SUCCESSOR AGENCY TO THE AGOURA HILLS REDEVELOPMENT AGENCY PURSUANT TO PART 1.85 OF DIVISION 24 OF THE CALIFORNIA HEALTH AND SAFETY CODE ESTABLISHING RULES AND REGULATIONS FOR THE OPERATIONS OF THE SUCCESSOR AGENCY AS A NEW LEGAL ENTITY SEPARATE FROM THE CITY AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

RECITALS:

A. The Agoura Hills Redevelopment Agency was a redevelopment agency in the City of Agoura Hills (the “City”), duly created pursuant to the Community Redevelopment Law (Part 1 (commencing with Section 33000) of Division 24 of the California Health and Safety Code) (the “Redevelopment Law”).

B. AB X1 26 and AB X1 27 were signed by the Governor of California on June 29, 2011, making certain changes to the Redevelopment Law, including adding Part 1.8 (commencing with Section 34161) and Part 1.85 (commencing with Section 34170) (“Part 1.85”) to Division 24 of the California Health and Safety Code (“Health and Safety Code”).

C. The California Redevelopment Association and League of California Cities filed a lawsuit in the Supreme Court of California (*California Redevelopment Association, et al. v. Matosantos, et al.* (Case No. S194861)) alleging that AB X1 26 and AB X1 27 were unconstitutional.

D. On December 29, 2011, the Supreme Court issued its opinion in the *Matosantos* case, largely upholding AB X1 26, invalidating AB X1 27, and holding that AB X1 26 may be severed from AB X1 27 and enforced independently.

E. The Supreme Court generally revised the effective dates and deadlines for performance of obligations in Part 1.85 arising before May 1, 2012, to take effect four months later.

F. As a result of the Supreme Court’s decision, on February 1, 2012, all redevelopment agencies were dissolved and replaced by successor agencies established pursuant to Health and Safety Code Section 34173.

G. The City Council of the City of Agoura Hills (the “City”) adopted Resolution No. 11-1644 on August 10th, 2012, pursuant to Part 1.85 electing for the City to serve as the successor agency for the Agoura Hills Redevelopment Agency upon the Agency’s dissolution.

H. The City Council, acting as the governing board for the successor agency, hereby desires to adopt a name for that separate legal entity and establish rules and regulations that will apply to the governance and operations of the successor agency.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF AGOURA HILLS, ACTING AS THE GOVERNING BODY FOR THE SUCCESSOR AGENCY TO THE AGOURA HILLS REDEVELOPMENT AGENCY, HEREBY FINDS, DETERMINES, RESOLVES, AND ORDERS AS FOLLOWS:

Section 1. Designated Successor Agency. Pursuant to City Council Resolution No. 11-1644, by which the City elected to serve as the successor agency to the Agoura Hills Redevelopment Agency under Part 1.85 upon the Agency's dissolution (the "Successor Agency"), and the Agency having been dissolved by operation of law on February 1, 2012, the Successor Agency is hereby declared constituted.

Section 2. Separate Legal Entity. The Successor Agency is a distinct and separate legal entity from the City, and is hereby named "Successor Agency to the Agoura Hills Redevelopment Agency," the sole name by which it will exercise its powers and fulfill its duties pursuant to Part 1.85.

Section 3. Governance.

A. Board of Directors. The Successor Agency shall be governed by a Board of Directors (the "Board"), which shall exercise the powers and perform the duties of the Successor Agency. The Board shall consist of the members of the City Council of the City.

B. Board Officers. The Board shall have a Chair to preside at and conduct all meetings and a Vice Chair who shall act in the absence of the Chair. The offices of the Chair and Vice Chair shall be filled by the Mayor and Mayor Pro Tem, respectively, of the City Council of the City.

C. Meetings of the Board. The Board shall hold regular meetings on the second and fourth Wednesday of each month as needed. If a regular meeting falls on a City holiday, such meeting shall be rescheduled when possible. The Board may adopt such rules and procedures for conducting such meetings and other business as the Board deems appropriate. All meetings of the Board including, without limitation, regular, adjourned regular, and special meetings shall be called, noticed and conducted in accordance with the provisions of the Ralph M. Brown Act, Sections 54950 *et seq.* of the California Government Code.

D. Quorum. The presence of a majority of the Board members at a meeting shall constitute a quorum for the transaction of Successor Agency business. Less than a quorum may adjourn or continue meetings from time to time.

E. Voting. Except as otherwise provided by law or resolution of the Board, decisions of the Board shall be made by a majority of a quorum.

F. Executive Director. The City Manager of the City shall serve as Executive Director of the Successor Agency. The Executive Director may appoint officers and employees as necessary to perform the duties of the Successor Agency. The Executive Director also may delegate the performance of his or her duties to other officers or employees.

G. Secretary. The City Clerk of the City shall serve as secretary to the Successor Agency.

H. Finance Officers. The Director of Finance and City Treasurer of the City shall serve as Finance Officers of the Successor Agency. The Finance Officers shall have the care and custody of all funds of the Successor Agency and shall deposit the same in the name of the Successor Agency in such bank or banks as he or she may select. The Finance Officers also may enter into agreements on behalf of the Successor Agency with any bank or trust company authorized to accept deposits of public funds, providing for the transfer of funds between accounts maintained by the Successor Agency upon request by telephone. Such agreement also may provide for the investment, upon request by telephone, of funds maintained in such accounts.

I. Additional Duties. The Officers of the Successor Agency shall perform such other duties and functions as may from time to time be required or directed by the Board of the Successor Agency. Any member of the Board and the Executive Director may sign, with the counter-signature of one other member of the Board, or the Executive Director or the Finance Officers, all orders and checks for the payment of money. The Chair, or Vice Chair in the absence of the Chair, and the Executive Director may sign deeds, contracts and other instruments made by the Successor Agency.

Section 4. Powers and Duties of the Successor Agency. The Successor Agency shall have the authority to perform the functions and duties described in Part 1.85, including but not limited to making payments and performing obligations required by enforceable obligations and expeditiously winding down the affairs of the Agency. The Successor Agency also may exercise any other powers provided by statute or granted by law.

Section 5. Successor Agency Funds and Obligations. All assets and monies held by or under the control of the Successor Agency shall be maintained in funds and accounts established by the Successor Agency and shall be kept separate and apart from the funds and accounts of the City.

Section 6. Indemnification and Liability.

A. Indemnification. The Successor Agency shall defend, indemnify, and hold harmless the City, and its City Council, boards, commissions, officers, employees and agents, from any and all claims, losses, damages, costs, injuries and liabilities of every kind arising directly or indirectly from the conduct, activities, operations, acts, and omissions of the Successor Agency.

B. Liability. In accordance with Health and Safety Code Section 34173(e), the liability of the Successor Agency, acting pursuant to the powers granted under Part 1.85, shall be limited to the extent of, and payable solely from, the total sum of property tax revenues it receives pursuant to Part 1.85 and the value of assets transferred to it as a successor agency for a dissolved redevelopment agency. The debts, assets, liabilities, and obligations of the Successor Agency shall be solely the debts, assets, liabilities, and obligations of the Successor Agency and not of the City.

Section 7. Roster of Public Agencies Filing. The Secretary to the Successor Agency shall file on the prescribed form the statement of public agency with the Secretary of State and County Clerk in accordance with Government Code Section 53051.

APPROVED AND ADOPTED this 22nd day of February, 2012, by the following vote to wit:

AYES: (0)
NOES: (0)
ABSTAIN: (0)
ABSENT: (0)

John M. Edelston, Mayor

ATTEST:

Kimberly M. Rodrigues, MMC
City Clerk