

BYLAWS OF THE REDEVELOPMENT AGENCY  
OF THE CITY OF SAN JOSE

AS MOST RECENTLY AMENDED BY  
RESOLUTION NO. 5831, adopted June 10, 2008

BYLAWS OF THE REDEVELOPMENT AGENCY  
OF THE CITY OF SAN JOSE

ARTICLE I - THE AGENCY

Section 1. Name of Agency.

The name of the Agency shall be the "Redevelopment Agency of the City of San Jose," in accordance with City Council Resolution No. 12604.

Section 2. Seal of Agency.

The Seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of the Agency.

The office of the Agency shall be at such place in the City of San Jose, California, as the Agency may from time to time designate by resolution.

Section 4. Members of the Agency.

The members of the Agency shall be the Mayor and members of the City Council of the City of San Jose.

ARTICLE II - OFFICERS

Section 1. Officers.

The officers of the Agency shall be a Chairperson, a Vice-Chairperson, and a Chief Administrative Officer/Executive Director. The Chief Administrative Officer/Executive Director shall be appointed by the Agency Board and serve as Secretary of the Agency.

Section 2. Chairperson.

The Mayor of the City of San Jose shall hold the office of Chairperson of the Agency. The Chairperson shall preside at all meetings of the Agency. At each meeting the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Agency.

Section 3. Vice-Chairperson.

The Vice-Chairperson of the Agency shall be appointed by the Chairperson of the Agency, subject to confirmation by a majority vote of the Agency Board. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until the position of Chairperson shall be filled.

Section 4. Secretary/Chief Administrative Officer/Executive Director.

The Secretary shall be the Chief Administrative Officer/Executive Director of the Agency, and shall have general supervision over the administration of its business and affairs, subject to the direction of the Agency Board.

A. Contracting Authority:

All Agency contracts shall be in writing and shall be approved as to form by the General Counsel. The Secretary as Chief Administrative Officer/Executive Director shall have the authority to enter into and execute for and on behalf of the Agency, without the prior approval of the Agency Board:

1. Any contract for which moneys have been appropriated and for which there is an unexpended and unencumbered balance of such appropriation sufficient to pay the expense of the contract and which is:
  - a. For the purchase of supplies, materials or equipment, or general services and the total expenditure does not exceed Two Hundred Fifty Thousand Dollars (\$250,000). For the purposes of this paragraph the term "general services" shall mean the same type of services performed for the Agency as defined in section 4.13.010 of the San Jose Municipal Code to be performed for the City; or
  - b. For Professional Services and the total expenditure does not exceed Two Hundred Fifty Thousand Dollars (\$250,000); or
  - c. Construction contracts to the lowest responsible bidder in an amount not to exceed Two Hundred Fifty Thousand Dollars (\$250,000); or

- d. Leases of or contracts for the use of property or facilities, which do not otherwise require prior approval by the Agency Board pursuant to any applicable law in an amount not to exceed Two Hundred Fifty Thousand Dollars (\$250,000) and authority to amend leases to provide for additional tenant improvements of up to Two Hundred Fifty Thousand Dollars (\$250,000); or
  - e. Grant Agreements in an amount not to exceed Two Hundred Fifty Thousand Dollars (\$250,000) for appropriate redevelopment purposes; or
  - f. Acceptance of a donation of personal property, money or in-kind services to the Agency with a value of, or in an amount which does not exceed Two Hundred Fifty Thousand Dollars (\$250,000); or
  - g. Sponsorship Agreements for which the total value received by the Agency or the total value given to the sponsor by the Agency in the form of recognition and other consideration, does not exceed Two Hundred Fifty Thousand Dollars (\$250,000), with a term not exceeding one year, and which otherwise complies with the Agency's Revenue Generating Policy.
2. Minor Amendments to Contracts:
- a. Extending the term up to six months;
  - b. Making minor revisions to scope of services;
  - c. Making clerical corrections.
3. Assignment of Contracts.
4. Tenant estoppel certificates.
5. Change Orders for construction contracts provided that:
- a. the aggregate of all such change orders for a single contract shall not exceed the original contingency amount approved by the Agency Board; and

- b. Time extensions are not more than six months from and after the date of completion specified in the basic contract, or such later date of completion as may have been specified by the Agency Board, whichever is applicable.

6. Subcontractor substitutions.

Upon approval of the Agency Board, the Secretary as Chief Administrative Officer/Executive Director shall also have the authority to execute on behalf of the Agency any contract or other instrument exceeding the above limitations.

B. Records:

The Secretary, or such other personnel as may be designated by the Secretary, shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency and shall perform all duties incident to his office. He or she shall keep in safe custody the seal of the Agency and shall have the power to affix such seal to all contracts and instruments.

C. Funds:

The Secretary shall also have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. The Secretary, or such other personnel as the Agency may designate by resolution from time to time, shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such orders and checks shall be countersigned by the Agency's Director of Finance and Administration. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Agency quarterly (or more often when requested) an account of the transactions of the Agency and also give such bond for the faithful performance of the duties herein conferred as the Agency may determine.

Provided, however, that if the City Council of the City of San Jose shall authorize the Director of Finance of the City of San Jose to accept for deposit any federal funds allocated to said Redevelopment Agency and to hold and control them and to disburse said funds, and if said Council shall authorize and direct the Director of Finance of the City of San Jose to establish and maintain records as are required by the federal funds with the Director of Finance of the City of San Jose. The deposit of said funds shall be conditioned upon the following:

1. That said funds be deposited in a separate bank account to be designated by the Agency and in a bank designated by the Agency.

2. That Redevelopment Agency warrants be drawn by the Director of Finance of the City of San Jose upon receipt of a voucher or order signed by the Secretary or such persons as may be designated by the Agency by resolution from time to time, and countersigned by the Agency's Director of Finance and Administration and in accordance with a budget or budgets approved by resolution of the Agency authorizing expenditure of funds in accordance therewith.
3. That the Director of Finance of the City of San Jose disburse said funds from said account in accordance with warrants drawn by the Director of Finance of the City of San Jose.

D. Compensation:

The compensation of the Secretary shall be determined by the Agency provided that a temporary appointee selected from among the members of the Agency shall serve without compensation (other than the payment of necessary expenses).

Section 5. Additional Duties.

The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency or the bylaws or rules and regulations of the Agency.

Section 6. Term of Office of Officers.

The term of office of the Chairperson shall be co-terminus with his or her term as Mayor. The term of office of the Vice-Chairperson shall be two years, provided, however, that in the event that the Vice-Chairperson vacates his or her office as City Councilmember for any reason, his or her term as Vice-Chairperson shall terminate.

The Chief Administrative Officer/Executive Director shall be appointed by the Agency. Any person appointed to fill the office of Chief Administrative Officer/Executive Director, shall serve at the will of the Agency, but no member of the Agency shall be eligible to hold this office except as a temporary appointee.

Section 7. Vacancies.

Should the offices of Chairperson and Vice-Chairperson become vacant, the Agency shall elect a temporary successor from its membership at the next regular meeting, or a special meeting to serve until a new Chairperson or Vice-Chairperson shall be designated in accordance with these bylaws.

When the office of Chief Administrative Officer/Executive Director becomes vacant, the Agency shall appoint a successor as provided in Section 6 of this Article.

Section 8. General Counsel.

The General Counsel of the Agency shall be appointed by and serve at the will of the Agency Board and shall provide legal advice and counsel to the Agency.

A. Authority:

1. The General Counsel shall have the authority to settle claims and actions brought by the Agency against others in which the amounts do not exceed \$20,000 per claim or action. The General Counsel shall have the authority to settle claims and actions brought against the Agency in which amounts do not exceed \$10,000 per claim or action.
2. The General Counsel shall also have the authority to enter into and execute for and on behalf of the Agency, any contract:
  - a. Which object or purpose is related to the activities or functions of the General Counsel's Office; and
  - b. Which is not required by any applicable law to be let to the lowest responsible bidder; and
  - c. Which provides for payment of money by the Agency; and
  - d. Which contains a maximum compensation figure of One Hundred Thousand Dollars (\$100,000) or less; and
  - e. For which moneys have been appropriated and for which there is an unexpended and unencumbered balance of such appropriation sufficient to pay the expenses of the contract.

Section 9. Assistant Executive Director.

The Assistant Executive Director of the Agency shall perform the duties of the Chief Administrative Officer/Executive Director in the absence or incapacity of the Chief Administrative Officer/Executive Director. The Assistant Executive Director shall also serve as the Assistant Secretary of the Agency, and perform the duties of the Secretary in the absence or incapacity of the Secretary.

Section 10. Personnel.

The Chief Administrative Officer/Executive Director, or the General Counsel in the case of the General Counsel's staff, may from time to time employ such personnel as he or she deems necessary to exercise the Agency's powers, duties and functions as prescribed by the Community Redevelopment Law, as amended, of California and all other laws of the State of California applicable thereto. The selection and compensation of such personnel shall be determined by the Chief Administrative Officer/Executive Director, or General Counsel as the case may be, subject to the laws of the State of California. The Chief Administrative Officer/Executive Director shall adopt and implement personnel rules and regulations pursuant to the Community Redevelopment Law of California, as amended.

ARTICLE III - MEETINGS

Section 1. Regular Meetings.

Regular meetings shall be held without official notice at such time and place as may from time to time be determined by resolution of the Agency. If, by reason of fire, flood, earthquake or other emergency, it shall be unsafe to meet in the place designated, the meetings may be held for the duration of the emergency at such place as is designated by the Chairperson.

Section 2. Special Meeting.

A special meeting may be called at any time by the Chairperson, or by a majority of the members of the Agency, by delivering personally or by mail written notice to each member of the Agency and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Agency. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Secretary of the Agency a written consent to the meeting. Notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

Section 3. Adjournment of Meetings.

The Agency may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the Secretary of the Agency may



declare the meeting adjourned to a stated time and place, and he or she shall cause a written notice of the adjournment to be given in the same manner as hereinabove provided in Section 3 for special meetings, unless such notice is waived as provided for special meetings. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjourned meeting is to be held, then it shall be held at the hour specified for regular meetings by resolution, bylaws, or other rule.

#### Section 4. Quorum.

The powers of the Agency shall be vested in the members thereof in office from time to time. Six (6) members shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Except as hereinabove otherwise provided, no action may be taken by the Agency except by affirmative vote of not less than a majority of the full membership of the Agency.

#### Section 5. Order of Business.

The order of business shall be set by Resolution from time to time by the Agency and may be changed at any meeting upon majority vote of the members.

#### Section 6. Recordation of Voting.

The voting on all matters before the Agency shall be recorded, and the ayes and noes and members present and not voting shall be entered upon the minutes of such meeting.

#### Section 6.5 Additional Rules of Procedure.

From time to time, the Agency may adopt additional rules of procedure for the conduct of its meetings, proceedings and business. Such rules may include but are not limited to additional requirements for noticing of Agency agenda items, distribution of information related to agenda items and super majority voting requirements under specified circumstances. An action taken in violation of these additional procedural rules shall not be determined to be null and void if the action was in substantial compliance with the rules, or taken in connection with the sale or issuance of notes, bonds, other evidences of indebtedness, or the action taken gave rise to a contractual obligation upon which a party has in good faith relied. The Secretary of the Agency shall maintain a current listing of all such rules.

Section 7. Robert's Rules.

All rules of order not herein provided for shall be determined in accordance with the latest revised version of Robert's Rules of Order.

Section 8. Public Discussion at Meetings.

a. Items on the Agenda. Any person or group of persons may personally, or through authorized representatives, speak to any item on the Agency agenda. In addition, any person may present written petitions or communications respecting such matters. Public discussion of an agenda item may be heard at the time such item is taken up by the Board, or at any other time during the meeting, at the discretion of the Chairperson. Persons or groups desiring to speak on agenda matters are encouraged to submit a speaker's request card. No person is permitted to speak unless he or she is recognized by the Chairperson and is given permission by the Chairperson to speak.

b. Petitions or Communications Not on Agenda. If a person or group of persons wishes to present to the Board at a Board meeting a written or oral petition or communication which has not been placed on the Board's agenda, such will be permitted at the time the Board takes up "Public Discussion" as shown on the agenda. Any person or group of persons desiring to speak to the Board respecting the subject matter of such petition or communication will be permitted to do so personally or through authorized representatives. Persons or groups desiring to speak are encouraged to submit a speaker's request card. No person is permitted to speak unless he or she is recognized by the Chairperson and is given permission by the Chairperson to speak.

The Board shall not take any action on any matter not appearing on the posted agenda.

c. Time Limits. The Chairperson, in his or her discretion, may set general time limits for each speaker, or for each side of an issue, and may extend such time as he or she may find reasonable under the circumstances or may further limit the time to proceed with the orderly conduct of the meeting.

d. Disorderly Conduct. The Chairperson is authorized to preserve order at all Agency Board meetings and to remove or cause the removal of any person from any meeting for disorderly conduct.

## ARTICLE IV - AGENCY STANDING COMMITTEES

Section 1. The following standing committees of the Agency Board are hereby created:

- Community and Economic Development Committee
- Public Safety, Finance and Strategic Support Committee
- Transportation and Environment Committee

(a) Committee Appointments and Duties of Committee Members.

The Chairperson of the Agency Board of Directors shall appoint the Chairperson, Vice Chairperson and the remaining members of the Committees from among the members of the Agency Board. The term for the Committee appointees shall be for one year, from the first day in January to December 31 and until a successor is duly appointed. Should a vacancy occur for whatever reason, appointment to the vacated position shall be for the unexpired term of the position created by the vacancy.

The Director of Finance of the Redevelopment Agency shall be a non-voting ex officio member of the Public Safety, Finance and Strategic Support Committee.

It is the duty of all Committee members to attend every meeting of the Committee and all members are charged with fulfilling the responsibilities of the Committee. Requests to be excused from attendance shall be a regular item on the Agency Board's consent calendar.

(b) Committee Meetings.

The Committees shall meet regularly and without notice at a regularly scheduled time and location posted by the Committee's Secretary. On occasions when the Committee considers issues of particular interest to the general public, it may, at the direction of the Chairperson of the Redevelopment Agency Board, hold evening meetings to facilitate citizen input.

The Committee may, by majority vote of its membership, set special meetings or adjourned meetings as it deems necessary.

The provisions of the Ralph M. Brown Act (Government Code of the State of California, Section 54950 et seq.) shall apply to the meetings of the Committees.

(c) Committee Rules.

Except as otherwise provided in these rules, the Committee meetings shall be governed as follows:

1. The Chairperson shall preside at meetings of the Committee. If the Chairperson is absent, the Vice Chairperson shall assume the duties of the Chairperson. In the absence of both the Chairperson and the Vice Chairperson, the Committee members present shall elect a Chair Pro Tem.
2. The Chairperson shall direct the order of presentation of the arguments for and against matters for consideration by the Committee, and shall permit questions to be asked by the various members of the Committee, members of the public and the Agency staff in an orderly fashion and in keeping with proper decorum.
3. At the discretion of the Chairperson, the Committees can meet with only two Committee members present at regularly scheduled meetings. If only two Committee members are present at a Committee meeting, they may take action on any matter, but the report to the Board of Directors of the Agency shall reflect the number of members actually voting.
4. The Committee Chairperson, in consultation with Committee staff, shall set the Committee agenda. The Chairperson shall set the date for any continued hearing and shall notify the Committee Secretary of these dates.
5. The Committee Secretary shall be responsible for publishing and posting the Committee agenda in accordance with the Brown Act. An agenda for each Committee meeting shall be delivered to the Chairperson, the Agency Board, and the Agency Board appointees at least four working days prior to the Committee meeting and shall be posted in conformance with the rules for the posting of the Redevelopment Agency Board agenda. The agenda shall be composed of items referred by the Board or Rules and Open Government Committee as well as items within the Committee work plan.
6. A report on matters discussed by the Committee shall be forwarded to the Board and appear on the Board agenda at the second Board meeting following the Committee meeting. Based on extenuating circumstances, the Chairperson of the Committee can direct that an item be reported out at an earlier Board meeting. If the Committee

meets on a Monday, the report shall appear on the agenda at the third Board meeting following the Committee meeting.

7. The Board shall vote to accept the Committee report and to take all actions contained in the report, other than to approve a resolution or contract. Board members who do not concur with the recommendation may request a separate vote or may ask that a "no" vote be recorded with regard to that recommendation. Staff recommendations that are contained in other materials shall be restated in the Committee report or separately agendized for Board consideration.
8. The Committee may recommend to the Agency Board that a resolution be introduced or amended or that a contract be awarded. If the resolution or contract has been prepared before the date on which it shall be considered by the Board, it shall be placed under a separate agenda item and acted upon separately from approval of the Committee report. If the resolution or contract is not ready for formal action, the Committee report shall be understood to provide direction to the City Attorney to prepare the necessary documents upon the Council's acceptance of the Committee report.
9. The assigned staff shall keep a record of the meetings and actions taken by the Committee.
10. No action shall be taken on any item outside a duly constituted Committee meeting.
11. Agency appointees or their designees may attend and speak at all Committee meetings, but shall have no vote therein.
12. The Committee shall report on all matters referred to it by the Board without unnecessary delay. If the Board desires to remove a matter from the jurisdiction of the Committee, it may, at a regular meeting of the Board, discharge said Committee from further consideration of said matter.

(d) Staff Assignments to the Committees.

The Executive Director shall assign adequate support staff, both analytical and clerical, for the Community and Economic Development Committee, Transportation and Environment Committee, and Public Safety, Finance and Strategic Support Committee and said support staff shall deliver to the Committee Chairperson all papers and documents relating to matters referred to the Committee pursuant to these rules. The Secretary for the Committee shall keep a record of attendance and business transacted at

each meeting. Such record shall be provided to the Agency Secretary and it shall be the responsibility of the Agency Secretary to distribute to the Agency Board and the Agency Board appointees a copy of the record from each Committee meeting.

(e) Reports.

The reports of the Committee shall be in writing and shall be presented to the Agency Board. Nothing in this rule shall be construed to prohibit the introduction of minority reports, together with the majority report.

Section 2. Duties of the Committees.

The mission statement for the Public Safety, Finance and Strategic Support Committee is:

To effectively develop, manage and safeguard the Agency's fiscal, physical, technological and human resources to enable and enhance the delivery of Agency services and projects.

The mission statement for the Community and Economic Development Committee is:

To manage the growth and change of the City of San Jose in order to encourage a strong economy, ensure a diverse range of arts, cultural and entertainment offerings, and create and preserve healthy neighborhoods.

The mission statement for the Transportation and Environment Committee is:

To provide the community with safe, secure, and efficient surface and air transportation systems that support San Jose's livability and economic vitality and to provide environmental leadership through policy development, program design and reliable utility services and infrastructure.

Section 3. Joint Meetings.

The Agency Committees will meet jointly with the City's Committees.

## ARTICLE V – RULES AND OPEN GOVERNMENT COMMITTEE

### Section 1. Rules and Open Government Committee.

A Rules and Open Government Committee of the Agency is hereby created.

(a) Rules and Open Government Committee Appointments and Duties of Rules and Open Government Committee Members.

The Agency Rules and Open Government Committee shall be composed of the members of the City Council Rules and Open Government Committee as set forth in the City Council Rules of Conduct.

The Rules and Open Government Committee shall, if requested by the Board, consider and make recommendations on the operations of the Board and rules regarding the Board conduct.

The Rules and Open Government Committee shall also review the Board meeting and Study Session agendas in advance of the Board meeting or Study Sessions and may add or withdraw items as needed except for those items placed on the agenda by a majority vote of Board. The Rules and Open Government Committee's area of responsibility shall include the approval of the Standing Committee's work plan and the City Auditor's work plan. The Rules and Open Government Committee may also refer any item directly to Standing Committees or the Executive Director for consideration. The Rules and Open Government Committee shall also consider and make recommendations to the Board on disputes over public records act requests.

(b) Rules and Open Government Committee Meetings.

The Rules and Open Government Committee shall meet at the same time as the City Council Rules and Open Government Committee as set forth in the City Council Rules of Conduct.

(c) Committee Rules.

The rules included in City Council Rules of Conduct with respect to Committee business, shall govern the conduct of the Agency Rules and Open Government Committee.

(d) Staff Assignments to the Rules and Open Government Committee.

Committee staff shall deliver to each Committee member all papers and documents relating to matters referred to the Rules and Open Government Committee pursuant to these rules. The City Clerk shall

serve as secretary of the Rules and Open Government Committee and shall keep a record of attendance and business transacted at each meeting. Such record shall be provided to the Agency Secretary and it shall be the responsibility of the Agency Secretary to distribute to the Agency Board and the Agency Board appointees a copy of the record from each Rules and Open Government Committee meeting.

(e) Reports.

The reports of the Rules and Open Government Committee shall be in writing and shall be presented to the Agency Board. Nothing in this rule shall be construed to prohibit the introduction of minority reports, together with the majority report.

## ARTICLE VI - AMENDMENTS

### Section 1. Amendments to Bylaws.

The Bylaws of the Agency shall be amended only with the approval of at least a majority of the members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least three (3) days written notice thereof has been previously given to all of the members of the Agency. Such notice shall identify the section or sections of the bylaws proposed to be amended.