City of Sonora
"Queen of the Southern Mines"
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MEMORANDUM

DATE: July 1, 2019

TO: Honorable Mayor, City Council members

FROM: Timothy A. Miller, City Administrator

SUBJECT: Second Amendment to the TCEDA Joint Powers Agreement

RECOMMENDATION: By motion, authorize the Mayor to execute on behalf of the City the Second Amendment to the Amended Joint Powers Agreement of the Tuolumne County Economic Development Authority

DISCUSSION: The attached memorandum from the County Counsel's office describes the need to amend the existing agreement to address issues concerning meeting requirements, public members and quorum issues. The City Attorney has worked with County Counsel's office to prepare the amendment. The changes proposed should address issues that have or may in the future disrupt the dissolution process.

Office of the County Counsel

"Providing Quality Legal Services to the County of Tuolumne"

Sarah Carrillo
County Counsel

Deputies
Christopher Schmidt
Carlyn M. Drivdahl
Cody M. Nesper

Assistant to
County Counsel
Leah Moroles

MEMORANDUM

DATE: June 25, 2019
TO: Board of Supervisors
FROM: Sarah Carrillo, County Counsel SC
Carlyn Drivdahl, Deputy County Counsel CMD
SUBJECT: Consideration of approving the Second Amendment to the Tuolumne County Economic Development Authority Joint Powers Agreement to address meeting requirements, remove public members from the Governing Board and address quorum issues.

As your Board is aware, the TCEDA is in the process of dissolving. The most recent meeting was scheduled for June 14, 2019, but unfortunately it was cancelled due to a lack of a quorum. As a result, our Office drafted the attached Second Amendment to the Amended Joint Powers Agreement of the Tuolumne County Economic Development Authority ("Agreement"). This Second Amendment is intended to address several issues that get in the way of expediting the dissolution process.

1. Governing Board Membership: Section 3.02 of the Agreement sets forth the members of the Governing Board, including three at-large public members. Two of the three at-large public member positions are vacant and there are no plans to fill those positions given the TCEDA will be dissolving. All issues that remain to be addressed are items that directly impact the City and the County, which is most appropriately addressed by the members of the City and County governing bodies. Therefore, the Second Amendment removes all at-large public members from the Governing Board. This will assist with quorum issues as well, given it is extremely difficult to schedule TCEDA Board meetings given the schedules of the current members.

2. Regular Meetings: Section 3.06 of the Agreement addresses Regular Meetings of the Governing Board, which requires the Governing Board to hold one regular meeting per month, unless it cancels a meeting at a noticed regular meeting and publishes the cancellation at least five days in advice. Given there are only a few issues left to be addressed, holding Regular Meetings once per month will not be necessary. Further, if the Governing Board does not hold Regular Meetings once per month, it will not be able to comply with the five-day cancellation notice requirement. Therefore, this Section should be modified to allow more flexibility when it comes to scheduling meetings. As a result, the Second Amendment provides that meetings will be held as necessary, all meeting agendas will be posted on the City website and physically posted on the City and County Administration buildings.

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3. Quorum Issues: Section 3.09 states that four members of the Governing Board constitute a quorum, but this would no longer appropriate if the total membership is made up of four members. Therefore, the Second Amendment revised this Section to reflect that a quorum is a majority of the Governing Body, i.e. 3 votes in the affirmative for an action to pass. Additionally, the requirement that an affirmative vote must include one from a City representative and one from a County representative remains.

Recommendation: Approve the Second Amendment to the Tuolumne County Economic Development Authority Joint Powers Agreement.

SECOND AMENDMENT TO THE
AMENDED JOINT POWERS AGREEMENT OF
TUOLUMNE COUNTY ECONOMIC DEVELOPMENT AUTHORITY

This Amendment #2 ("Amendment #2") is entered into this 2nd day of July, 2019, by and between the County of Tuolumne ("County") and the City of Sonora ("City);

WHEREAS, on November 15, 2011, the County and the City entered into an Amended Joint Powers Agreement of Tuolumne County Economic Development Authority ("Agreement") to continue to provide economic development services to the City and County via the Tuolumne County Economic Development Authority ("TCEDA"); and

WHEREAS, on January 22, 2019, the City and County agreed to Amendment #1, which modified Section 8.02(A) of the Agreement related to Termination and Notice of Unilateral Withdrawal; and

WHEREAS, given that the TCEDA is in the process of dissolving, certain requirements in the Agreement are necessary to allow for an expedited dissolution process; and

WHEREAS, Section 3.02 of the Agreement sets forth the members of the Governing Board, including three at-large public members, which due to the dissolution of TCEDA are no longer necessary to be part of the Governing Board. All issues that remain to be addressed are items that directly impact the City and the County, which should be addressed solely by the members of the City and County; and

WHEREAS, Section 3.06 of the Agreement addresses Regular Meetings of the Governing Board, which requires the Governing Board to hold one regular meeting per month, unless it cancels a meeting at a noticed regular meeting and publishes the cancellation at least five days in advice. Given there are only a few issues left to addressed, holding Regular Meetings once per month will not be necessary, and if the Governing Board does not hold Regular Meetings once per month, it will not be able to comply with the five-day cancellation notice requirement. Therefore, this Section should be modified to allow more flexibility when it comes to scheduling meetings; and

WHEREAS Section 3.09 states that four members of the Governing Board constitute a quorum, but this is no longer appropriate if the total membership is made up of four members. Therefore, this Section should be revised to reflect that a quorum is a majority of the Governing Body, i.e. 3 votes in the affirmative for an action to pass. Additionally, the requirement that an affirmative vote include one from a City and one from a County representative shall remain.

NOW THEREFORE, THE COUNTY AND THE CITY AGREE as follows:

1. Section 3.02 is amended to reflect that the TCEDA Governing Board is made up of four members, two City Council member representatives and two Board of Supervisors representatives. All references to public members in the Agreement are hereby removed.
2. Section 3.06 is amended to provide that the Governing Board will hold meetings as necessary, and subject to the provisions of the Ralph M. Brown Act as set forth in Section 3.07 of the Agreement, to accomplish the dissolution process. All such meeting agendas will be posted on the City of Sonora website and on the City and County Administration buildings.
3. Section 3.09 is amended to provide that a quorum constitutes three (3) members of the Governing Board, which comprises a majority of the Board, and approval of any action requires at least one affirmative vote from a City representative and a County representative.
4. Except as amended herein, all other terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment #2 as of the date written above.

COUNTY OF TUOLUMNE	CITY
By: Karl Rodefer, Chair Board of Supervisors	By: James M. Garaventa, Mayor
ATTEST:	ATTEST:
By: Alicia Jamar Seal Chief Deputy Clerk of the Board	City Clerk Pro Tempore
APPROVED AS TO LEGAL FORM:	APPROVED AS TO LEGAL FORM:
By: Sarah Carrillo, County Counsel	By: Douglas L. White, City Attorney