

EXHIBIT A

REVISED PROCEDURES FOR THE COMPOSITION, ELECTION AND CONTINUING ROLE OF THE CITIZENS' OVERSIGHT COMMITTEE FOR THE RUSSIAN RIVER REDEVELOPMENT PROJECT (REVISED 10/21/08)

ARTICLE 1 PURPOSE AND AUTHORITY

Section 1.1 Purpose. The purpose of this document is to set forth procedures relating to the on-going operation of a Citizens' Oversight Committee and re-election of its membership in connection with the implementation of the Redevelopment Plan for the Russian River Redevelopment Project.

The Sonoma County Board of Supervisors and the Commissioners of the Community Development Commission (CDC) directed CDC to form the Russian River Redevelopment Oversight Committee (RRROC). The initial RRROC members were elected in December 2001; the RRROC has been operational since February 2002. The CDC shall comply with this set of procedures for periodic election of the membership of the RRROC.

Section 1.2 Short Title. These procedures for the operation of the RRROC and periodic election of members thereof shall be known, and may be cited, as the "RRROC Procedures."

Section 1.3 Authority. Procedures for the formation and operation of the RRROC were originally adopted by Concurrent Resolution No. 00-0851. Concurrent Resolution No. 08-0916 of the Board of Supervisors of the County of Sonoma and the Commissioners of the CDC revised the procedures as set forth herein, effective as of the date of said Resolution.

ARTICLE 2 DEFINITIONS

Whenever the following terms are used in these RRROC Procedures, unless otherwise defined, such terms shall have the meaning ascribed to them in this Article 2.

Section 2.1 GENERAL

Section 2.1.1 CDC. "CDC" means the Sonoma County Community Development Commission, which, under direction of the Commissioners of the CDC, is the designated administrative and management agency for the Russian River Redevelopment Project, acting through its Executive Director or any designee who may be assigned the duties and responsibilities for implementing these RRROC Procedures. As used in these Procedures, unless specified as the Commissioners of the CDC, CDC refers to the agency's Executive Director or his/her designee.

Section 2.1.2 County. "County" means the County of Sonoma.

Section 2.1.3 Board of Supervisors. “Board of Supervisors” means the Board of Supervisors of the County of Sonoma.

Section 2.1.4 Owner of Record. The individual(s) or entity(ies) who is/are named on the real property grant deed that has been recorded at the Sonoma County Recorder’s Office.

Section 2.1.5 Project Area. “Project Area” means the area within the boundaries adopted for the Russian River Redevelopment Project as initially set forth in the Redevelopment Plan, and as such boundaries may thereafter be revised from time to time. A map of the Project Area is attached to these RRROC Procedures and incorporated herein.

Section 2.1.6 Redevelopment Plan. “Redevelopment Plan” means the Redevelopment Plan for the Russian River Redevelopment Project adopted by the Board of Supervisors in July 2000, and any amendment thereto.

Section 2.1.7 Russian River Redevelopment Oversight Committee. “Russian River Redevelopment Oversight Committee” or “RRROC” means the advisory committee formed and elected in accordance with these RRROC Procedures.

Section 2.1.8 Resident. “Resident” means any person who owns, rents, leases or otherwise lawfully occupies as his or her principal residence a dwelling unit within the Project Area.

Section 2.2 DEFINITIONS REGARDING CANDIDATE AND VOTER ELIGIBILITY

Section 2.2.1 Business Owner. “Business Owner” means any person or legal entity that presents documentation that the person or entity leases or rents property within the Project Area as a primary business location for the operation of any lawful for-profit or not-for-profit, non-governmental enterprise.

Section 2.2.2 Business Property Owner. “Business Property Owner” means any person or legal entity that presents documentation of being an owner of record of real property in the Project Area used for business, investment, or rental purposes and not for the owner’s personal residence, including real property that is leased for residential or commercial purposes and undeveloped real property, but excluding real property for which property taxes are not required to be paid.

Section 2.2.3 Residential Owner-Occupant. “Residential Owner-Occupant” means any Resident who presents satisfactory documentation of being an owner of record of a dwelling unit within the Project Area that he or she occupies as his or her principal residence.

Section 2.2.4 Residential Property Owner. “Residential Property Owner” means any person who can present satisfactory documentation of being an owner of record of a residential dwelling unit in the Project Area that is not his or her principal residence and that is not rented or leased at any time.

Section 2.2.5 Residential Tenant. “Residential Tenant” means any Resident who can present satisfactory documentation that he or she lawfully occupies as his or her primary residence a dwelling unit within the Project Area not owned by the Resident.

ARTICLE 3
RRROC MEMBERSHIP

Section 3.1 Membership Categories and Numbers of the Members in Each. The RRROC shall consist of nine (9) members, three (3) in each of the following three (3) representative membership categories. For purposes of RRROC membership categories, Business Owners and Business Property Owners together constitute the first membership category; Residential Owner-Occupants and Residential Property Owners together constitute the second membership category; and Residential Tenants constitute the third membership category.

<u>Membership Categories</u>	<u>Number of Members</u>
1. Business Owners and Business Property Owners	3
2. Residential Owner-Occupants and Residential Property Owners	3
3. Residential Tenants	3
Total	9

Section 3.2 Terms of Service. Terms of members shall be four years each, unless adjusted per the terms of Section 3.3, below.

Section 3.3 Vacancies in Membership Categories. Vacancies on the RRROC will be filled by appointment by a majority vote of a quorum of the RRROC following a process determined by the RRROC. The appointed person shall provide satisfactory documentation that he/she qualifies for the membership category that is vacant. The term of the appointment shall extend until those elected at the next regular RRROC election are seated. The position vacated and replaced by RRROC appointment will be included in the next regular RRROC election, and the term of office of the person elected to that position shall be two years if the remaining term of the vacated position was more than two years at the time a replacement member was appointed to the vacated position.

Section 3.4 Continued Eligibility to Serve. In order to continue as a member of the RRROC, each member must retain his/her Project Area and category eligibility throughout their term of service, and must comply with all applicable laws and procedures. If conditions of eligibility change or lapse for any member, the RRROC shall declare a vacancy in that position. If the RRROC fails to do so within 60 days of the occurrence of the facts creating the change or lapse in eligibility, a vacancy may be declared by the Sonoma County Board of Supervisors.

Section 3.5 Excessive Absences. If a member has more than three (3) unexcused absences in a twelve (12) month period from any meeting of the RRROC, the RRROC may, by majority vote of a quorum of its members, declare the member with excessive absences no longer eligible and that his or her position is vacant.

Section 3.6 Quorum and Actions of the RRROC. A quorum shall be required for official actions of the RRROC. A quorum shall constitute 51% or more of filled positions. Actions of the RRROC shall be determined by a majority vote of the quorum at any duly constituted meeting.

Section 3.7 Officers. The RRROC shall elect a Chairperson and Vice-Chairperson annually at its regular meeting in February or, if the February meeting is canceled, at the next regular meeting that is held.

Section 3.8 Meetings. All meetings of the RRROC shall be noticed in accordance with applicable laws and with County requirements and shall be open to the public, except as otherwise authorized by the Ralph M. Brown Act (the "Brown Act"). Closed session items are limited to those allowed under the Brown Act.

ARTICLE 4 VOTER AND CANDIDATE ELIGIBILITY

Section 4.1 Eligibility Requirements Applicable to Voters and Candidates. Any person eligible for RRROC elected membership is also eligible to vote in a RRROC election.

Section 4.2 Candidate and Voter Eligibility. To establish eligibility for RRROC elected membership or to vote in a RRROC election, a person must be at least 18 years of age and a member of at least one of the Membership Categories set forth in Section 3.1 and more fully defined in Section 2.2.

Section 4.3 Candidate Declarations. Candidates must declare their candidacy through a process to be determined by CDC prior to the candidate declaration deadline with evidence that they qualify for candidacy in their chosen Membership Category. The CDC will use the Sonoma County Tax Assessor's property tax rolls and the Registrar of Voters' rolls as proof of eligibility under Membership Categories related to property ownership and residency in the Project Area. Persons declaring candidacy in any Membership Category who are not listed on either of these two lists will be required to provide sufficient alternate documentation as determined by the CDC to demonstrate eligibility in the Membership Category for which they are declaring their candidacy.

Section 4.4 Registering to Vote in RRROC Elections. (a) Eligible persons must register to vote through a process to be determined by the CDC, either at the CDC's administrative offices or at such other location designated by the CDC, prior to the close of polls for each RRROC election. The CDC will use the Sonoma County Tax Assessor's property tax rolls and the Registrar of Voters' rolls as proof of voter eligibility under Membership Categories related to property ownership and residency in the Project Area. Persons who are not listed on either of these two lists will be required to provide sufficient alternate documentation to demonstrate eligibility in at least one Membership Category.

(b) Registration to vote will remain valid for subsequent RRROC elections as long as the voter's name remains listed on the Sonoma County tax assessor or Registrar of Voters' rolls as evidence of property ownership or residency in the Project Area. Persons who are not listed on either of these two lists will be required to provide sufficient alternate documentation to

demonstrate eligibility to vote under at least one Membership Category for each RRROC election.

(c) Persons who submitted an eligible ballot in the 2007 RRROC election are considered as registered to vote in subsequent RRROC elections, subject to the requirements set forth in subsection (b) above regarding remaining listed on the tax assessor or Registrar of Voters' rolls or alternate documentation of continued eligibility.

(d) The CDC shall not be responsible for postal delivery errors or delays. Failure of a voter to request registration materials, request a ballot, or establish his or her eligibility in a timely manner shall not constitute grounds for a challenge to the validity of the election.

Section 4.5 Properties with Multiple Owners. For any Membership Category based upon ownership of real property, only one ballot may be cast for each property, regardless of the number of owners of record. Only one owner of record may be registered to vote on the basis of property ownership for each property in the Project Area at any given time. For properties with multiple owners, it shall be up to the owners to agree amongst themselves which one of them will register to vote on the basis of ownership of the property. The CDC will accept the registration of any owner of record for each property, as long as another owner of record is not already registered on the basis of property ownership for that property. The one owner of record who is registered to vote on behalf of a property may be changed between elections by submitting 1) a signed affidavit by the owner currently registered to vote terminating their registration status, and 2) a request for registration to vote from another documented owner of record.

Section 4.6 Businesses with Multiple Owners. A Business Owner that is an entity may cast only one ballot, regardless of the number of persons owning the business entity. For business entities with multiple owners, it shall be up to the owners to agree amongst themselves which one of them will register to vote on the basis of ownership of the business. The CDC will accept the registration of any one of the owners, as long as another owner is not already registered on the basis of ownership for that business. The one owner who is registered to vote on behalf of a business may be changed between elections by submitting 1) a signed affidavit by the owner currently registered to vote terminating their registration status, and 2) a request for registration to vote from another documented owner of the business.

Section 4.7 Multiple Qualifying Conditions. A person with multiple qualifying conditions shall be entitled to cast only one ballot regardless of the number of properties that person owns or other conditions that otherwise provide the basis for qualification. Each eligible voter may vote for a maximum of one candidate for each elected membership position to be filled.

ARTICLE 5 RRROC ELECTION

Section 5.1 Notice of Opportunity to Serve and to Vote. The CDC will give notice of the opportunity to serve on the RRROC and to vote in the RRROC election in the manner described below, at least thirty (30) days prior to the opening of candidate filing for the RRROC election.

Notices and other publicity for the RRROC election will include an explanation of the eligibility criteria for candidates and voters, and general registration and voting instructions.

If the CDC has acted in good faith to comply with the notice requirements this Section, failure of the CDC to provide the required notice shall not, in itself, invalidate the RRROC election or the actions of the RRROC.

Section 5.2 Public Notice. The CDC will publish a Public Notice of the opportunity to serve on the RRROC and to vote in the RRROC election, and of all candidate forums and/or meetings leading up to and including the election of the RRROC at least one (1) time in a newspaper of general circulation within the Project Area at least fifteen (15) days prior to any such events.

Section 5.3 News Releases. The CDC will send news releases regarding the opportunity to serve on the RRROC and to vote in the RRROC election, and of all candidate forums and/or meetings leading up to and including the election of the RRROC to all newspapers of general circulation within the Project Area in sufficient time to be published at least five (5) days prior to the events.

Section 5.4 Posted Notices. The CDC will post notice or distribute flyers regarding the opportunity to serve on the RRROC and to vote in the RRROC election at conspicuous locations in the Project Area.

Section 5.5 Other Means to Publicize. The CDC may use other means to publicize the opportunity to serve on the RRROC and to vote in the RRROC election as they determine to be reasonable and effective.

Section 5.6 Mailing: Ballots and Voter Pamphlets. The CDC will mail ballots and voter pamphlets no later than forty-five (45) days prior to the election to those individuals who are registered to vote in the RRROC election. The CDC shall not be held accountable for postal delivery errors or delays.

Section 5.7 Two Candidate Forums. Two candidate forums will be held in the Project Area prior to the election. At each forum, candidates will be given the opportunity to make remarks and attendees will be given the opportunity to ask questions of the candidates. The first forum will be held no sooner than seven (7) days after the Mailing (Section 5.6, above); the second forum will be held no later than ten (10) days prior to the day of the election. One of the forums will be held during daylight hours on a weekend day; the other forum will be held during the evening hours of a weekday. One (1) of the forums will be held in Guerneville; the other forum will be held in Monte Rio.

Section 5.8 Balloting. Ballots may be mailed or delivered to the CDC staff. If mailed, ballots must be mailed so as to be received by CDC staff no later than the day prior to the election. If delivered, ballots must be delivered to CDC staff no later than 5 p.m. on the day of the RRROC election at the designated ballot collection location within the Project Area. Ballot collection will end promptly at 8 p.m. on the day of the RRROC election. The CDC shall not be

held accountable for late or non-delivery of ballots due to postal delivery errors or delays or any other cause.

Section 5.9 Election Day. Ballot collection, counting of the ballots and announcement of the election results will take place at the designated ballot collection location on the day noticed for the election. CDC staff will be continuously on hand from 5 PM until the results of the election have been announced. Ballot counting will commence at 5 PM by a method approved by the RRROC and the CDC staff and will include impartial observers.

Section 5.10 Announcement of Results. CDC staff will announce the election results as soon as possible after all the ballots have been counted. The candidates receiving the highest vote total for each vacant position in each membership category shall be elected.

Section 5.11 Tie Breaking. If a tie occurs, the winner shall be determined by the toss of a coin.

Section 5.12 Campaigning. No campaign materials, signs, buttons, or other means of influencing votes for a particular candidate or group of candidates will be allowed within 100 feet of the facility in which the ballots are collected on Election Day.

ARTICLE 6 RRROC CERTIFICATION

Section 6.1 Validity Challenges. Decisions made by the CDC regarding eligibility to become a RRROC member or to vote, the sufficiency of evidence provided in support of such eligibility, interpretation of these RRROC Procedures or any other matter pertaining to the implementation of these RRROC Procedures shall be final; provided, however, that any person or group who believes that any such decision was arbitrary or not made in good faith, or who believes that any matter relating to the RRROC election or these RRROC Procedures was or is unfair, arbitrary, unreasonable, or illegal, may file a written challenge to the election or electoral process stating the facts of the situation and the reason why it is being challenged.

A written challenge to the election or electoral process will be filed with the CDC staff no later than fifteen (15) days following the election. The validity of all challenges shall be determined by the Board of Supervisors by resolution adopted within thirty (30) days following the close of the challenge period. The Board of Supervisors may reject any challenge to the election if it finds, in its sole discretion, that the challenge is not supported by fact, involved only a minor procedural defect or did not affect the results of the election.

Section 6.2 County Finding and Election Certification. After the RRROC election and adoption of a resolution of the Board of Supervisors determining the validity of any duly filed challenges to the election or electoral process, if any, the Board of Supervisors shall adopt a resolution finding that the election and electoral process substantially complies with the provisions of these RRROC Procedures, and certifying the RRROC membership, as elected. This action shall take place only after the validity of all challenges, if any, have been determined. All actions referenced in this Section 6.2 shall occur in a duly noticed public meeting of the Board of Supervisors.

ARTICLE 7
ROLE AND FUNCTIONS OF RRROC

The RRROC shall perform the role and functions set forth in this Article 7 to assist the CDC in the implementation of the Redevelopment Plan.

Section 7.1 Recommendation of Projects. The CDC will not implement a Project using Russian River Redevelopment Project funds or assets without the affirmative recommendation of the RRROC that the Project be implemented. As used in these RRROC Procedures, a “Project” means any of the following, if it involves the use of Russian River Redevelopment Project funds or assets:

- (a) the acquisition, construction, rehabilitation or demolition of any public improvement or public facility or the provision of financial assistance for any of the foregoing;
- (b) the acquisition or disposition of any public or private property;
- (c) the execution of any owner participation agreement, disposition and development agreement, loan agreement or other agreement with a property owner or developer for the construction of capital improvements (except as limited by subparagraph (d) of this Section 7.1); or
- (d) the approval of a program of redevelopment financial assistance (including loans, grants, guarantees or other financial assistance) intended to be made available to a class of qualifying recipients in accordance with adopted program guidelines or standards, such as a commercial rehabilitation loan program, a homeownership or rental housing rehabilitation loan or grant program, or a first-time homebuyer affordable housing assistance program; provided that, for a Project of the type described in this subparagraph d., an affirmative Oversight Committee recommendation must be obtained with respect to the overall program design as set forth in program guidelines or standards, and not with respect to each individual loan, grant or other assistance to any individual recipient following adoption of the program guidelines or standards.

Section 7.1.1 The CDC may submit proposed Projects to the RRROC for its review and recommendation. The CDC may choose not to implement a Project that is affirmatively recommended by the RRROC due to budgetary or other considerations.

Section 7.1.2 The RRROC shall adhere to the Sonoma County Policy Guidelines for Use of Redevelopment Funds during its review and recommendation process.

Section 7.1.3 Notwithstanding anything in these RRROC Procedures to the contrary, the CDC is not required to seek the recommendation of the RRROC (a) with respect to the form of any agreements entered into by the CDC, including any agreements to carry out a Project as defined above, (b) for any agreements entered into or actions taken by the CDC for the purpose of carrying out administrative, planning, marketing, or other non-capital redevelopment activities relating to the Russian River Redevelopment Project (as solely determined by the CDC), (c) for

any other agreements or actions not involving a Project as defined above, or (d) for any agreement relating to the tasks set forth in Sections 7.2 or 7.3 below. The CDC will routinely consult with the RRROC on planning, marketing, and other non-capital redevelopment activities.

Section 7.2 Annual Budgets and Five-Year Implementation Plans. The CDC shall seek the guidance of the RRROC regarding each annual budget for expenditure of funds pursuant to the Redevelopment Plan, each five-year implementation plan for the Project Area prepared pursuant to Health and Safety Code 33490 (the "Implementation Plan"), and each amendment to an adopted Implementation Plan, by submitting a draft of each of the foregoing documents to the RRROC, for its review and guidance, not less than thirty (30) days prior to formal action by the Commissioners of the CDC on each such document.

Section 7.3 Initial Tasks. As part of its initial tasks and functions following formation, the RRROC was requested by the Board of Supervisors and the Commissioners of the CDC to: (a) review and provide advice to the CDC on any appropriate revisions to the initial five-year Implementation Plan as set forth in Section VI of the Report on the Redevelopment Plan dated March 2000, including advice regarding the focusing of redevelopment affordable housing funds to assist housing units affordable to low and very low income households; and (b) begin to develop community design standards and/or guidelines for the Project Area, working with CDC and County Permit and Resource Management Department staff.

Section 7.4 Additional Tasks and Functions. Following consultation with the RRROC, the CDC may request the RRROC to perform such additional tasks and functions as may be appropriate to assist the CDC in implementing the Redevelopment Plan in a manner that assures adequate local community input and guidance.

ARTICLE 8 GENERAL PROVISIONS

Section 8.1 Implementation. The governance of the Russian River Redevelopment Project lies with the Board of Commissioners of the CDC. The CDC is the designated administrative and management agency for the Russian River Redevelopment Project, and has the responsibility for carrying out Russian River Redevelopment Project projects and activities. The role of the RRROC is advisory, and the RRROC has no independent authority except as expressly provided in Article 7. All administrative and other support for the RRROC shall be provided exclusively by the CDC, at levels to be determined by the Executive Director of the CDC or his/her designee. Except as expressly provided in Section 7.1, no action of the Board of Commissioners of the CDC shall be invalid or subject to challenge solely by reason of a failure to follow any of the procedures herein. The CDC is authorized to formulate and take all actions necessary or appropriate to implement these RRROC Procedures.

Section 8.2 Compensation of RRROC Members. The members of the RRROC shall serve without compensation or reimbursement for expenses.

Section 8.3 Voting of RRROC Matters. Once elected, RRROC members may vote on any matter before the RRROC, subject to the conditions and limitations of the Political Reform Act and applicable regulations and rulings regarding conflict of interest.

Section 8.4 RRROC Agenda and Meetings. RRROC meetings shall be held in accordance with the provisions of the Ralph M. Brown Act. Agenda for RRROC meetings shall be determined by the Executive Director of the CDC or his/her designee and the Chair of the RRROC, or in the absence of the Chair, the Vice-Chair of the RRROC.

Section 8.5 RRROC Operating Procedures. The RRROC may develop such operating procedures as are approved by the Executive Director of the CDC or his/her designee, provided that the operating procedures do not conflict with these Procedures or with any applicable laws, regulations, or local policies.

Section 8.6 Project Task Groups. Nothing in these Procedures is intended to limit the inherent authority of the Executive Director of the CDC or his/her designee to establish from time to time such task groups as he/she deems necessary and appropriate for advice on issues related to Russian River Redevelopment Project projects and activities. The Executive Director or his/her designee will seek recommendations from the RRROC for appointees to any such project task groups; however, only the Executive Director or his/her designee may appoint task group members and he/she is not obligated to appoint all or only persons recommended by the RRROC. The RRROC may not establish project task groups, ad hoc committees, or any other subcommittees, and any and all ad hoc and subcommittees that have been previously established and appointed by the RRROC are hereby disbanded.

Section 8.7 RRROC Records. CDC shall maintain the official records of the RRROC. All RRROC members shall provide copies of all written correspondence and other documents related to RRROC business to the CDC.

Section 8.8 Special Procedures and Circumstances: If a Portion of the Project Area is Deleted. In the event that a portion of the Project Area is deleted by a court of competent jurisdiction after adoption of the Redevelopment Plan and formation of the RRROC, the RRROC shall continue to operate and the CDC shall determine whether all or some of the RRROC members from the deleted area are no longer eligible for RRROC membership and whether an election shall be held to replace such ineligible members.

ARTICLE 9 AMENDMENT OF RRROC PROCEDURES

The Board of Supervisors may amend these RRROC Procedures to make any necessary adjustments or changes to effectively operate the RRROC and elect its membership. Any such amendment shall be adopted only after consultation with the RRROC and shall be at a duly noticed public meeting.