



PALMDALE

a place to call home

**CITY COUNCIL MEETING
SPECIAL
EDWARDS FEDERAL CREDIT UNION
COMMUNITY ROOM
39963 10TH STREET WEST
PALMDALE, CA 93551
THURSDAY, NOVEMBER 16, 2023
3:00 PM
www.cityofpalmdale.org**

WELCOME

1. CALL MEETING TO ORDER

***Note: All City Council memberships are reflected in their City Council titles.**

2. ROLL CALL

MAYOR BETTENCOURT, MAYOR PRO TEM ALARCÓN, COUNCILMEMBERS
BISHOP, LOA, OHLSEN

3. PLEDGE OF ALLEGIANCE AND MOMENT OF SILENCE

PUBLIC COMMENT RULES:

“(California Government Code Section 54954.3).

(a) Every agenda for a special meeting shall provide an opportunity for members of the public to directly address the legislative body on any item that has been described in the notice for the meeting, before or during the legislative body’s consideration of the item, that is within the subject matter jurisdiction of the legislative body, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by subdivision (b) of Section 54954.2 [section omitted].

(b) (1) The legislative body of a local agency may adopt reasonable regulations to ensure that the intent of the subdivision (a) is carried out, including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker.

(2) Notwithstanding paragraph (1), when the legislative body of a local agency limits time for public comment, the legislative body of a local agency shall provide at least twice the allotted time to a member of the public who utilizes a translator to ensure that non-English speakers receive the same opportunity to directly address the legislative body of a local agency.”

In furtherance of Section 54954.3 of the Brown Act, the public is allotted to speak a total of three (3) minutes on the entirety of the Consent Calendar, New Business and Closed Session. As specified in the Brown Act, a speaker utilizing a translator will receive twice the amount of time specified.

4. PUBLIC COMMENTS:

CONSENT CALENDAR, NEW BUSINESS, AND CLOSED SESSION: Now is the time for public participation on items listed on the Consent Calendar, New Business, and Closed Session. Each speaker is allotted three (3) minutes total on the entirety of the above sections.

5. CONSENT CALENDAR

All matters listed under the Consent Calendar will be enacted by one motion unless an item(s) is pulled by Council, in which case the item(s) will be removed from the Calendar and will be considered separately following this portion of the Agenda.

5.1 Waive full reading of the Resolution(s) and/or Ordinance(s) to be considered and voted on at this meeting. (This permits reading the title only in lieu of reciting the entire text.)

5.2 Approve Agreement between the City of Palmdale and Tripepi, Smith & Associates, Inc. (already providing services to the City of Palmdale for EPIC and film programs) in the amount not to exceed \$480,000 for comprehensive media, telecommunications, social media, community outreach, and all related or necessary communications services and authorize the City Manager, or her designee, to take all necessary or desirable actions necessary to implement the services required by the City.

[Staff_Report_Communications_Support_Services.docx](#)

[Exhibit A - Tripepi Smith Proposal.pdf](#)

[City of Palmdale - AGENDA ITEM - Tripepi, Smith and Associates, Inc. \(A-8626\) - 11-08-2023 - Preview.pdf](#)

6. NEW BUSINESS

6.1 Adopt Resolution No. CC 2023-052, a Resolution of the City Council of the City of Palmdale establishing the Code of Conduct for public officials; and adopt

Resolution No. CC 2023-081, a Resolution of the City Council of the City of Palmdale establishing Rules of Orders for meetings of the City Council, City commissions, committees and boards.

[Reso_-_Code_of_Conduct_for_Public_Officials_-_11_16_23.docx](#)

[Reso_-_Rules_of_Order_for_Public_Meetings_-_11_16_23.docx](#)

[Rosenberg's Rules.pdf](#)

7. PRESENTATION BY CITY ATTORNEY

7.1 CONFERENCE WITH LEGAL COUNSEL - ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Government Code 54956.9(d)(2): 4 potential cases

8. ANNOUNCEMENT BY CITY ATTORNEY

9. ADJOURNMENT

Americans with Disabilities Act (ADA) Accommodations

In accordance with the Americans with Disabilities Act of 1990, if you require a disability-related modification or accommodation to participate in this meeting, please contact the City Clerk's Office at (661) 267-5151 at least 72 hours prior to the meeting.

If you require oral Spanish translation, please contact the City Clerk's Office at (661) 267-5151 at least 72 hours prior to the meeting.



City Council Staff Report

DATE: NOVEMBER 16, 2023

TO: HONORABLE MAYOR AND CITY COUNCIL

FROM: CITY MANAGER DEPARTMENT COMMUNICATIONS DIVISION

DISTRICT: ALL

SUBJECT: APPROVE AGREEMENT BETWEEN THE CITY OF PALMDALE AND TRIPEPI, SMITH & ASSOCIATES, INC. (ALREADY PROVIDING SERVICES TO THE CITY OF PALMDALE FOR EPIC AND FILM PROGRAMS) IN THE AMOUNT NOT TO EXCEED \$480,000 FOR COMPREHENSIVE MEDIA, TELECOMMUNICATIONS, SOCIAL MEDIA, COMMUNITY OUTREACH, AND ALL RELATED OR NECESSARY COMMUNICATIONS SERVICES AND AUTHORIZE THE CITY MANAGER, OR HER DESIGNEE, TO TAKE ALL NECESSARY OR DESIRABLE ACTIONS NECESSARY TO IMPLEMENT THE SERVICES REQUIRED BY THE CITY

ISSUE

Approve Agreement between the City of Palmdale and Tripepi, Smith & Associates, Inc. (already providing services to the City for EPIC and film programs) in the amount not to exceed \$480,000 for comprehensive media, telecommunications, social media, community outreach, and all related or necessary communications services and authorize the City Manager, or her designee, to take all necessary or desirable actions necessary to implement the services required by the City.

RECOMMENDATION

Staff recommends that the City Council:

1. Approve Agreement No. A-8626 between the City of Palmdale and Tripepi, Smith & Associates, Inc. (already providing services to the City for EPIC and film programs) in the amount not to exceed \$480,000 for comprehensive media, telecommunications, social media, community outreach, and all related or necessary communications services; and,
2. Authorize the City Manager or her designee to take all necessary or desirable actions necessary to implement the services required by the City.

BACKGROUND

The City of Palmdale, a chartered city, has full authority to conduct business and governance municipal affairs to best benefit the City of Palmdale and its residents. Sections 100, 101, 102, and 302 of the City Charter, as supported by Palmdale Municipal Code Section 3.08.140, including but not limited to section 3.08.140(A) and California Government Code Sections 4529.10 and 53060 expressly empower the City Council to hire professional and special services, as determined exclusively by the City executives, including the Director of Finance as incorporated into the Director of Operations, based on demonstrated skills, experience and abilities absent any solicitation or request for proposals. Based on the experience the City has had and currently has, the firm Tripepi, Smith & Associates, Inc. is capable and competent to provide media, communication, and public outreach skills desired by and deemed necessary for the delivery of municipal communications.

DISCUSSION

The City's Communication Division has been significantly impacted by staff vacancies and temporary leaves coupled with increased work requests for communications support from other City departments. Staffing is needed to stabilize the number of work requests, increase productivity, and provide timely deliverables of work products so issues are not further exacerbated.

Tripepi, Smith & Associates possesses deep experience in over 100 California cities, providing a full range of knowledge and capabilities the City seeks. This municipal government familiarity is unique to Tripepi Smith due to the firm's size and area of focus. Their technical background as a website developer and expertise in the CivicPlus Content Management System (CMS) makes the firm uniquely qualified to address the City's website needs, which the City has identified as a high-priority project.

Additionally, the firm has recently conducted work for Palmdale EPIC Energy and the City's Film Bureau Strategic Plan, making them familiar with the City of Palmdale. This work has oriented Tripepi Smith to key City staff and demonstrated first-hand the firm's engagement experience and the quality of their work product.

FISCAL IMPACT

The cost for communication support services with Tripepi, Smith & Associates, Inc. for one year is estimated not to exceed \$40,000 per month of services provided for a total estimated cost of \$480,000. Funds will be made available in accounts 10117001-721960 upon agreement approval.

STRATEGIC PLAN

Report to Mayor and City Council
Re: Agreement No. A-8626 with Tripepi, Smith & Associates, Inc.
November 16, 2023
Page 3

Goal III: Invest in infrastructure to improve community livability.

A. Seek innovative, cost effective, customer focused methods of service delivery.

Prepared by:	Sara Gallagher, Deputy City Manager
Certified as to availability of Funds:	Janelle Samson, Director of Operations
Approved by:	Ronda Perez, City Manager
Approved as to form:	William P. Curley, III, City Attorney

ATTACHMENTS

1. Agreement No. A-8626
2. Exhibit A – Tripepi Smith Proposal

COMMUNICATION SUPPORT SERVICES

Proposal submitted to: **City of Palmdale**

Submitted: November 13, 2023

Ryder Todd Smith, Co-founder & President

Melanie James, Senior Business Analyst

VALID FOR 60-DAYS

SINGLE SOURCE COMMUNICATIONS



Contents

COVER LETTER..... 3

SINGLE SOURCE COMMUNICATIONS 4

 An Overview of Tripepi Smith..... 4

 Who We Are 4

 General Approach 5

PROJECT PLAN 6

 1. Monthly Metrics..... 6

 2. Graphic Design..... 6

 3. Cloud Webmaster 7

 4. Council Chamber Video Production..... 7

 5. Social Media Management..... 7

COST PROPOSAL 8

RATES AND OTHER MINUTIAE..... 11

 Agreements..... 11

 Declarations..... 14

APPENDIX A: REFERENCES AND CLIENT LIST 15

 References..... 15

 Some of Our Clients..... 16

APPENDIX B: SAMPLES 17

 Explore samples more fully: www.TripepiSmith.com/PalmdaleFilm..... 17

APPENDIX C: KEY PERSONNEL..... 21

COVER LETTER

Thank you for the opportunity to talk to you about how Tripepi Smith can help the City deliver on range of communications needs. We're excited to get started quickly.

This proposal describes Tripepi Smith as a communications firm that lives right where public agencies and messaging overlap. It will also present our approach to the developing the Strategic Plan and present our cost structure. Whether it is cities, counties, special districts, associations or private sector partners, Tripepi Smith has a strong record of collaboration in California and beyond. This work includes writing, communications, design, videography, marketing, business development and other related services.

Samples previously provided to the City are viewable at:
www.TripepiSmith.com/PalmdaleFilm

The Tripepi Smith Advantage

Tripepi Smith is unique: our mix of creative prowess and policy competency is rare. This means we offer "single source communications"—able to apply the breadth of insight and skills to make every deliverable meaningful, engaging and effective.

We want to work with Palmdale Film Bureau to fulfill its vision for the Strategic Plan. We understand that this proposal is preliminary, pending actual planning with key stakeholders. Tripepi Smith's price proposal is valid for sixty (60) days after submission.

I sincerely hope we can be your partner and look forward to working with your team.



Ryder Todd Smith, Co-Founder & President, Tripepi Smith
ryder@tripepismith.com • (626) 536-2173

PO Box 52152, Irvine, CA 92619

Ryder is the contact person for the proposal evaluation period.

SINGLE SOURCE COMMUNICATIONS

An Overview of Tripepi Smith

Most important: we understand local government. Tripepi Smith combines creative thinking with a deep awareness of how communications drive positive impact on communities. As a firm, we are committed to **#ABL—“always be learning.”** This means that we never stop adding ways we support the local government sector and sharing that knowledge amongst our team. Since our founding in 2000, we have expanded what we do, becoming a single source for various communication and creative needs. Tripepi Smith fosters an atmosphere of cross-pollination in which civic insight, creative thinking and practical expertise all combine to make us who we are.

Service Areas



To learn more about our services, visit www.TripepiSmith.com/Services

Who We Are

The Co-Founders: Nicole Smith & Ryder Todd Smith

CFO Nicole Tripepi Smith is a second-generation civic-affairs professional (her father was a city manager for 28 years). President Ryder Todd Smith brings over two decades of public agency marketing and communications experience to the table.

The Team

Tripepi Smith’s growing team of communications experts offers the right professionals for any job—and ensures we are nimble, responsive and cost effective. Experienced principals, directors and analysts drive strategy and mold messaging. Public affairs experts and policy wonks manage communication solutions for a large list of clients. Creative professionals fashion compelling branding, websites, print and digital design, social media, photography and video.

THE RESULT:

We have an ability to tell a complete story across mediums all within our one team.

General Approach

Tripepi Smith sets small teams for client engagements. Although we are large enough to offer overlapping coverage, a small primary team is still most efficient and gets to know the client best. At the start of every design project, we identify the goal, platform, budget and intended messaging. This allows us to bring aboard the right expertise and creative professionals. Our firm offers services that address not only traditional media such as print, websites, logo design and advertising, but also non-traditional marketing services around email campaigns, social media, blogging, SEO, video production and more. This integrated approach to content development makes the process more efficient and effective for clients.

We strive to breathe life into communications, and we work to strengthen client brands because we know that consistent branding builds trust and helps audiences engage and understand more. We believe in the power of design, and we believe that designing for the public is powerful. But we also know that good design is all for naught if implementation is sloppy, so we are highly detail oriented when it comes to the minutiae of our design process. We understand how to set complex projects, how to make PDFs accessible to assistive technology, how to drive social media engagement up and drive costs down—all while making it look great.

Content x Distribution = IMPACT

Tripepi Smith was born in the digital era and brings significant technical skills to the table. Members of our team carry technical certifications in Hootsuite Social Media Marketing, Facebook Blueprint, Google Advertising, Google Analytics and Twitter Flight School, among others. We take digital seriously and recognize how critical it is to not only develop great visuals and messaging, but to ensure the audiences we want to reach actually see that content. Without content distribution there is no IMPACT.

Tripepi Smith Testimonial

“We’ve turned to Tripepi Smith for support on a number of communications projects over the past four years, and Ryder and his team have always delivered high-quality work.”

Tripepi Smith’s graphic design skills are excellent and reflect a familiarity with local government that is important to the design process.

”



Brian Babcock

Communications Officer
City of Cupertino (as of 2022: City of Mountain View)

PROJECT PLAN

1. Monthly Metrics

Tripepi Smith believes in the power of data to inform good communications. Digital platform provide tremendous for data resources to document the efforts of the communications team to delvier on City Communications. Tripepi Smith often provides monthly metrics reports to our clients that summarize social media, website, media releases and other key metrics. The goals of these summary reports are to create accountability for the team and to highlight the work being delivered to City Staff leadership and, ultimately, the City Council if desired by the City Manager.

The monthly metrics report not only includes summary data, but also benefits from an insightful narrative provided by our team of communication experts.

The exact metrics we report are to be determined and will be scoped out in a kickoff meeting. This service is normally priced on a fixed fee basis and Tripepi Smith will review the scope and provide a fixed price to then seek authorization to deliver the report.

2. Graphic Design



Tripepi Smith recognizes the important interplay of public affairs and design. It's about presenting ideas that advance communities and public institutions. So we create materials that engage audiences and make ideas resonate. Our creative experts design across the board; we lead entire rebrands but also recognize that sometimes, you just need a postcard made. Working with various agencies everyday solidifies our designers as experts in local government messaging, so not only do they make materials look great, but they also understand how to configure content to be engaging, informative and effective.

To view samples of our work, visit www.TripepiSmith.com/Work

Tripepi Smith's creative professionals have worked with public and private clients on imagery, colors and graphic design in an array of projects. Our firm offers creative services that address not only traditional media such as print, websites, logo design and advertising but also non-traditional marketing services around email campaigns, social media, blogging, SEO, video production and more. This integrated approach to content development makes the process more efficient and more effective for clients.

Our team will collaborate with the Palmdale team to determine the most effective way to convey design requests and import design request details to ensure we can deliver efficiently for the City and Departments.

3. Cloud Webmaster



Tripepi Smith is deeply experienced in web develop and content management support. Our team has worked with the content management system for website providers like CivicPlus, Granicus, Revize, and WordPress. These team members use their general web knowledge and hands-on CMS experience to provide effortless content manage services for public agencies. Additionally, our team can leverage our in-house writing professionals to edit or write existing website copy if needed. The result is that Tripepi Smith Cloud Webmaster services can help our clients deliver on the promise of their websites.

The City has noted a need to both provide immediate content management support services for the website and to execute on audit on the existing pages to update content or correct grammar and punctuation. Tripepi Smith has proposed that we identify the 100 most commonly visited pages and prioritize the content updates on these pages first, then work through additional pages as needed.

Meanwhile, at the direction of the City, Tripepi Smith can also handle ongoing website updates to quickly modify content based on department requests. The methodology for determining the validity of these requests to ensure a secure process will need to be coordinated with the City Staff.

4. Council Chamber Video Production



Tripepi Smith is familiar with and has worked in several agencies providing council chamber video production work. Our team knows the flow council meetings, hardware platforms and general details of how to execute on chamber production.

5. Social Media Management



Tripepi Smith manages social media for dozens of public agencies and executes the work from planning the social media to monitoring comments on social media. We leverage Canva to improve visuals and are experts across the board on various social media platforms. Tripepi Smith is available to manage all social media for the City.

COST PROPOSAL

This provisional cost estimate is based on a project scope not yet fully defined. Actual costs will vary depending on the actual scope of work (including length and complexity of content, graphic assets required, rounds of revision, items produced, etc.). We are assuming that all work, excluding the Monthly Metrics Report, will be handled with time and materials billing. Tripepi Smith remains open to flexing out scope of work with the City to adjust to market changes and needs of the agency.

Service Delivery	Estimated Costs	Notes
Monthly Metrics Report	Likely \$700 – \$1,100 / month depending on extent of reporting, connection with Sprout Social, narrative	We can connect Sprout Social and you can also Connect the Hootsuite Tool. That will help moderate costs. The number of SM channels you wish to report on will affect metrics
Graphic Design Support	\$2700 / week for about 20 hours a week of work	We are assuming work will be primarily delivered by a Junior Graphic Artist with oversight and QA from more senior resources. Note that senior resources may also do some work, but often their experience means total time is less and costs are similar.
Website Content Clean Up	\$12,000 for 100 Pages	Assumes about an hour a page using our more junior resources whenever possible and elevating to a more senior resource only when needed. Also assumes modest grammar and punctuation review. Complete rewrites may add significant time on some pages.
Website Content Management	\$1,200 / week	This presume about ten hours a week of content management is needed to address the queue of department requests.

Weekly Planning and Coordination Meetings	\$900 / week	Meeting with TS account leaders and City communications staff to plan for the communications and review past week of activity.
Social Media Management	\$1,075 / Week	Producing five social media posts a week, covering 7 days a week social media monitoring, distribution via Sprout Social enterprise account from Tripepi Smith.
Content Writing	\$900 / Week	Content writing includes news stories for the City website, press releases and other 500 word short format informative stories. This assumes two per week or 8 a month.
Chamber Video Production	\$630 / Meeting	Assumes one hour of travel time, one hours pre meeting QA check, one hour post meeting wind down and video deployment, plus a three-hours meeting. Estimate assumes a one person crew needed, but if two are required, we will need to adjust estimate. There will be some ramp up costs initially to cross train resources and document the entire system.

Based upon this general scope of work, we are anticipating a monthly cost estimate of \$34,513. This does not include any random ad hoc work that is likely to be requested of Tripepi Smith or other ad hoc work that may arise, including: crisis communications, internal advices on special projects, internal communication assets, press conferences, media calls, special projects like ballot measure education, video production of PSA's and other video content, stock photography shoots.

Tripepi Smith has proposed that all initial work is on a time and materials basis given the dynamic situation and potential scope adjustment. Once we have settled into work, Tripepi Smith will be happy to amend our agreement with the City to align a fixed monthly fee scope with a baseline level of work, then cover additional work on an ad hoc basis.

Tripepi Smith advises an initial not-to-exceed contract value of \$480,000 which should get the contract through an initial FY if not full 12-month period. Variability is subject to the range of services requested of the firm.

RATES AND OTHER MINUTIAE

	Hourly - Standard	Hourly - Retainer
Principal	\$350	\$295
Director	\$240	\$215
Art/Creative Director	\$240	\$215
Senior Business Analyst	\$190	\$165
Business Analyst	\$130	\$110
Junior Business Analyst	\$105	\$90
Senior Videographer/Animator	\$190	\$165
Senior Photographer	\$160	\$135
Senior Graphic Designer	\$175	\$145
Graphic Designer	\$120	\$100
Junior Graphic Designer	\$105	\$90
Web Developer	\$195	\$165
Drone Operator	\$195	\$165
Photographer	\$105	\$90

Agreements

Retainer Agreements

Many Tripepi Smith clients have a fixed baseline of work they need done every month, and then they layer in time & materials work on top of that. These clients, when their retainers exceed \$6,750 a month, can have access to our reduced Hourly – Retainer rates noted above for any ad-hoc work. Should we amend our scope of work to a fixed retainer arrangement in the future, this option will be available to the City.

Fixed Price Agreements

Clients may desire a well-defined project to be accomplished by Tripepi Smith. Examples can include a video or a website project or well-defined budget summary document. In these cases, Tripepi Smith can provide a fixed price alternative to the client.

Flexible Time & Materials Agreements

Tripepi Smith can build flexibility into agreements based on time & materials. In cases where Tripepi Smith provides an estimate of time and resources required (based on the hourly rate schedule shown above), we can offer terms that offset some uncertainty. Additionally, depending on the nature of the engagement or project, Tripepi Smith can provide weekly or monthly budget reports that track cost vs. estimate.

Tripepi Smith's agreed to hourly rates, retainer rates and equipment fees are subject to an annual increase of 5% or the National CPI index, whichever is greater, upon the anniversary of the contract date.

Billing

Time at Tripepi Smith is billed in 15-minute increments – i.e. we invoice our time in the following examples: 1.25, .75, 4 or 6.5 hours.

If Tripepi Smith is requested to be onsite, we will invoice for travel time at half rate of the resource's Standard Rate. Travel costs will be reimbursed when agreed upon by the client.

Tripepi Smith will invoice for our time and materials work on the last day of the month for that month's work. Invoice terms are net 30 days. If fixed price work is requested and authorized, the milestone payments will be determined via email authorization from the City.

Other Costs

Because Tripepi Smith offers a broad set of services, including extensive content production, we have some other content production-related fees that may come up during the course of our engagement that we want to tell you about.

Equipment Fees

Tripepi Smith offers some services that require equipment, such as drone operations and video production. As such, in those cases, the following rates apply:

	Half Day	Full Day
Video Equipment	\$400	\$600
Drone Equipment	N/A	\$500

\$600 for a full day of video equipment use (includes full set of video equipment). Full day is defined as a shoot lasting four (4) or more hours. \$400 for a half day of video equipment use. Half day is defined as anything up to four hours of video production. All such expenses will be authorized by the organization prior to fee being assessed.

\$500/day drone fee applies and is not inclusive of the drone operator time (Drone Operator rate).

Print & Advertising Fees

	Client Pays Directly	Client Reimburses TS
Print costs, digital promotion, media placement	No Fees	10%

Print Costs: Tripepi Smith is happy to use a printer of the client’s choosing for print production work, or to recommend a printer with whom we have experience. Tripepi Smith typically has the printer bill the client directly for work. Tripepi Smith makes no money on print services and has no economic interest in the selected print vendor other than ensuring quality and fair pricing for our clients. If Tripepi Smith is asked to pay the bill for the client, we will apply a 10% agency fee to the reimbursement expense.

Digital Advertising: Tripepi Smith is a Google Partner and Constant Contact Solution Provider and has Facebook Certified staff. We consider digital platforms to be a cornerstone element of any outreach strategy; often this comes with digital advertising fees. Tripepi Smith typically uses a client’s credit card to cover such fees, and those fees are impossible to estimate at this time without our firm being engaged in the work with the team. If a Tripepi Smith credit card is used to run the advertising campaign, then we will charge an additional 10% agency fee on all advertising charges to compensate for the administrative overhead.

Media Placement: Purchase fees for advertising media space is not included on Tripepi Smith advertising proposals. Usually, clients contract directly with media, but in the event Tripepi Smith covers these fees, then we will charge an additional 10% agency fee on all advertising charges to compensate for the administrative overhead.

Tripepi Smith Partnership Discounts

Tripepi Smith has financial interest in certain related entities. These partnerships allow Tripepi Smith to offer clients extra media reach or additional services at partner pricing. Partnerships include:

PublicCEO — www.PublicCEO.com

Digital news about public affairs, reaching over 17,000 California government executives.

Civic Business Journal — www.CivicBusinessJournal.com

Digital interest stories about the people in local government.

FlashVote — www.FlashVote.com

Planning, implementing, measuring civic surveys.

TS Talent Solutions — www.TSTalentSolutions.com

Talent search services for local government and related agencies.

Declarations

Authorization

As co-founder and president of Tripepi Smith, Ryder Todd Smith is qualified to enter into agreements and to make the statements on behalf of the firm. This proposal is valid for sixty (60) days from date of submission.

Incorporation

Founded in 2000 and incorporated in 2002 as a California S Corporation, Tripepi Smith is based in Orange County. FEIN: 73-1642614 California Business License: C2414674

Conflict of Interest Disclosure and Ethics

Tripepi Smith operates in a complex marketplace that is more political than most industries. As a result, conflicts of interest (real or perceived) can arise. The first and foremost obligation of Tripepi Smith is to outline all existing client relationships to prospects to let the prospect determine if a conflict exists. Currently, Tripepi Smith does not see any conflicts with our existing work and the proposed work. We do work with the City of Lancaster and Palmdale Water District. We also have done work in the City with the Economic Development team and the Palmdale EPIC Energy CCA.

To read more about Tripepi Smith's commitment to ethics:

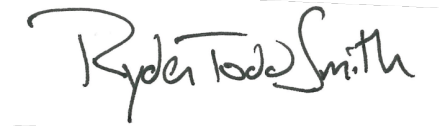
www.TripepiSmith.com/About-Us/#ethics

Tripepi Smith & Associates, Inc.

PO Box 52152, Irvine, CA 92619

Ryder@TripepiSmith.com • (626) 536-2173

www.TripepiSmith.com



APPENDIX A: REFERENCES AND CLIENT LIST

References

City of Culver City

Shelly Wolfberg, Asst. to the City Manager

310.253.6008 • shelly.wolfberg@culvercity.org

Communications Assessment, strategy and action items, social media management, social media and media monitoring, ongoing communications support, videography, monthly metrics reporting, photography, graphic design, bi-weekly client calls and crisis communications.

City of Napa

Jaina French, Community Relations

707.258.7843 • jfrench@cityofnapa.org

Communications planning, content development, website support, graphic design, quarterly content meetings, Spanish translation, metrics reporting

City of Indian Wells

Peter Castro, Deputy City Manager

760-346-2489 • pcastro@indianwells.com

Communications planning, website support, graphic design, event staffing, editorial calendar, digital newsletter, photography, videography, program management

Some of Our Clients

Tripepi Smith has been selected to work with approximately 200 local government agencies to help with their communications. We can provide you with contacts for any of these clients if desired and are confident you will find them to be quite happy with our services.

City of Aliso Viejo	City of Manteca	County of Merced
City of American Canyon	City of Martinez	County of Fresno
City of Azusa	City of Millbrae	County of Sonoma
City of Bellflower	City of Morgan Hill	County of Santa Barbara
City of Burlingame	City of Murrieta	County of Kings
City of Claremont	City of Napa	California City Management Foundation
City of Coronado	City of Norwalk	California Contract Cities Association
(City of) Culver City	City of Oakley	CalChoice Energy CCA
City of Cupertino	City of Orange	California Joint Powers Insurance Authority
(City of) Daly City	City of Orinda	California State University San Marcos
City of Danville	City of Palm Desert	Citrus Heights Water District
City of Duarte	City of Palmdale	Claremont McKenna College
City of El Cerrito	City of Paramount	Costa Mesa Sanitary District
City of Fountain Valley	City of Pismo Beach	El Toro Water District
City of Foster City	City of Placentia	Independent Cities Association
City of Fullerton	City of Pomona	Independent Cities Finance Authority
City of Gilroy	City of Rancho Palos Verdes	Inland Empire Utilities Agency
City of Grover Beach	City of Rancho Mirage	Institute for Local Government
City of Hawaiian Gardens	City of Riverbank	League of California Cities
City of Huntington Beach	City of Rolling Hills Estates	Municipal Management Association of Northern California
City of Indian Wells	City of San Fernando	Municipal Management Association of Southern California
City of Industry	City of Santa Ana	Orange County City Manager Association
City of Irvine	City of Santa Clarita	Orange County Sanitation District
City of La Cañada Flintridge	City of Santa Cruz	Palmdale Water District
City of La Palma	City of Santa Paula	Rowland Water District
City of La Puente	City of Saratoga	San Gabriel Valley City Managers' Association
City of La Verne	City of Stanton	Climatec
City of Lake Forest	City of South Gate	HdL Companies
City of Laguna Hills	City of Tracy	National Demographics Corporation
City of Laguna Niguel	City of Vallejo	
City of Lancaster	City of Vista	
City of Livermore	City of Walnut	
City of Lomita	City of Westlake Village	
City of Lynwood	(City of) Yuba City	
City of Manhattan Beach	Town of Los Altos Hills	
	Town of Windsor	

APPENDIX B: SAMPLES

Explore samples more fully: www.TripepiSmith.com/PalmdaleFilm

City of Livermore

Strategic Plan

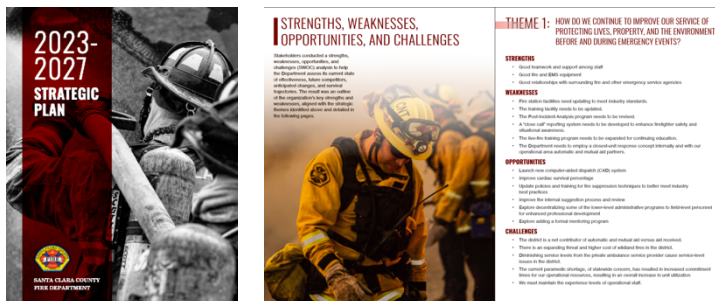
The City of Livermore works with Tripepi Smith on several things. In 2023, Tripepi Smith helped Livermore design their 2022 Strategic Plan, complete with a central infographic and iconography for the sections. Then Tripepi Smith created a video overview of the Strategic Plan, using that infographic as kind of navigational element interspersed with footage.



Santa Clara County Fire Department

Strategic Plan

Tripepi Smith assists the Santa Clara County Fire Department with a wide variety of design, including the recent creation of their recent multi-year Strategic Plan.



City of Aliso Viejo

Econ Dev Brand, Book, Infographics, Presentation

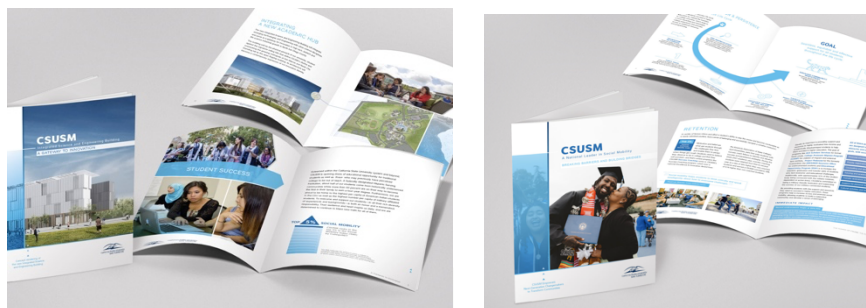
The Economic Development department at the City of Aliso Viejo asked Tripepi Smith to design materials that would build support for planned redevelopment, as well as provide clear information to local businesses about the process. Our designers used GIS maps to create several phase maps, with several matching infographics. We also created the presentation materials with engaging photography, layout and covers for a pocket-folder, enclosed USB, presentation booklet and matching PowerPoint presentation.



California State University San Marcos

Case Statement Brochures/Folders

In 2022, California State University of San Marcos worked with Tripepi Smith Principal, Katherine Griffiths, and Creative Director, Kevin Bostwick, towards the creation of a case statement brochure for their planned Integrated Science & Engineering building. Katherine worked with the CSUSM development and communication teams to write the compelling story of CSUSM's important role as an engine for tech and learning, and Kevin designed a high-end brochure with rich imagery, infographics, and a built-in folder pocket to hold templated inserts the University could customize. The approach worked so well that the University came back in 2023 to have Katherine and Kevin do the same—this time on a 24-page brochure building the case for funding and expanding the University's powerful mission to be a national center for social mobility.



Culver City

Community-facing Materials for Initiatives (Rent Control, Mobility/Transit)

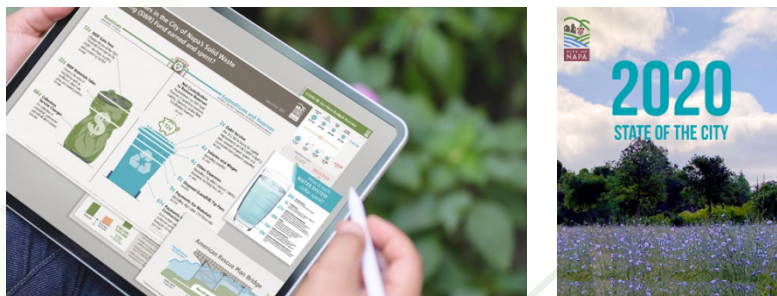
Tripepi Smith has an ongoing engagement with Culver City for communications in support of ballot measures and other complex information related to tax and real estate regulation. This ongoing informational initiative included design for several media. This ranged from print (e.g. posters and flyers) to digital (explainer videos and content for social media and web). Tripepi Smith Art Director Kevin Bostwick created a “decision tree” infographic to help tenants and landlords navigate the complexity of new rent control regulations. The infographic was designed to be modular, displayable whole but also configured to work within the constraints of the City’s web platform and create a click-through, decision making visual aid. In 2021, Tripepi Smith Director Jennifer Fitzgerald and Art Director Kevin Bostwick created a sub-brand for Culver City Transportation in support of their MOVE initiative to transform how residents get around.



City of Napa

State of the City, Fiscal Infographics

Tripepi Smith has been engaged with the City of Napa since late 2019. While the City originally engaged us for retainer services focused on social media creation and management, content writing and website support, they quickly expanded our engagement to include ad hoc graphic design support, video editing, infographic design and HR outreach and promotion. In addition to drafting, scheduling, and monitoring social media posts across all City platforms, Tripepi Smith has drafted written content such as letters from the City Manager, press releases, and radio scripts. On an ad hoc basis, we have completed detailed financial infographics that outlined the potential effects of COVID-19 on City finances (one of these infographics was featured in a MarketWatch article), wrote and designed their 2020 State of the City booklet, edited videos that told the story of local business and City support throughout the pandemic and more.



City of Cupertino

Budget at a Glance, Periodicals, Reports, Branding

After providing the City of Cupertino with a communication assessment in 2015, the City further engaged Tripepi Smith in 2017 to update their style guide and refresh their brand identity. While maintaining the integrity of the current city seal and logo, the City of Cupertino now has an expanded color palette and a clearly defined typography set as a part of their identity. In the process of updating the style guide, Tripepi Smith also updated some of their city templates to be more streamlined and user friendly. In 2019, Tripepi Smith used these brand standards for the City of Cupertino's graphic design. In addition to their monthly publication Scene, Tripepi Smith created infographics and enhanced the layout for their annual Climate Action Plan report.



City of Indian Wells

Budget at a Glance, Financial Planner, Infographics, Mailers

Tripepi Smith used engaging information graphics to translate their budget data into an engaging "Budget-at-a-Glance" mailer that successfully put the information in front of the community in a digestible way.



APPENDIX C: KEY PERSONNEL

Below are for team writers and graphic designers. Full resumes available upon request, or learn more at:

www.TripepiSmith.com/Our-Team

Professional Graphic Design Experience

Creative Director.....Kevin Bostwick 25+ years	+ Creative Direction, Branding, Strategy
Senior Graphic Designer.....Kjerstin Wingert .. 8 years	+ Art Direction, Branding, Photography
Senior Graphic Designer.....Sara Madsen 5 years	+ Web Designer, Graphic Design
Senior Graphic Designer.....Melanie James 7 years	+ Sr. Web Designer, Graphic Design
Junior Graphic Design Alexis Mendez..... 1 year	+ Graphic Design
Junior Graphic Designer.....Jenni Wechsler.... 1 year	+ Animation, Graphic Design

*Above list does not include additional photographers, videographers, animators.



Katherine Griffiths, APR – Principal / Editorial Lead

With more than 25 years of experience in nonprofit advancement, Katherine is an award-winning writer and creative director whose work with municipal and higher education clients has earned accolades from the California Association of Public Information Officers, the Council for the Advancement and Support of Education and the College Fraternity Editors Association. Her proficiencies include strategic planning, executive messaging, content development, proofreading and copyediting.

Katherine joined the Tripepi Smith team in November 2016. She previously was director of community relations for the Paine Art Center and Gardens, associate editor for *The ANCHORA* of Delta Gamma Fraternity, publications editor and director of creative services for Claremont McKenna College and a communications consultant for the Claremont University Consortium, Pomona College, Scripps College and the Marshall School of Business at the University of Southern California.

She currently supports administrative and creative projects for Bayshore Consulting, California Choice Energy Authority, California Joint Powers Insurance Authority, Clean Energy Alliance, Energy for Palmdale's Independent Choice, Mt. San Antonio Gardens, MuniEnvironmental, Pico Rivera Innovative Municipal Energy, Pomona Choice Energy, Scripps College and Renne Public Law Group. Her municipal clients include the City of Saratoga and the City of Snoqualmie, Washington.



Melanie James – Senior Business Analyst & Graphic Artist

Melanie James is a talented graphic artist, expert on the WordPress platform, a skilled project manager and a lead for Tripepi Smith's cablecasting and videography services. She has managed and delivered dozens of successful website development projects and has a full suite of creativity skills rooted in her formal graphic arts education. Her skills cover the full Adobe Creative Suite and into HTML and CSS. In addition, she has managed an array of projects ranging from robust digital advertising campaigns to comprehensive video production projects.

Her clients include City of Tracy, City of Daly City, City of Bellflower, City of Huntington Beach, City of Fullerton, City of La Cañada Flintridge, City of Menifee, City of Paramount, Santa Clara County Fire Department, Rowland Water District, and Placer Mosquito Vector Control District. Melanie is a certified Hootsuite Social Marketing Professional and Constant Contact Certified Solutions Provider and has completed the University of Southern California Executive Education Forum for Local Leaders and the University of California, Irvine Public Policy Making Academy II.



Kevin Bostwick – Creative Director

Kevin Bostwick is an experienced Art Director and creative manager. He delivers powerful ideas visually, distilling unexpected stories from challenging content and designing media for understanding and absorption. He directs and executes for digital, interactive and print mediums, delivering across a blend of channels, particularly for learning, data-display and presentation. His work for major clients has included digital tools, logos, presentation, interactive learning, advertising and print design. He navigates the whole ecosystem, working with high-powered stakeholders to shape concepts, UX, branding, strategy, writing, asset management, information architecture and infographics.

Kevin's clients have included California State University San Marcos, Clean Energy Alliance (power provider for the cities of Carlsbad, Del Mar, Escondido, Oceanside, San Marcos, Solana Beach and Vista), Orange County (Health & Human Services, Social Services), City of Aliso Viejo, Culver City, City of Napa, City of San Leandro, City of Manteca, City of Livermore, City of Palmdale, Pivot Charter Schools, California Joint Powers Insurance Authority and Renne Public Law Group.



Kjerstin Wingert – Senior Graphic Artist / Photographer

Kjerstin is a Senior Graphic Designer with Tripepi Smith. After studying Business Administration at both the Ecole Supérieure Libre Des Sciences Commerciales Appliquées in Paris and Concordia University in Irvine, Kjerstin went on to receive her Advanced Production Certificate in Graphic Design from Golden West College in Huntington Beach. She began working as a freelance graphic designer in 2012 and joined the Tripepi Smith staff in 2015. Kjerstin has advanced knowledge of various creative platforms including Adobe Illustrator, Adobe Photoshop and Adobe InDesign. Kjerstin has experience leading an array of creative projects including layout, graphic design, illustration and creative concept development.

Her client work includes: City of La Cañada Flintridge, City of Culver City, City of Duarte, City of Cupertino, City of Saratoga, City of Livermore, California Joint Powers Insurance Authority and Costa Mesa Sanitary District. Kjerstin is a certified Hootsuite Social Marketing Professional. She also completed the University of Southern California Executive Education Forum for Local Leaders and the University of California, Irvine Public Policy Making Academy.



Sara Madsen – Senior Business Analyst / Graphic Artist

Sara Madsen has a skill set that is simultaneously wide and deep, ranging from graphic design to website development to account and project management; she is one of Tripepi Smith's most trusted 'Swiss Army knives.' With a formal education in marketing and environmental sustainability from San Diego State University, Sara brings technical prowess and creative savvy to the clients she serves. Her work as a Senior Business Analyst includes providing key account management support and project leadership, while concurrently delivering on a variety of creative projects.

Her clients include City of Laguna Hills, City of Lomita, City of Paramount, City of Orange, City of Yucca Valley, City of Indian Wells, City of Pico Rivera, Clean Energy Alliance, CalChoice, Pomona Choice Energy, Palmdale Energy, Pivot Charter Schools, California Urban Forest Council, Renne Public Law Group and TS Talent Solutions. Sara is certified as a Google Analytics, Constant Contact Certified Solutions Provider and Hootsuite Social Marketing Professional. She has also completed the Public Policy Making Academy II at the University of California, Irvine and the Executive Education Forum for Local Leaders at the University of Southern California.



Jenni Wechsler – Junior Graphic Designer

A strategic thinker, fast learner with a strong work ethic and passion for graphic design, Jenni Wechsler brings experience in graphic design, photography and video editing. With a degree in Psychology from University of Southern California, she knows not only how to tell a story, but how to creatively tailor it to convey the vision and values of an organization. She enhanced her graphic design skills during her time freelancing at Relationship Cubed, where she designed branding, course materials and photo assets. In addition, she is versed in the nuances of the psychology world.

Jenni's client work includes graphic design for City of Irvine, Culver City, City of Jurupa Valley, City of San Fernando, City of Southgate, City of Costa Mesa, City of Lomita, City of La Cañada Flintridge, City of Orinda, Costa Mesa Sanitary District, Pomona Choice Energy and Clean Energy Alliance (power provider for the cities of Carlsbad, Del Mar, Escondido, Oceanside, San Marcos, Solana Beach and Vista). Jenni is a certified Hootsuite Social Marketing Professional.

**AGREEMENT NO. A-8626
CONTRACT FOR CONSULTANT SERVICES
BETWEEN THE CITY OF PALMDALE AND TRIPEPI, SMITH AND ASSOCIATES,
INC.**

THIS CONTRACT FOR CONSULTANT SERVICES ("Contract" herein) is made and entered into by and between the City of Palmdale a public body corporate and politic, (hereinafter called "CITY") and TRIPEPI, SMITH AND ASSOCIATES, INC. (hereinafter called "CONSULTANT"). This Contract shall become effective on the date of the last signatory.

RECITALS

WHEREAS, City desires to engage CONSULTANT to provide certain consultant services; and

WHEREAS, CONSULTANT represents that CONSULTANT has the expertise and is qualified to perform the services described in this Contract. And, if required, is duly registered under the laws of the State of California; and

WHEREAS, CONSULTANT desires to accept such engagement.

NOW, THEREFORE, the parties agree as follows:

1 DESCRIPTION OF WORK

1.1 The City hereby engages CONSULTANT, and CONSULTANT accepts such engagement, to provide the following services:

Refer to Exhibit A, Item 1 attached.

CONSULTANT shall perform and complete all such work and services in a manner satisfactory to CITY.

1.2 Project deliverables shall be reviewed and approved by CITY to determine acceptable completion. CITY shall have the right to review and inspect the work during the course of its performance at such times as may be specified by CITY.

1.3 CONSULTANT shall not accept any change of scope, or change in contract provisions, unless issued in writing, as a contract change order or amendment and signed by CITY. Any extensions of time must be mutually agreed upon in writing and executed by both parties.

1.4 CITY shall provide to CONSULTANT, without charge, all data, program information, including reports, records, maps, and other information, now in CITY's possession, which may facilitate the timely performance of the work.

2 CITY PROJECT MANAGER

To provide the services required by this Contract, CONSULTANT shall act under the authority and approval of a Project Manager appointed by CITY. The City Project Manager will oversee the work under this Contract, assist CONSULTANT with any necessary information, audit billings, and approve payments. CONSULTANT shall channel reports, deliverables and special requests through the City Project Manager.

3 CONSULTANT'S KEY PERSONNEL

CONSULTANT's Team and Key Personnel are as follows:

Ryder Todd Smith, President
Kevin Bostwick, Creative Director
Melanie James, Account Manager

This Consultant Services Contract has been awarded to CONSULTANT based on its representation that those personnel and subcontractors listed above will perform the portions of the work listed herein. CONSULTANT shall not deviate nor substitute any of these team members without prior written approval by CITY.

4 COMMENCEMENT AND COMPLETION OF WORK

The execution of this Contract by the parties does not constitute an authorization to proceed. The services of CONSULTANT shall commence when CITY, acting by and through its Project Manager, has issued an Authorization to Proceed. CONSULTANT shall complete all the work described in Section 1 and submit final deliverables within Three Hundred and Sixty-Five (365) Calendar days following CONSULTANT's receipt of Authorization to Proceed. CONSULTANT shall have no claim for compensation for any services or work, which has not been authorized by CITY's Authorization to Proceed.

5 TAXES

5.1 CONSULTANT shall pay all sales, consumer, use, and other similar taxes required to be paid by CONSULTANT in accordance with state and local laws.

5.2 CONSULTANT is an independent contractor and shall have no power or authority to incur any debt, obligation or liability on behalf of CITY. No person employed by CONSULTANT or acting on its behalf, in connection with this Contract shall be considered the Agent or employee of CITY.

5.3 CONSULTANT shall be required to obtain a current City of Palmdale business license, as required by the Palmdale Municipal Code, before an Authorization to Proceed is issued.

6 PATENT FEES AND ROYALTIES

CONSULTANT shall pay all license fees and royalties and assume all costs incident to the use, in the performance of the work or the incorporation in the work of any

invention, design, process, product or device which is the subject of patent rights or copyrights held by others. If a particular invention, design, process, product or device is specified by CITY for use in the performance of the work and if, to the actual knowledge of CITY, its use is subject to patent rights or copyrights calling for the payment of any license fee or royalty to others, the existence of such rights shall be disclosed by CITY in the contract documents. CONSULTANT shall indemnify and hold harmless CITY and anyone directly or indirectly employed by CITY from and against all claims, damages, losses and expenses (including attorneys' fees) arising out of any infringement of patent rights or copyrights incident to the use in the performance of the work, or resulting from the incorporation in the work of any invention, design, process, product or device not specified by CITY, and shall defend all such claims in connection with any alleged infringement of such rights.

7 STANDARDS OF PERFORMANCE

CONSULTANT shall be responsible for the completeness and accuracy of its services and work and documents resulting there from, and CITY shall not be responsible for discovering deficiencies therein. CONSULTANT shall correct any such deficiencies or errors without additional compensation and without cost to CITY, except to the extent any such deficiency is directly attributable to deficiencies in CITY-furnished information.

8 CONSULTANT'S PERSONNEL

8.1 All services required under this Contract shall be performed by CONSULTANT, or under CONSULTANT'S direct supervision, and all personnel shall possess the qualifications, permits and licenses required by State and local law to perform such services.

8.2 CONSULTANT shall be solely responsible for the satisfactory work performance of all personnel engaged in performing services required by this Contract, and compliance with all reasonable performance standards established by CITY.

8.3 CONSULTANT shall be responsible for payment of all CONSULTANT's employees' and subcontractor's wages and benefits and shall comply with all requirements pertaining to the employer's liability, workers' compensation, unemployment insurance, and Social Security.

8.4 CONSULTANT shall indemnify and hold harmless CITY, and its respective officers, agents and employees from and against all claims, demands, damages or costs arising from CONSULTANT's acts or omissions with respect to any liability, damages, claims, costs and expenses of any nature arising from alleged violations of personnel practices.

9 COMPENSATION

9.1 For all of work and services including the various phases of tasks as described in Section 1, CITY shall pay to CONSULTANT an amount not to exceed the sum of Four Hundred and Eighty Thousand dollars (\$480000), payable as follows:

Refer to Exhibit A, Item 1 attached.

The Contract Price is CONSULTANT'S estimate of its charges for all the services, including all labor, equipment, material, subcontractor, and reimbursable costs, to be provided under this Agreement. Progress payments shall be made on a time and material basis. Final payment shall be made upon completion of all services and City acceptance of all deliverables, not-to-exceed the Contract Price.

9.2 CONSULTANT shall perform no work in excess of the total contract price without prior written approval of CITY. Total contract price includes expenses related to travel to and from CITY to meet with City and to appear, if so required, before City Council or any other board or commission of CITY.

9.3 CONSULTANT shall maintain adequate records and shall permit inspection and audit by CITY of CONSULTANT's charges under this Contract. CONSULTANT shall make such records available to CITY during normal business hours upon reasonable notice. Nothing herein shall convert such records into public records, and they will be available only to CITY and any specified public agencies. Such records shall be maintained by CONSULTANT for one (1) year following completion of the work under this Contract unless a longer period of time is required by state or federal law, in which event CONSULTANT shall retain its records for the time required by such laws.

9.4 No payment made hereunder by CITY to CONSULTANT, shall be construed as an acceptance by CITY of any work or materials, nor as evidence of satisfactory performance by CONSULTANT of its obligations under this Contract.

10 INDEMNIFICATION

To the fullest extent permitted by law, CONSULTANT and any contractors or subcontractors working on its behalf agree to indemnify CITY, its officers, employees, agents and elected and appointed boards (hereinafter "Indemnified Parties") for any loss, claim, demand, cause of action, cost, expense, damage, obligation or liability which arises out of or is in any way connected with the performance of any work under this agreement, including any acts or omissions, willful misconduct or negligent conduct, whether active or passive, on the part of CONSULTANT, its contractors or subcontractors, and regardless of any acts, omissions or negligence (whether active or passive) of any person or entity indemnified hereunder. At their own expense, CONSULTANT and, as applicable, any contractors or subcontractors working on its behalf, shall defend any suit, claim or action against the Indemnified Parties founded upon such loss, claim, demand, cause of action, cost, expense, damage, obligation or

liability. CONSULTANT shall ensure that the contract of any contractor or subcontractor working under this agreement contain an indemnity agreement, requiring the contractor or subcontractor to indemnify and defend the Indemnified Parties pursuant the terms set forth above. CONSULTANT shall indemnify the Indemnified Parties, and save it harmless from any and all loss, damage, costs, expenses and attorney's fees suffered or incurred on account of any breach of the aforesaid obligations and covenants, and any other provision or covenant of this agreement.

11 INSURANCE

11.1 CONSULTANT, at its expense, shall maintain in effect at all times during the performance of work under this Contract not less than the following coverage and limits of insurance, which shall be maintained with insurers listed "A" or better in the Best's Insurance Guide and authorized to do business in the State of California.

Proof of Insurance, as identified in Section 11.8, must be reviewed and accepted by the City Attorney.

11.1.1 Workers' Compensation and Employer's Liability

- Workers' Compensation—coverage as required by the State of California
- Employer's Liability:
 - \$1,000,000.00 each accident
 - \$1,000,000.00 policy limit bodily injury
 - \$1,000,000.00 each employee bodily injury by disease

11.1.2 Professional Liability (Errors & Omissions) Insurance*

- \$1,000,000 limit on a per occurrence basis

11.1.3 Commercial General Liability

- \$1,000,000.00 limit on a per occurrence basis
- \$2,000,000.00 general aggregate limit

11.1.4 Commercial Automobile Liability

- \$1,000,000.00 combined single limit including owned, non-owned and hired automobile coverage

11.2 All of CONSULTANT's policies shall contain an endorsement providing that written notice shall be given to CITY at least thirty- (30) calendar days prior to termination, cancellation or reduction of coverage in the policy.

11.3 Policies providing for bodily injury and property damage coverage shall contain the following:

- A. An endorsement extending coverage to the CITY as an additional insured, in the same manner as the named insured, as respects liability arising out of the performance of any work under the Contract. Such insurance shall be primary insurance, as respects the interest of the CITY, and any other insurance

maintained by the CITY shall be considered excess coverage and not contributing insurance with the insurance required hereunder. The certificate and endorsements shall state: "The City of Palmdale, the Successor Agency of the Community Redevelopment Agency of the City of Palmdale, Palmdale Civic Authority, Industrial Development Authority of the City of Palmdale, Palmdale Airport Authority, their officers, agents, employees and volunteers are named as additional insureds."

B. "Severability of Interest" clause.

11.4 Promptly on execution of this Contract, and prior to commencement of any work, CONSULTANT shall deliver to CITY certificates of insurance and endorsements to all required policies demonstrating that CONSULTANT has the required coverage and showing the required named insureds. Within five (5) days of written request from CITY, CONSULTANT shall deliver to CITY full and complete copies of all insurance policies required by this Contract.

11.5 The requirements as to the types and limits of insurance to be maintained by CONSULTANT are not intended to and shall not in any manner limit or qualify CONSULTANT's liabilities and obligations under this Contract.

11.6 Any policy or policies of insurance that CONSULTANT elects to carry as insurance against loss or damage to its equipment and tools or other personal property used in the performance of this Contract shall include a provision waiving the insurer's right of subrogation against CITY.

11.7 All insurance coverage must be maintained throughout the duration of this Contract.

11.8 Acceptable Proof of Insurance:

11.8.1 ACORD Certificate of Insurance listing all coverages, limits, deductibles and insureds; and endorsements for all applicable coverages if agent has authority to issue it. Additional insured Form CG20101185 or CG20100707 and CG20370704 or equivalent must be provided for general liability coverage. Additional insured form CA0001 must be provided for automobile liability coverage.

11.8.2 Agents must confirm that policy endorsements have been ordered from the respective insurance companies. Upon issuance, policy endorsements listing all insurers must be submitted to the City Attorney.

11.8.3 *When professional (E&O) liability coverage is provided on a "claims made basis", CONSULTANT will continue to renew the insurance for a period of five (5) years after this Agreement expires or is terminated. Such insurance will have the same coverage and limits as the policy that was in effect during the term of this Agreement, and will cover CONSULTANT, or its officers, employees, or agents during the time this Agreement was in effect.

11.9 Notwithstanding any other provision of this Contract, CITY may immediately terminate this Contract if, at any time CONSULTANT fails to maintain the required insurance for any period of time or fails to comply with any of the insurance requirements listed above.

11.10 CONSULTANT shall require any and all subcontractor's working on its behalf to provide insurance coverages and limits that are based on the scope of work and nature of risk being performed by the subcontractor. Any and all subcontractors working on behalf of CONSULTANT shall be subject to all other insurance requirements that are stated herein.

Any deviation in this requirement will be CONSULTANT's sole risk. CONSULTANT's insurance requirements in Section 11 will not be impacted and/or limited by such deviation.

12 TERMINATION WITHOUT CAUSE

CITY reserves the right to terminate this Contract or any part thereof for its sole convenience with fifteen (15) days written notice. In the event of such termination, CONSULTANT shall immediately stop all work hereunder, and shall immediately cause any of its suppliers and sub-consultants to cease such work. CONSULTANT shall also surrender to CITY all finished or unfinished documents or programs and other materials, which shall be City's property. As compensation in full for services performed to the date of such termination, the CONSULTANT shall receive an amount equal to the value of the work completed as of the termination date in accordance with the fee schedule or as negotiated between the parties. In no event shall the amount payable upon termination exceed the total maximum compensation provided for in this Contract.

13 TERMINATION FOR CAUSE

13.1 If the CITY determines that the CONSULTANT has failed to supply an adequate working force, or to provide services of proper quality, or has failed in any other respect to satisfactorily perform the services specified in this Contract, the CITY shall give written notice to the CONSULTANT specifying all defaults to be remedied within thirty (30) days. Such notice shall set forth the basis for the CITY's dissatisfaction and suggest corrective measures. If, after thirty (30) days, the CONSULTANT has failed to implement the corrective measures, the CITY may elect to terminate this Contract, in whole or in part.

13.2 In the event the CITY terminates this Contract in whole or in part as provided herein above, the CITY may procure, upon such terms and in such manner, as it may deem appropriate, services similar to those terminated.

13.3 If this Contract is terminated as provided above, the City may require the CONSULTANT to provide all finished or unfinished documents, data, studies,

software, drawings, maps, photographs, reports, etc., prepared by the CONSULTANT. Upon such termination, the CONSULTANT shall be paid an amount equal to the value of the services provided and work performed as of the date of termination. Such payment by the City may take into consideration the costs associated with hiring another CONSULTANT to complete the services. In the event no new CONSULTANT is employed, the CONSULTANT shall be paid an amount equal to the value of the work performed. In ascertaining the value of the work performed up to the date of termination, consideration shall be given to both completed work and work in progress, to complete and incomplete documents when such are delivered to CITY, and to authorized reimbursement expenses.

The above is in addition to any other remedies available by law or equity to the CITY.

13.4 If, after notice of termination of the Contract under the provisions of this Section 13, it is determined, for any reason, that CONSULTANT was not in default, or that the default was excusable, then the rights and obligations of the parties shall be the same as if the notice of termination had been issued pursuant to Section 12.

14 DISPUTE RESOLUTION

All claims, disputes, and other matters in question between CITY and CONSULTANT arising out of, or relating to this Contract, or the breach thereof shall, to the extent reasonably feasible, be resolved through good faith negotiations between the parties.

15 OWNERSHIP OF DOCUMENTS

All documents, including, but not limited to, research, field notes, investigations, analysis, and studies which are prepared in the performance of this Contract are to be, and remain the property of CITY. CONSULTANT shall furnish CITY, upon its request, originals or reproducible or electronic copies of reports, studies and of all other documents listed above.

16 SUBCONTRACTING, DELEGATION AND ASSIGNMENT

16.1 CONSULTANT shall not delegate, subcontract or assign its duties or rights hereunder, either in whole or in part, without the prior written consent of CITY; provided, however, that claims for money due or to become due to CONSULTANT from CITY under this Contract may be assigned to a bank, trust company or other financial institution without such approval. Any proposed delegation, assignment or subcontract shall provide a description of the services covered, identification of the proposed assignee, delegates or subcontractor, and an explanation of why and how the same was selected, including the degree of competition involved. Any proposed agreement with an assignee, delegates or subcontractor shall include the following:

- A. The amount involved, together with CONSULTANT's analysis of such cost or price; and

- B. A provision requiring that any subsequent modification or amendment shall be subject to the prior written consent of CITY; and
- C. The requirement to hire only those persons authorized by federal law to work in the United States.

16.2 Any assignment, delegation or subcontract shall be made in the name of CONSULTANT and shall not bind or purport to bind CITY and shall not release CONSULTANT from any obligations under this Contract including, but not limited to, the duty to properly supervise and coordinate the work of employees, assignees, delegates and subcontractors. No such assignment, delegation or subcontract shall result in any increase in the amount of total compensation payable to CONSULTANT under this Contract.

17 NON-DISCRIMINATION AND EQUAL EMPLOYMENT OPPORTUNITY

17.1 In performance of this Contract, CONSULTANT shall not discriminate against any employee, subcontractor, or applicant for employment because of sex, color, race, religion, ancestry, national origin, disability, medical condition, marital status, sexual orientation, or age. CONSULTANT will take affirmative action to ensure that applicants are employed, and that employees are treated during employment, without regard to their sex, color, race, religion, ancestry, national origin, disability, medical condition, marital status, sexual orientation or age. Affirmative action relating to employment shall include, but not be limited to the following: employment, upgrading, demotion or transfer; recruitment; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship.

17.2 The provisions of subsection 17.1 above shall be included in all solicitations or advertisements placed by or on behalf of CONSULTANT for personnel to perform any services under this Contract. CITY shall have access to all documents, data and records of CONSULTANT and its subcontractors for purposes of determining compliance with the equal employment opportunity and non-discrimination provisions of this Section, and all applicable provisions of Executive Order No. 11246 which is incorporated herein by this reference. A copy of Executive Order No. 11246 is available for inspection at, and on file with, the Palmdale City Clerk's Office.

18 FINANCIAL INTEREST CERTIFICATION

18.1 CONSULTANT warrants that no person has been employed or retained to solicit or secure this Contract upon an agreement or understanding for a commission, percentage, brokerage or contingent fee; and that no officer or employee of the CITY has any interest, financially or otherwise, in CONSULTANT's firm.

18.2 For breach or violation of this warranty, CITY shall have the right to annul this Contract without liability, or at its discretion to deduct from the Contract Price or consideration, the full amount of such commission, percentage, brokerage or contingent fee.

19 CONFLICT OF INTEREST

19.1 CONSULTANT stipulates that its officers and employees do not now have a conflict of interest and it further agrees for itself, its officers and its employees that it will not contract for or accept employment for the performance of any work or services with any individual business, corporation or government unit that would create a conflict of interest in the performance of its obligations pursuant to this Contract or which would cause CONSULTANT to be “financial interested” (as provided in California Government Code Section 1090 et seq. or 87100 et seq.) in any contract or decision made by CITY on any matter.

19.2 CONSULTANT shall not employ any Housing Authority/City official or employee to perform any work required pursuant to this Contract.

19.3 If CONSULTANT is a registered professional engineer or licensed land surveyor and the scope of work requires CONSULTANT’S recommendation of the actual formula to spread the costs of an assessment district’s improvements, then CONSULTANT shall not participate in making that recommendation if the additional elements set forth in Government Code section 87100.1(c) apply. Those additional elements are: (1) CONSULTANT has received income of \$250 or more for professional services in connection with any parcel included in the benefit assessment district within twelve (12) months prior to the creation of the district; and (2) the district includes other parcels in addition to those parcels for which CONSULTANT received the income. In the event a conflict of interest does arise in that context, CITY shall select a different CONSULTANT to recommend the actual formula to spread the costs of the assessment district’s improvements and the costs of such services shall be deducted from the compensation to be paid to CONSULTANT.

19.4 To the extent required by the City Manager/designee, CONSULTANT shall complete and file with the City Clerk a Form 700 Statement of Economic Interests disclosing any reportable property interests, income, gifts, investments, or business positions.

20 COMPLIANCE WITH LAW

20.1 CONSULTANT shall comply with all state and federal laws, including but not limited to, the requirement to hire only those persons authorized by federal law to work in the United States. If CONSULTANT uses any subcontractors to complete this Contract, this same requirement shall be included in all subcontracts and strictly enforced by CONSULTANT.

20.2 The law of the state of California shall govern this Contract. The venue of any legal action, either formal or informal, shall be the County of Los Angeles.

21 NOTICES

Any notice required under this Contract shall be in writing, addressed to the appropriate party at its address on the signature page and given personally or by registered or certified mail postage prepaid, or by a commercial courier service. All notices shall be effective upon the date of receipt.

22 ENTIRE CONTRACT AND AMENDMENTS

22.1 This Contract is the complete agreement between the parties and supersedes all prior proposals, agreements, and understandings between the parties and may not be modified or terminated orally.

22.2 No attempted waiver of any of the provisions hereof, nor any modification in the nature, extent or duration of the work to be performed by CONSULTANT hereunder, shall be binding unless in writing and signed by the party against whom the same is sought to be enforced.

22.3 The failure of any party to enforce against another party any provision of this Contract shall not constitute a waiver of that party's right to enforce such a provision at a later time, and shall not serve to vary the terms of this Contract.

23 ATTORNEY'S FEES

If any action at law or in equity is brought to enforce or interpret any provisions of this Contract, the prevailing party in such action shall be entitled to reasonable attorney's fees, costs and necessary disbursements, in addition to such other relief as may be sought and awarded.

In Witness Whereof, the parties hereto have caused this Contract to be executed and attested by their respective officers thereunto duly authorized.

CITY OF PALMDALE:

TRIPEPI, SMITH AND ASSOCIATES,
INC.:

SIGNATURE AREA

SIGNATURE AREA

Ronda Perez
City Manager

Ryder Todd Smith
President

SIGNATURE AREA

ADDRESS FOR NOTICE:
CITY OF PALMDALE
38300 Sierra Highway, Suite A
Palmdale, CA 93550

ADDRESS FOR NOTICE:
TRIPEPI, SMITH AND ASSOCIATES,
INC.
PO Box 52152
Irvine, CA 92619

APPROVE AS TO FORM:

SIGNATURE AREA

William P. Curley, III
Interim City Attorney

ATTEST:

SIGNATURE AREA

Roxanne Faber
Acting City Clerk

----- INTERNAL USE ONLY -----

- Certificate(s) and Endorsement(s) attached
- Confirmed business name on contract with certificate(s)
- Attached Agreement Checklist and met all requirements

**CITY OF PALMDALE, CALIFORNIA
RESOLUTION NO. CC 2023-052**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PALMDALE
ESTABLISHING THE CODE OF CONDUCT FOR PUBLIC OFFICIALS.**

THE CITY COUNCIL RESOLVES AS FOLLOWS:

SECTION 1. Code of Conduct; Core Principles.

The City Council finds and declares that the following pertains to City of Palmdale Public Officials. The term “Public Officials” will be used when referring to all who serve on the city council, city commissions, boards, or committees (appointed or elected). The term “the body” applies to any of those groups while sitting as decision bodies (council, commission, committee, or board). When they sit in their respective decision bodies, they will be referred to in terms of City Council, or as commission, or as committee, or as board as applicable. The same is valid for the presiding officer, using either the Mayor or chairperson as appropriate when referring to the presiding officer of the individual bodies.

Public Officials will abide by the following Core Principles:

- A. Public Officials should comply with both the letter and spirit of the laws and policies affecting the operations of government;
- B. Public Officials will use, as a basis for the management of meetings, Rosenberg’s Rules of Order in their most current published form;
- C. Serving in public office is a privilege and should be exercised in trust for the public good, not for personal or political gain for the City of Palmdale; and,
- D. Public deliberations and processes must be conducted openly, unless legally confidential, in an atmosphere of respect and civility that respects all points of view of all in attendance and in the best interest of all residents, businesses, and visitors to Palmdale.

SECTION 2. General Policies.

Implementing the Core Principles is one of the guiding objectives in adopting this Resolution. Accordingly, in addition to all requirements of applicable law, the Public Officials must adhere to the following policies:

- A. Conduct of Public Official

The professional and personal conduct of Public Officials must be above reproach and avoid even the appearance of impropriety. Public Officials will refrain from abusive conduct, verbal attacks, or charges upon the character or the motives of other Public Officials, City employees, or the public and adhere to this Resolution at all times. The Rules of Order for decision-making bodies in the City of Palmdale are outlined in a separate resolution of the City Council.

B. Respect for Process

Public Officials in all decision bodies (Council, Commissions, Committees, and Boards) will perform their duties in accordance with the processes and rules of order established by the City Council's governing Rules of Order and Code of Conduct. They will stay within the bounds of these guiding resolutions with their interactions and interactions with City staff and the public attending public meetings. All public meetings will include deliberation of public policy issues, meaningful involvement, implementation of policy decisions along with well-controlled interactions with the public.

C. Conduct of Public Meetings

Public Officials will fully prepare themselves for public issues and listen courteously and attentively to all public discussions before the body, focusing on the business at hand. They will adhere to the meeting rules of order (see Council Policy Resolution No. CC 2023-081, Rules of Order) as managed by the Presiding Officer. For proper order, the Presiding Officer will provide an opportunity for members to address items and ask questions by general and consistent rotation. Members shall refrain from interrupting others who hold the floor, avoid speaking out of turn, or demand more time than allowed by the Presiding Officer. Personal comments not germane to the business of the body must be explained as relevant to the business at hand and may be allowed or disallowed by the Presiding Officer.

D. Communication (Exparte/Private)

At the appropriate time provided, Public Officials will publicly share substantive or new information relevant to a matter under consideration or which may become under consideration by the body, which they may have received from sources outside the public decision-making process.

E. Confidential Information

Public Officials must respect the confidentiality of information concerning City property, personnel, or proceedings of the City. Public Officials will neither disclose confidential information, actions, or discussions of authorized closed sessions without proper legal authorization.

F. Advocacy

When presenting their individual opinions and positions outside of a public meeting, Public Officials will expressly state they do not represent their body or the City of Palmdale, nor will they allow the inference that they do. All written or digital correspondence by a Public Official expressing an individual opinion and position must be on personal stationery, cannot use a digital likeness of the City logo or branding art or specific color schemes of any sort, and not be on City stationery.

G. Policy Role of Public Officials/ City Manager Authority

Public Officials must respect and adhere to the council-manager structure of the City of Palmdale. In this structure, the City Council determines the policies of the City with the professional advice, information, and analysis provided by the public, boards, commissions, committees City staff, and attorney. The City Manager implements Council policy. No Public Official possesses the authority to give individual direction to the City Manager or attendant staff or otherwise expect to direct action unilaterally unless otherwise allowed by City Council action. The same is true for any City employee, contractor, or consultant. The City Manager or attendant staff may decline individual orders, requests, or demands from an individual City Council Member without fear of repercussion and may guide the Member on how to adequately express their requests.

H. Policy regarding the Use of Private or Public Electronic Devices to ensure due process.

Public Officials shall not send or receive electronic communications concerning any matter pending before the Council during a Council Meeting from any person, group, or source.

Public Officials shall not use electronic communication devices to review or access information regarding matters not in consideration before the Council during a Council Meeting.

To ensure focus on the discussions during meetings, Public Officials should only use the internet to access agenda packet information Council resource documents, including but not limited to City Policies, Rosenberg's Rules of Order, or other research relevant to the discussion.

In deference to the meeting at hand, Public Officials shall not send or receive electronic communication of a personal nature during meetings, though it is understood as necessary to send or receive very urgent/emergency family or business communications during meetings.

The Presiding Officer may use an electronic device to contact the City Manager and attendant staff, for security only.

SECTION 3. Substance Abuse Policy.

- A. Respecting the City's drug-free workplace policies while acting in their official capacities, Public Officials will refrain from consuming alcohol or any substance that may impair the Public Official in their official capacity. Members are required to comply with these heightened legal standards of use of such substances prior to and during the performance of City duties, except as medically required.
- B. Public Officials struggling with substance issues are encouraged to make every effort to overcome such problems and to utilize the services of the Employee Assistance Program (EAP). Using the EAP is confidential.

SECTION 4. Anti-Harassment Policy.

- A. Harassment, as defined by CA Govt. Code 12940 and relevant California Civil code for any reason toward anyone, including but not limited to the basis of race, religious creed, color, national origin, ancestry, disability, medical condition, marital status, sexual orientation, gender identity, employment by the City, veteran status, sex, or age will not be tolerated. The City will take all actions necessary to terminate such behavior.

SECTION 5. Anti-Nepotism Policy.

- A. A family relationship among employees can create an actual, perceived or potential conflict of interest in the employment setting, especially where one family member supervises another family member. In other cases, a conflict of interest or the potential for conflict of interest may arise, even if there is no supervisory relationship involved. In other cases, issues regarding supervision, safety, security, or morale can create problems. To avoid these problems, the City may refuse to hire or place a family member in a position where the potential for these problems exists. This rule applies to members of an applicant or employee's Immediate Family, as defined in the definitions section of these rules, and also includes individuals who are not members of the Immediate Family or otherwise legally related under law but who either reside together or whose relationship is such that the concerns related to conflict of interest, supervision, safety, security or morale set forth in this rule nevertheless exist. This rule also applies if a vendor or contractor of the City is a member of an employee's or applicant's Immediate Family.
- B. An Immediate Family member of a City Councilmember will not be employed by the City. An Immediate Family member, other than a spouse or registered

domestic partner, of the City Manager, the City Attorney or a Human Resources employee will not be employed by the City.

- C. Employees who become subject to the restrictions of this rule after they are hired may not be permitted to continue employment with the City if they work in a direct supervisory relationship with each other or otherwise pose actual or potential problems related to conflict of interest, supervision, safety, security or morale.

If two employees become subject to the restrictions of this rule, the City will make reasonable efforts to eliminate the actual or potential problems of conflict of interest, supervision, safety, security, or morale. Such reasonable efforts may include transferring or reassigning one of the employees to another position for which the employee is qualified if such a position is available. If no such position is available, or there are no other reasonable efforts which the City can undertake to eliminate the actual or potential problems of conflict of interest, supervision, safety, security, or morale, then one of the employees may be required to terminate employment with the City.

The decision as to which employee will terminate employment with the City will be made by the two employees within thirty (30) days of being so notified. If the employees do not reach a decision, then both employees will be subject to termination.

- D. The same rules will apply where an employee is an Immediate Family member of a vendor or contractor as appropriate.
- E. The policy behind this rule will also apply where a current employee is a member of the Immediate Family of someone elected to the City Council. Even though the newly elected City Councilperson cannot be excluded from taking his or her seat by virtue of this rule, the provisions of this rule will apply to the current employee in such a manner so as to further the policy behind this rule and any otherwise applicable procedures may be applied to the current employee, modified only to the extent necessary by virtue of the fact that one family member is a member of the City Council.

The appointing authority shall have the authority and discretion to make a reasonable effort to afford employees in violation of this rule the opportunity to be transferred or assigned to another department of the City, if a position for which they are qualified is open or to make exceptions to the restrictions of this rule for exceptional and unusual circumstances.

- F. Any action under this rule by the City is not a disciplinary action and is not subject to the disciplinary appeal procedures contained in these rules.

SECTION 6. Required Conduct.

- A. Public Officials will request administrative services only through the City Manager or her/his designee.
1. Public Officials, including the presiding officer, cannot unilaterally direct, order, or make demands on any City employee, contractor, consultant, or other City affiliates other than inquiries that can be readily answered routinely and without proper research and without specific Council action or policy to allow. The City Manager shall be the sole judge of the staffs' duty to respond to the Public Officials.
 2. Public Officials may always request meetings with City staff through the City Manager's office. Meetings shall be planned in accordance with the constraints and availability of the members and staff. Public Officials should understand and respect staff time, therefore being mindful of the cost of unplanned and unrelated discussion items. All City staff have assigned workloads with performance expectations.
 3. All inquiries and meetings should begin at the City Manager's office. While Public Officials can always expect responses to inquiries, questions, and ideas, they should not, however, expect or require immediate answers. The same is true for the requests for meetings. The specific staffing at such meetings, according to the request, will be assigned at the City Manager's discretion.
 4. Public Officials will, in a timely fashion, provide City staff with notification of an unavoidable late arrival at a meeting or the need to cancel a meeting. Staff will follow the ten-minute rule and not wait beyond ten minutes in meetings where Public Officials do not provide prior notification of an unavoidable late arrival or a meeting cancellation.
 5. Public Officials cannot attempt to reorganize the priorities of nor retaliate or threaten to retaliate against employees, contractors, consultants, or other City affiliates regarding previously defined and assigned functions or duties. Further, Public Officials cannot, including threats or termination, due to disagreements over policy, findings, or individual recommendations.
 6. Members may add such requests to the monthly report.
- B. Public Officials act as a body, collectively by majority, and do not have the authority to make decisions, commit to, or take actions on behalf of the body unless expressly authorized to do so.

When making public utterances, Public Officials must make it clear whether they are authorized to speak on behalf of the body of which they are a member or whether they are presenting their own views. The City Council provides this authorization.

- C. Public Officials and members of boards, committees, and commissions limit their activities to matters within their subject matter jurisdiction.
1. Boards, committees, and commissions of the City of Palmdale, subsidiary bodies, are all advisory in nature and are allowed only those powers as delegated by the City Council. Boards, committees, and commissions are to address only those matters determined by the Palmdale Municipal Code or by the City Council to be within their subject matter jurisdiction; attendant staff need not place on an agenda, provide resources for, or implement requests, directions for actions, outside of that jurisdiction.
 2. The City Council, as a whole, will provide direction and guidance to its subsidiary bodies. All subsidiary bodies are advisory only to the City Council and shall conform to Council-approved bylaws or guidelines.
 3. City resources must be used solely for proper governmental purposes and only with appropriate authorization. Public Officials cannot use or disclose information obtained through City service for inappropriate, non-City specific purposes.
 4. City employees cannot be asked or directed by any Public Official to spend City time on non-City business. Further, no Public Official shall direct, order, or impose on any City employee or contractor to act, take direction, refrain from acting, or violate a superior management direction, directly or indirectly, at any time. The work time of City staff should be considered a public cost and a public asset.

SECTION 7. Enforcement.

The policies set forth in this resolution apply to all Public Officials of the City of Palmdale. To enforce the policies set forth in this Resolution to implement those Code of Conduct, the City Council adopts the following requirements for enforcement:

- A. A complaint regarding a violation of the Code of Conduct may be filed with either the Mayor, the City Manager, or the City Attorney (collectively, the "Investigator") by the reporting party. In no event is there any attorney-client privilege between the City Attorney and the person being investigated.

- B. Upon receiving a complaint, the Investigator, receiving the complaint, must take one of the following actions depending on the circumstances of the alleged violations of law or policy and document the decision-making process, facts, and conclusions:
1. Take no action;
 2. Conduct a preliminary investigation of the complaint allegations before recommending further action. Following such a preliminary investigation, the Investigator may either take no action, decide on a performance discussion only with the accused violator, or place the matter on a future City Council agenda with a recommendation for consideration.
 3. Where such an investigation precedes after step two (2) above, the Investigator must share the complaint with the accused violator for review. This must be done at least as the investigation begins or at least seven days before the public notification of the matter on the City Council agenda.
- C. If a complaint and investigation is placed on the City Council agenda, the City Council may take the following action:
1. Take no action;
 2. Initiate further investigation of the allegations as required before considering any discipline identified in this Resolution; or should evidence be found or corroborated, the City Council may take one of the disciplinary actions specified in this Resolution.
 3. Nothing in this policy precludes the accused Public Official from making public statements regarding alleged conduct.
- D. In addition to any other remedy provided by applicable law, the City Council expressly may undertake one or more of the following actions after finding a violation of this Resolution has allegedly occurred:
1. **Admonition.** An admonition is typically directed to all members of a City Council, commission, committee, or board, reminding them that a particular type of behavior is in violation of law or City Policy. An admonition can be issued by anyone and may be issued to the body before any findings of fact regarding allegations. An admonition is a warning or reminder therefore, would not necessarily require an investigation or separate hearings to determine whether the allegation is true. An admonition must be circulated to all members and may be read publicly in the discretion of the Presiding Officer.

2. **Sanction.** Sanction may be directed to a particular member of the City Council based on an action (or set of actions) that is determined to be in violation of law or City policy. A sanction is distinguished from censure in that it is not a punishment. A sanction may be issued based upon City Council review and consideration of a written allegation of a policy violation.

Any written allegation must be provided to the offending Public Official at least seven days prior to the posting of an agenda for the meeting where the Council will hear it. The offending Public Official will be provided the opportunity to provide a written response to the allegation. The City Council may issue a sanction and because it is not punishment or discipline, would not necessarily require an investigation or separate hearings.

3. **Censure.** Censure requires a Resolution of the Council. Censure is a formal statement of the City Council officially reprimanding one of its members. The written allegation must be provided to the offending Public Official at least 7 days before the posting of an agenda for the meeting where it will be heard. The accused Public Official will have an opportunity to provide a written response to the allegation. It is a punitive action, which serves as a penalty imposed for wrongdoing, but it carries no fine or suspension of the member's rights as an elected official. A censure resolution can carry up to removing a Public Official from commission, board, or committee assignments, including but limited to Maddy Act committees and ancillary assignments as determined by the Council.

Censure should be used for cases where the City Council determines that the violation of law or policy is a serious offense. To protect the overriding right to freedom of speech, the City Council cannot impose censure on any of its members for the exercise of First Amendment rights, no matter how inappropriate the expression. However, nothing can be construed to prohibit the City Council from collectively condemning and expressing their strong disapprobation of such remarks. As a decision to censure requires the adoption of a Resolution making findings about the specific charges based on substantial evidence, a two-thirds approval vote of the City Council is required.

4. **Removal from Commission, Committee, or Boards.** City Commission members, members of Committees, or Boards serve at the pleasure of the City Council. As such, the City Council may, at any time, with a majority vote, remove any member from these bodies without cause.
- E. Prior to any action on Section 7 being commenced, the City Attorney must review the law, as it may change from time to time, and ensure all parties' rights are maintained.

SECTION 8. Amendment/Suspension.

The City Council may amend or suspend these rules at any time upon a majority vote of the City Council.

SECTION 9. Administrative Mandamus.

Persons dissatisfied with a decision of the City Council may have the right to seek review of that decision by a court. In addition, the City has adopted §1094.6 of the Code of Civil Procedure, which generally limits ninety (90) days the time within which the decision of City boards and agencies may be judicially challenged.

SECTION 10. Administrative Standing.

Unless specifically referenced, this Resolution supersedes all previous resolutions purporting to establish rules and procedures for rules of conduct and procedures for City Council meetings, including, without limitation, Resolution No. CC 2022-103. Accordingly, those resolutions are rendered moot upon adoption of this Resolution and are accordingly repealed. Nothing in this Resolution is intended to, nor does it supersede the City's most recently adopted Conflict of Interest Code or State law, including Fair Political Practices Commission rulings and common law rulings.

SECTION 11. Electronic Signatures.

This Resolution may be executed with electronic signatures in accordance with Government Code §16.5. Such electronic signatures will be treated in all respects as having the same effect as an original signature.

SECTION 12.

The Mayor, is hereby authorized to affix his/her signature to this Resolution, signifying its adoption by the City Council of the City of Palmdale, and the City Clerk is directed to attest thereto.

SECTION 13.

This Resolution will become effective immediately upon adoption.

PASSED, APPROVED, AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF PALMDALE THIS 16TH DAY OF NOVEMBER 2023.

Laura Bettencourt, Mayor

Approved as to Form:

William P. Curley III, City Attorney

ATTEST:

Rochelle Scott, Acting City Clerk

I, Rochelle Scott, Acting City Clerk of the City of Palmdale, California, do hereby certify that the foregoing resolution was duly passed, approved, and adopted by the City Council of the City of Palmdale at a regular meeting of said Council held on the _____ day of _____, 20__ by the following roll call vote:

AYES: _____

NOES: _____

ABSTAIN: _____ ABSENT: _____

Date: _____

Rochelle Scott, Acting City Clerk

**CITY OF PALMDALE, CALIFORNIA
RESOLUTION NO. CC 2023-081**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PALMDALE
ESTABLISHING RULES OF ORDER FOR MEETINGS OF THE CITY COUNCIL, CITY
COMMISSIONS, COMMITTEES AND BOARDS.**

THE CITY COUNCIL RESOLVES AS FOLLOWS:

SECTION 1. Rules of Order for City Council, appointed commissions, committees, and boards.

The City Council finds and declares that the following pertains to Palmdale Public Officials. The term “Public Officials” will be used when referring to all who serve on the City Council, city commissions, boards, or committees. The term “the body”, applies to any of those groups sitting decision bodies (council, commission, committee, or board). When they sit in their decision bodies, terms they will be referred to as City Council, or as commission, or as committee, or as board as applicable. The same is true for the presiding officer, either Mayor or chairperson. Shall be used when referring to the presiding officer of the individual bodies. Public Officials will abide by the following Core Principles:

- A. Public Officials should comply with both the letter and spirit of the laws and policies affecting the operations of government;
- B. Public Officials will use, as a basis, Rosenberg’s Rules of Order in its most current published form;
- C. Public Officials are expected by the public to be independent, impartial, and fair in their judgment and actions;
- D. Serving in public office is a privilege and should be exercised in trust for the public good, not for personal or political gain; and,
- E. Public deliberations and processes should be conducted openly, unless legally confidential, in an atmosphere of respect and civility that respects all points of view, desires of attendees, and the best interest of all residents, businesses, and visitors to the City.

SECTION 2. Policies.

Implementing the Core Principles is one of the guiding objectives in adopting this Resolution. Accordingly, in addition to all requirements of applicable law, the Public Officials must adhere to the following policies:

A. Conduct of Public Official

The professional and personal conduct of Public Officials must be above reproach and avoid even the appearance of impropriety. Public Officials will refrain from abusive conduct, verbal attacks, or charges against another member outside of proper protocol, or abuse upon the character or motives of other Public Officials, City employees, or the public and adhere to this Resolution at all times. The conduct of Public Officials is outlined in the Code of Conduct, a separate resolution of the City Council. The Presiding Officer may, at his/her sole discretion, use the 'request to speak' lighting system.

B. Respect for Process

Public Officials will perform their duties in accordance with the processes and rules of order established by the City Council governing the deliberation of public policy issues, meaningful involvement of the public, and implementation of policy decisions. The Presiding Officer manages this process.

C. Conduct of Public Meetings

Public Officials will fully prepare themselves for public issues, listen courteously and attentively to all public discussions before the body, and focus on the business at hand. They will adhere to the meeting rules of order managed by the presiding officer. For proper order, they will be provided the opportunity and after that request to speak through the Presiding Officer. They will refrain from interrupting other speakers, making personal comments not germane to the business of the body, or otherwise interfering with the orderly conduct of meetings.

D. Communication (Exparte/Private)

At the appropriate time provided, Public Officials will publicly ask questions and/or share substantive or new information relevant to a matter under consideration or which may become under consideration by the body, which they may have received from sources outside the public decision-making process.

E. Confidential Information

Public Officials must respect the confidentiality of information concerning City property, personnel, or proceedings of the City discussed in closed sessions or in

confidential oral communication, in attorney-client privileged communications, and in personnel matters of any nature. Further, no Public Official should maintain the confidentiality of all agenda items and information until the agenda packet is made available to the public. Public Officials will neither disclose confidential information, actions, or discussions of authorized closed sessions, without proper legal authorization.

F. Advocacy

When presenting their individual opinions and positions outside of a public meeting, Public Officials will expressly state they do not represent their body or the City of Palmdale, nor will they allow the inference that they do. All written or digital correspondence by a Public Official expressing an individual opinion and position must be on personal stationery, cannot use a digital likeness of the City logo or branding of any sort, and not on City stationery.

G. Policy Role of Public Officials and Administrative Executives

1. **Public Officials.** Public Officials must respect and adhere to the council-manager governmental structure of the City of Palmdale, per the City Charter and the Palmdale Municipal Code. In this structure, the City Council determines the policies of the City with the assistance of information, analysis, and recommendations provided by the public, boards, commissions, committees, and professional advice from the City Manager and staff, City Attorney and subject-matter consultants.

The following highlights, but does not alter, the contents of Title 2 of the Palmdale Municipal Code, which shall prevail over any inconsistencies in this resolution.

2. **City Manager.** The City Manager will attend all meetings of the City Council unless excused. In his/her absence, the City Manager will designate an Acting City manager to attend. The City Manager delegates attendant staff to provide professional guidance meetings to commissions, committees, and boards.

The City Manager implements City Council policy. Unless otherwise allowed by specific City Council action, no Public Official possesses the authority to give individual direction to the City Manager, or to attendant staff, or otherwise expect to unilaterally direct action. The same limitation is true for Public Officials toward any City employee, contractor, or consultant. The City Manager, or attendant staff, shall not take as direction, individual orders, requests, or demands from an individual City Council member, but work to re-

align or assemble the request toward the proper procedure of majority direction from the full body and do so without fear of repercussion.

The City Manager is responsible for all staff reports to all city decision bodies and shall address, disseminate, or delegate information as appropriate. Only items requested by the body as a majority will be addressed in full. The City Manager may make recommendations and has the right to take part in all City Council discussions of the Council but cannot vote. The City Manager, or appropriate delegated attendant staff, is available to all Members to discuss and answer questions between meetings.

3. **Attendant City Staff.** An Attendant City staff member will provide the same such services as the City Manager to commissions, committees, and boards when so delegated the responsibility by the City Manager.
4. **City Attorney.** The City Attorney will attend all meetings of the Council unless excused, and in his/her absence, the Assistant City Attorney will attend. Attendance of the Attorney for commissions, committees, or boards is planned as needed. The City Attorney, upon request, may give legal opinions, either written or oral, on questions of law and act as the body's parliamentarian under this Resolution with the guide of Rosenberg's Rules of Order. The City Attorney may also provide general comments related to City matters or discussion as necessary.
5. **City Clerk.** The City Clerk will attend all meetings of the City Council unless excused. In his/her absence, the Deputy City Clerk will attend. The City Clerk will record, prepare, and maintain the body's official record and perform other related duties as prescribed by the City Code, City Council and/or City Manager.

SECTION 3. Rules of Procedure for Meetings; Authority.

Rules of Procedure for City Council meetings are adopted pursuant to Government Code §36813. Pursuant to applicable laws, including, without limitation, this Resolution and Rosenberg's Rules of Order (attached). These rules will apply to all City subsidiary commissions, committees, and boards. These Rules are intended to comply with the Ralph M. Brown Act (Government Code §§ 54950-54962). The Brown Act will supersede any conflicting provision of the Rules.

The City Council is the unit of authority for the City. The City Council has specific authority over all commissions, committees and boards and the Public Officials appointed to said bodies. Apart from their normal function as a part of this unit, Public Officials have no individual authority. As individuals, Public Officials may not commit the City to any policy, act, or expenditure. No individual Public Official may

speak or write on behalf of the City in print media, either written or digitally, or otherwise be interviewed, live or recorded, inferring representation of the City, without express authorization from the City Council.

SECTION 4. General Meeting Rules.

A. Rules of Order

The City Council finds as follows:

1. The Presiding Officer maintains the responsibility for conducting and managing the public meeting. This includes all procedures, rules, input and discussion.
2. The proceedings of a body of elected or appointed Public Officials in the City of Palmdale should be governed by common sense and good taste. Pursuant to applicable laws, including, without limitation, this Resolution and Rosenberg's Rules of Order (attached) (this Resolution controls), any issue of procedure relating to the conduct of a meeting or hearing not otherwise provided for in these Rules may be determined by the Presiding Officer, subject to a vote of the entire body. The Presiding Officer is charged with applying the rules of order of the meeting.

In addition, only the City Council may, upon majority vote, alter or modify any provision of this Policy.

3. These Rules are adopted to expedite the City's Public bodies, whom are subject to Brown Act business transactions in an orderly fashion and are procedural only. Failure to strictly observe these rules will not affect the body's jurisdiction or invalidate any action of the body-conforming with applicable law. The Presiding Officer, therefore, is charged to be well-informed of the rules of order and, when in doubt, request guidance from the City Manager, City Attorney, or attendant staff.

SECTION 5. Presiding Officer - Duties.

A. Presiding Officer

The Presiding Officer will preside at all meetings. In the Mayor's absence, the Mayor Pro-Tem will preside. In the absence of a Commission, Committee, or Board Chairperson, a designated Pro-Tem shall preside. In the absence of both, the Members present will select a Temporary Presiding Officer by majority vote.

B. Call to Order

The Presiding Officer will bring a meeting to order at the time noticed in accordance with applicable law. In the absence of both the Presiding Officer and Pro-Tem, the meeting may be called to order by the City Clerk.

C. Motion to Be Stated

The Presiding Officer will state all motions submitted for a vote and announce, or request that the clerk announce, the result of a vote. A roll call vote must be taken upon the request of any Member unless the majority of the City Council, by majority vote, declines to carry out the roll call vote.

D. Right to Hold the Meeting Floor

The Presiding Officer shall provide for a consistent engagement process, allowing, as appropriate, the Public Officials, the public, City staff, and the City Attorney, time to address an item.

The Presiding Officer may, at his/her sole discretion, use the 'request to speak' lighting system. Thereafter, members request to address 'through-the-Mayor/Chair'. This allows for one member to have the floor managed by the Presiding Officer as deemed necessary by the Presiding Officer. The Presiding Officer does not, however, have the authority to unilaterally limit debate.

Members wishing to speak in public meetings, holding the floor, must first request and be recognized by the Presiding Officer. The Presiding Officer may control the expression from a member by rotation or any other method deemed as expedient. Failure to observe this meeting control by any member is a violation of this Resolution and shall be deemed controlled by the Presiding Officer as deemed necessary.

SECTION 6. Agenda Preparation.

A. Agenda Items

1. Agenda items will be organized and presented solely in accordance with the City Manager's, or designated attendant City staff, direction for the efficient business of the City.
2. Minutes - Unless requested by a majority of the quorum, minutes may be approved without reading.

The City Manager has discretion as to when an agreed future item will appear before the body, unless specified by the body.

SECTION 7. Meeting Protocols.

A. Conduct of Public Meetings

Public Officials will fully prepare themselves for public issues, listen courteously and attentively to all public discussions before the body, and focus on the business at hand. They will adhere to these meeting rules of order as managed by the Presiding Officer. For proper order, members will be provided an opportunity and request to speak through the presiding officer. They will refrain from interrupting other speakers, making personal comments not germane to the business of the body, or otherwise interfering with the orderly conduct of meetings.

B. Policy regarding Use of Private or Public Electronic Devices

Public Officials shall not send or receive electronic communications concerning any matter pending before the Council during a Council Meeting from any person, group or source.

Public Officials shall not use electronic communication devices to review or access information regarding matters not in consideration before the Council during a Council Meeting.

To ensure focus on the discussions during meetings, Public Officials should only use the internet to access agenda packet information Council resource documents, including but not limited to City Policies, Rosenberg's Rules of Order, or other research relevant to the discussion.

In deference to the meeting at hand, Public Officials shall not send or receive electronic communication of a personal nature during meetings, though it is understood as necessary to send or receive very urgent/emergency family or business communications during meetings.

The Presiding Officer may use an electronic device to contact the City Manager, attendant staff, for security only.

SECTION 8. Order of Agenda.

The following represents the general order of the agenda for all Brown Act public meetings of the Palmdale City Council and its subsidiary advisory commissions, committees, and boards. The Presiding Officer may request of the body adjusting the order for expediency.

- 1.0 Call to Order (Presiding Officer Gavels, meeting to Order)
- 2.0 Roll call
- 3.0 Pledge of Allegiance and/or Moment of Silence, etc.
- 4.0 Waiver of full reading of Resolutions(s) and Ordinance(s)
- 5.0 Pre-approved recognitions, etc. (the Presiding Officer may simply announce the title of recognitions or pronouncements being made.)
- 6.0 Public Comment - items from the audience regarding items NOT on the agenda (3 min.) (The public is reminded by the Presiding Officer at this time, that they will have opportunity to address subsequent upcoming action items as they are heard.)
- 7.0 Consent Calendar
- 8.0 New Business/Action Items
 - A. Item introduced by the Presiding Officer or Clerk.
 - B. The Presiding Officer asks for a staff report (usually, the City Manager, and attendant City staff, will bring the report or delegate that report to another.) For the purposes of the public online or watching at home, all staff members begin with a self-introduction. Staff usually makes a recommendation of the preferred professional options and outlines the impacts of each option.
 - C. Presiding Officer asks members if there are any clarifying questions for staff at this time. Those members wishing to ask questions may do so by indicating on the “*request to speak*” lighting system.
 - D. Presiding Officer asks if anyone from the public wishing address this item may do so at this time? (3 min, or more as Presiding Officer uniformly allows each speaker)
 - E. The Presiding Officer returns the discussion to the Council for any discussion or potential or potential action. The Presiding Officer manages the discussion order. One round for each to speak, the Presiding Officer last, then another round, as requested. Those members wishing to ask questions may do so by indicating on the “*request to speak*” lighting system. Members do not address each other directly, only as allowed through the Presiding Officer.

F. If a Motion is made for action or position, a second found, any further discussion can be requested of the Presiding Officer, then call for the vote.

9.0 Public Official Reports, announcements and process requests for future agenda items (see part 9D below)

10.0 City Manager's Report (Attendant City Staff for commissions, committees, and boards).

11.0 City Attorney's Reports.

12.0 Closed session (as necessary for items legally outlined by Ralph M. Brown act).

13.0 Report from Closed session (if applicable).

14.0 Adjourn – next meeting time/place announced.

SECTION 9. Public's Rights to address the Body.

A. Persons seeking to address the body will comply with the following:

1. Matters not on the publicly noticed agenda - Public members may address the body on any matter within the agenda item – Public Comment. Speakers are to address the entire body and speak under the constraints allowed for this section by the Presiding Officer.
2. Matters publicly noticed and on the agenda - Public members may address the body only on items within the subject-matter jurisdiction of the body at the appointed time per the request by the Presiding Officer. A determination of whether an item is appropriate for discussion may be made by the Presiding Officer with the body's consent.
3. Persons addressing the body are encouraged to complete a speaker card, and submit it to the City Clerk.
4. Each speaker may be limited to a time period determined by the Presiding Officer for Public Comment and on all other publicly noticed Agenda public business items.
5. All remarks should be directed to the whole body and not to any particular Member or City employee.

6. No person, other than Public Officials and the person having the floor are permitted to participate in the discussion except as otherwise allowed by the Presiding Officer.
7. No question may be asked of Members or City employees except through the Presiding Officer.
8. When any identifiable group of persons, as distinguished from the general public, seeks to address the body on the same agenda item, the Presiding Officer may ask that the group select a spokesperson to address the body. If additional issues are to be presented at the hearing by any other member of such group, the Presiding Officer may limit the number of persons to address the body to avoid unnecessary repetition of information presented to the body.

B. Input Materials

Any person may submit written hardcopy or non-video digital input materials to the body for consideration and entry into the record. Should a person wish materials to be considered as part of an agenda item, other than a public hearing, materials must be submitted during working hours no later than twenty-four (24) hours before the scheduled meeting. If materials are submitted to be addressed at and upon a public hearing matter, materials must be submitted 24 hours before the meeting.

C. Disrupting legal public meetings

Consistent with the Ralph M. Brown law and the California Penal Code, any member of the public making disruptive remarks and/or conducting inappropriate activities so as to become disruptive, thereby impeding the orderly conduct of the public meeting, the Presiding Officer has the authority, at his/her sole discretion, issue one formal warning, to request the party(s) to stop the disruption.

Should the behavior continue after the warning, the Presiding Officer may take actions as necessary, such as cutting the microphone, recessing the meeting, removing an individual from the meeting, or clearing the room as necessary.

Those barred from any meeting are barred from further audience participation before the body for the remainder of that meeting. Permission to allow the disruption to continue, therefore overruling the Presiding Officer method(s) of relief, may be taken by a majority vote of the body.

D. Future Agenda Items

The City Manager assembles all agendas for meetings of decision bodies as necessary to facilitate orderly City business. The City Manager and City Attorney

may, at any time deemed necessary and expedient, add agenda items for future meetings.

Public Officials may request that items be added to a future agenda at a regular meeting, during the agenda item entitled, "Public Official Reports." The Public Official may request to place an item on a future Agenda by a majority consensus process as deemed necessary by the Presiding Officer. The request/motion requires a second and is non-debatable.

The City Manager, or attendant staff, may poll members at an agreed later time to attain such consensus as seen fit by the Presiding Officer.

SECTION 10. Miscellaneous Rules. (The rules in Sections 10 and 11 closely align with Rosenberg's Rules of Order and were selected because they had been used within Palmdale meetings in the past few years).

A. Silence

During a collective oral vote (Ayes and Nays), the silence of any Member denotes an affirmative vote.

B. Continuance of an Item

Upon a Member's request and by majority vote, an item (not subject to a deadline) may be continued to the next agreed-upon meeting. Anyone member may request a continuance of an item and the City Council, by majority vote, may grant a continuance.

C. Failure to Vote

Every Council Member should vote on all items on the agenda unless disqualified by reason of a Conflict of Interest. If a member abstains because of a legal conflict of interest, he/she is not counted as part of the quorum and is not deemed to be voting. If a member abstains for reasons other than a legal conflict of interest, he/she will be counted in establishing a quorum. Such an abstention will be counted with the majority vote of the quorum unless there is no majority in which case it will not be counted as a vote. It is best practice for the Public Official to announce the reason for the abstention.

D. Lost Motions

1. A lost motion is one that fails to receive the necessary number of votes to carry. To revive a lost motion at the same meeting, the proper action is a motion to reconsider. That motion to reconsider (#E below) can only be proposed by a

member who voted against the original motion, thereby changing their mind or desire to hear further debate or new information. In the case of an Urgency Ordinance, the matter will be automatically continued should one Member is absent.

E. Motion to Reconsider

A motion to reconsider any action taken by the City Council may be made in accordance with the following:

1. A motion to reconsider may only be made by a member who voted in the majority on the original motion (see Rosenberg's Rules of Order guidance) and may be seconded by any Member.
2. Except as otherwise provided, the motion must be made before the adjournment of the meeting at which the original action was taken.
3. The motion is debatable and has precedence over a pending motion.
4. Except as otherwise provided, if the action to be reconsidered is a Public Hearing item and, in the event the motion to reconsider passes, it must be re-noticed. Where it is clearly established that all interested members of the public are still present, the item may be reconsidered without further notice.

F. Tie Votes

If a tie vote occurs when a Member of the body is absent, the item will be automatically continued once to the next regular meeting of the body. In the event of an appeal to the City Council, if a tie vote occurs as result of the abstention of a Member, the motion is lost. If a tie vote on an appeal occurs as a result of the abstention of a Member, the appeal is deemed denied.

G. Changing the Vote

A Member may change his/her vote only if the change is made immediately following the announcement of the vote by the Presiding Officer and before the next agenda item is announced. This rule is providing that the Presiding Officer determines the matter should be voted upon again and not continued to a future meeting.

H. Abstention

A member who publicly announces that he/she is abstaining from voting on a particular matter will not subsequently be allowed to withdraw the abstention. A member should generally state a reason for abstention.

I. Recusal - Non-Profit Organization Board of Director Member

Subject to the law, as amended and interpreted from time to time, in California Government Code, Section 1090 through and including 1092, a member must recuse themselves from City contract and/or City funding-related decisions if they sit on the board of directors of the requesting non-profit organizations. State and Federal conflict laws apply for conflict in these matters.

SECTION 11. Rules of Debate.

Presiding Officer as Member

The Presiding Officer may move, second, and debate from the Chair, retains all rights and privileges of a Member.

A. Appeals

Any ruling of the Presiding Officer may be appealed at the request of any Member. The appeal is nondebateable, must gather a second, and the Presiding Officer must call for a roll call vote to determine if the ruling is upheld.

B. Motions

A motion may be debated by the body after it is made. During debate any member may "Call for a second." If a second is not forthcoming, the motion dies for lack of a second. If the motion is seconded, the debate may continue.

C. Precedence of Motions (Rosenberg's Rules)

When a motion is before the body, no other motion may be considered except:

1. Motion to Amend

Debateable only as it relates to the amendment. An amendment which modifies the motion is an order; however, a substitute motion is in order if the intent is changed, a friendly amendment is intended to add clarity. Amendments are voted on first, the main motion vote is last. A motion may be amended more than once with each amendment being voted on separately. There may only be one amending motion on the floor at any one time.

2. Motion to Postpone

A motion to postpone indefinitely is debatable as managed by the Presiding Officer.

3. Motion to Table

A motion to table is not debatable and not subject to amendment, this second is sought by the Presiding Officer. Should a second be found, the vote must be taken.

The purpose of a motion to table is to temporarily bypass the item. If a motion to table is adopted, the item may be taken from the table at any time before the adjournment of the next regular meeting. If the item is not taken from the table in the time specified, the business of the item is lost.

4. Request for Personal Privilege

Any request for a "Point of Personal Privilege" must be approved by the Presiding Officer as an interruption. The Presiding Officer will ask the requestor to '*state your point*' and provide the floor for a prescribed timeframe and may allow or deny the request to continue for consideration by the body.

5. Point of Order Request

Any request for "Point of Order" must be allowed by the Presiding Officer as an interruption. The Presiding Officer will ask the requestor to '*state your point*' and provide the floor for a prescribed timeframe and may allow or deny the request to continue for consideration by the body.

SECTION 12. Adjournment.

At 10:30 p.m., if business has not concluded, no new business will be considered unless by a majority vote the body to begin new business. Those items under consideration at 10:30 p.m. may be concluded. Any remaining items will be postponed to the next meeting.

SECTION 13. Amendment/Suspension.

The body may amend or suspend these rules at any time upon a majority vote of the body.

SECTION 14. Administrative Mandamus.

Persons who are dissatisfied with a decision of the body may have the right to seek review of that decision by a court. In addition, the City has adopted §1094.6 of the Code of Civil Procedure, which generally limits ninety (90) days the time within which the decision of City bodies may be judicially challenged.

SECTION 15.

Unless specifically referenced, this Resolution supersedes all previous resolutions purporting to establish rules and procedures for rules of conduct and procedures for City Council meetings, including, without limitation, Resolution No. CC 2022-103. Accordingly, those resolutions are rendered moot upon adoption of this Resolution and are accordingly repealed. Nothing in this Resolution is intended to, nor does it supersede the City's most recently adopted Conflict of Interest Code or State law, including Fair Political Practices Commission rulings and common law rulings.

SECTION 16. Electronic Signatures.

This Resolution may be executed with electronic signatures in accordance with Government Code §16.5. Such electronic signatures will be treated in all respects as having the same effect as an original signature.

SECTION 17.

The Mayor, is hereby authorized to affix his/her signature to this Resolution signifying its adoption by the City Council of the City of Palmdale, and the City Clerk or her/his duly appointed deputy, is directed to attest thereto.

SECTION 18.

This Resolution will become effective immediately upon adoption.

PASSED, APPROVED, AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF PALMDALE THIS 16TH DAY OF NOVEMBER 2023.

Laura Bettencourt, Mayor

Approved as to Form:

William P. Curley III, City Attorney

ATTEST:

Rochelle Scott, Acting City Clerk

I, Rochelle Scott, Acting City Clerk of the City of Palmdale, California, do hereby certify that the foregoing resolution was duly passed, approved, and adopted by the City Council of the City of Palmdale at a regular meeting of said Council held on the _____ day of _____, 20__ by the following roll call vote:

AYES: _____

NOES: _____

ABSTAIN: _____ ABSENT: _____

Date: _____

Rochelle Scott, Acting City Clerk



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

To be recognized and respected as the leading advocate for the common interests of California's cities.

About the League of California Cities

Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and autonomy of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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ABOUT THE AUTHOR

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

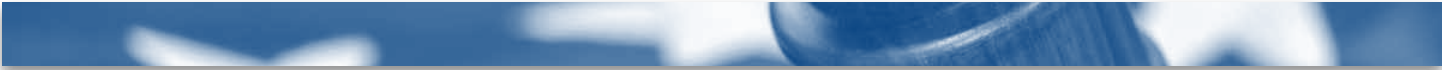


TABLE OF CONTENTS

About the Author	ii
Introduction	2
Establishing a Quorum	2
The Role of the Chair	2
The Basic Format for an Agenda Item Discussion	2
Motions in General	3
The Three Basic Motions	3
Multiple Motions Before the Body	4
To Debate or Not to Debate	4
Majority and Super-Majority Votes	5
Counting Votes	5
The Motion to Reconsider	6
Courtesy and Decorum	7
Special Notes About Public Input	7



INTRODUCTION

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:



First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the “ayes” and then asking for the “nays” normally does this. If members of the body do not vote, then they “abstain.” Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: “The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body.”

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member’s desired approach with the words “I move ...”

A typical motion might be: “I move that we give a 10-day notice in the future for all our meetings.”

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion**, for example, “A motion at this time would be in order.”
2. **Suggesting a motion to the members of the body**, “A motion would be in order that we give a 10-day notice in the future for all our meetings.”
3. **Making the motion**. As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body’s consideration. A basic motion might be: “I move that we create a five-member committee to plan and put on our annual fundraiser.”



The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: “I move that we amend the motion to have a 10-member committee.” A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: “I move a substitute motion that we cancel the annual fundraiser this year.”

“Motions to amend” and “substitute motions” are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a “motion to amend” or a “substitute motion” is left to the chair. So if a member makes what that member calls a “motion to amend,” but the chair determines that it is really a “substitute motion,” then the chair’s designation governs.

A “friendly amendment” is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, “I want to suggest a friendly amendment to the motion.” The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic “motion to have a five-member committee to plan and put on our annual fundraiser.” During the discussion of this motion, a member might make a second motion to “amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser.” And perhaps, during that discussion, a member makes yet a third motion as a “substitute motion that we not have an annual fundraiser this year.” The proper procedure would be as follows:

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed*, the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: “I move we adjourn this meeting at midnight.” It requires a simple majority vote.



Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold.” The motion can contain a specific time in which the item can come back to the body. “I move we table this item until our regular meeting in October.” Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, “I move the previous question” or “I move the question” or “I call the question” or sometimes someone simply shouts out “question.” As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a “request” rather than as a formal motion. The chair can simply inquire of the body, “any further discussion?” If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the “question” as a formal motion, and proceed to it.

When a member of the body makes such a motion (“I move the previous question”), the member is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: “I move we limit debate on this agenda item to 15 minutes.” Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item*. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, “I move the previous question,” or “I move the question,” or “I call the question,” or “I move to limit debate,” it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it’s pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the “no” votes and double that count to determine how many “yes” votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote “no” then the “yes” vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote “abstain” or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in



California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of “those present” then you treat abstentions one way. However, if the rules of the body say that you count the votes of those “present and voting,” then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are “present and voting.”

Accordingly, under the “present and voting” system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are “present”), but you treat the abstention votes on the motion as if they did not exist (they are not “voting”). On the other hand, if the rules of the body specifically say that you count votes of those “present” then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like “no” votes.

How does this work in practice?

Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass, and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are “present and voting.” If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three “yes,” one “no” and one “abstain” also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members “present.” Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a “no” vote. Accordingly, if the votes were three “yes,” one “no” and one “abstain,” then the motion fails. The abstention in this case is treated like a “no” vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an “abstention” vote?

Any time a member votes “abstain” or says, “I abstain,” that is an abstention. However, if a member votes “present” that is also treated as an abstention (the member is essentially saying, “Count me for purposes of a quorum, but my vote on the issue is abstain.”) In fact, any manifestation of intention not to vote either “yes” or “no” on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote “absent” or “count me as absent?” Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually “absent.” That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.



Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is “no.” There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, “point of privilege.” The chair would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person’s ability to hear.

Order. The proper interruption would be, “point of order.” Again, the chair would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, “return to the agenda.” If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair’s determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.



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