



Amended and Restated Operating Agreement
Review of RBOC and EdTech Recommendations
to City Council
August 19, 2024

Background

2

- Operating Agreement was signed in 1995 for a 25-year term
- The Operating Agreement was extended in June 30, 2020, for three years
- Due to the pandemic another two-year extension, currently expiring June 30, 2025, was signed
- RBOC Board appointed Ad Hoc Committee in July 2023 for purpose of reviewing existing language and exploring possible changes that might improve RBOC operations and finances; met seven times through the end of 2023

Ad Hoc Committee

3

- The RBOC Ad Hoc Committee included Phil Hawkey (Chair), Steve Haderlein, Patty Barajas Tavera, Raphael Henderson, Michael Hurley
- Recommended changes were approved unanimously by the RBOC Board of Directors on January 11th, and moved forward by the EdTech Committee on 5.9.24

Considerations

4

- Numerous matters were considered but **not** carried forward (some listed below):
 - ▣ RBOC to set rates
 - ▣ Third-party management
 - ▣ Expansion of jurisdiction
 - ▣ Limits on payments for services
 - ▣ Creation of a conservancy district

Key Recommendations

5

- The following changes to the Operating Agreement were approved by the RBOC in January and moved forward by EdTech:
 - ▣ Term of the agreement – evergreen
 - ▣ Recognition that future capital projects will be part of City CIP
 - ▣ Insurance – RBOC can test the market to see if it can save on premiums
 - ▣ Numerous minor but important clean up items

Additional Recommendations

6

- ▣ Allowing City to appoint RBOC as managing agent for other City properties or facilities by separate written agreement


- ▣ Allowing RBOC to sell/auction off personal property for fundraising purposes only
 - Requires delegation of approval from Council to Board to find, on a case-by-case basis, that a “valid public purpose” to return economic value to the RBOC is met and therefore allow the RBOC to avoid the auction/bid/negotiated sale process in the Pasadena Municipal Code

Rose Bowl Area

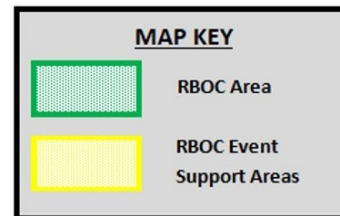
EXHIBIT "A"



MAP KEY

 RBOC Area

Rose Bowl Displacement Event Area



Summary

9

- Changes to the Operating Agreement itself were of a “light touch” and do not change the structure of the relationship in any significant way
- The minimal changes reinforce that the original concept between the parties has proven to be quite successful

RBOC Recommendations

10

1. Find that the actions proposed herein are not “projects” subject to the California Environmental Quality Act (CEQA) pursuant to Public Resources Code Section 21065 and Sections 15060(c)(2) and (c)(3), and 15378 of the State CEQA Guidelines;
2. Approve a recommendation of the Finance Director of an exception to the process for disposition of surplus personal property, pursuant to Pasadena Municipal Code Section 4.04.080, for the “valid public purpose” of returning revenue to the RBOC, and authorize the Board of the RBOC to dispose of RBOC personal property upon a finding of “valid public purpose”; and
3. Approve the Amended and Restated Operating Agreement between the City of Pasadena and the Rose Bowl Operating Company consistent with the terms set forth herein.

THANK YOU!



Section 3.5.4 – Limitation on Charges

Section 3.5.4 Limitation on Charges.

City must not charge the RBOC any fees, costs or charges related to use, parking or normal wear and tear of the RBOC Area. RBOC shall pay any other fees, costs or charges levied on RBOC regarding the RBOC Area or services provided to the RBOC, including but not limited to, public utilities such as water, power, and sewer. Said charges must not exceed the cost of providing the service.

Section 11.1 – Budget and Accounting

13

Section 11.1 Budget and Accounting (last sentence)
...The RBOC agrees to pay to the City annually an amount to be mutually negotiated, and agreed upon, by the RBOC and the City, for services of the City Attorney's Offices.