

**RESOLUTION
OF THE
BOARD OF EDUCATION
OF THE
OAKLAND UNIFIED SCHOOL DISTRICT
Resolution No. 0809-0230**

**AMENDMENT OF THE BYLAWS OF MEASURE "B" INDEPENDENT CITIZENS SCHOOL FACILITIES BOND OVERSIGHT
COMMITTEE**

WHEREAS, on June 6, 2006 the voters of the City of Oakland approved School Facilities Bond Measure "B" to provide financing to repair and modernize elementary, middle and high schools, including renovating classrooms, restrooms and other facilities to meet current safety standards, and repairing electrical, plumbing and other building systems, and to build libraries, classrooms, and science and computer labs, in accordance with the District's Facilities Master Plan; and

WHEREAS, in accordance with the language of Measure "B," and the requirements of Education Code Sections 15278 and 15282, the Governing Board established a Citizens' School Facilities Bond Oversight Committee (commonly called the Measure "B" Committee), on August 30, 2006, for the purpose of monitoring and informing the public concerning the expenditure of Measure "B" school facilities bond revenues; and

WHEREAS, based on operational experience and the desire of the Governing Board to continuously improve the operations of the Measure "B" Committee so that it more effectively discharges its responsibilities,

NOW, THEREFORE, BE IT RESOLVED that the Governing Board hereby strikes any and all language in the Measure "B" Bylaws, Amended, adopted August 30, 2006 and June 25, 2008 , respectively; and

BE IT FURTHER RESOLVED, the Governing Board hereby amends the Measure "B" Committee Bylaws, appended as Exhibit "A" hereto, by adopting the language therein in its entirety, to be commonly known as the Measure "B" Independent Citizens School Facilities Bond Oversight Committee Bylaws of June 10, 2009.
Passed on the following vote:

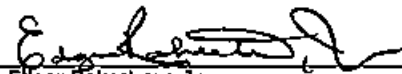
AYES: Jody London, Jumoke Hodge, Christopher Dobbins, Alice Spearman,
Vice President Gary Yee, and President Noel Gallo

NAYS: None

ABSENT: David Kakishiba

ABSTAINED: None

I hereby certify that the foregoing is a full, true and correct copy of a Resolution adopted at a Regular Meeting of the Governing Board of the Oakland Unified School District held June 10, 2009.



Edgar Rakestraw, Jr.
Secretary, Governing Board
Oakland Unified School District

Exhibit "A": Measure "B" Independent Citizens School Facilities Bond Oversight Committee Bylaws of June 10, 2009.

File ID Number: 09-1403
Introduction Date: 5-5-09
Enactment Number: 09-1155
Enactment Date: 6-10-09
By: BJ

Measure “B” Independent Citizens School Facilities Bond Oversight Committee Bylaws of June 10, 2009

Section 1. Committee Established. The Oakland Unified School District (the "District") was successful at the election conducted on June 6, 2006 (the “Election”), in obtaining authorization from the District's voters to issue up to \$435,000,000 principal amount of the District's general obligation bonds (“Measure “B”). The election was conducted under Proposition 39, being chaptered as the Strict Accountability in Local School Construction Bonds Act of 2000, at Section 15264 *et seq.* of the Education Code of the State ("Prop 39"). Pursuant to Section 15278 of the Education Code, on August 30, 2006 the Governing Board¹ of the District established the Oakland Unified School District Measure “B” Independent Citizens’ School Facilities Bond Oversight Committee (the “Measure B Committee and/or Committee”) in order to satisfy the accountability requirements of Prop 39, which shall have the duties and rights set forth in these Bylaws. The Committee does not have independent legal capacity from the District.

Section 2. Purposes. The purposes of the Committee are set forth in Proposition 39, and these Bylaws and Operating Procedures are specifically made subject to the applicable provisions of Proposition 39 as to the duties and rights of the Committee. The Committee shall be deemed to be subject to the *Ralph M. Brown Public Meetings Act* of the State of California and shall conduct its meetings in accordance with the provisions thereof. The District shall provide necessary administrative support to the Committee and shall be consistent with the Committee's purposes, as set forth in Prop 39.

The proceeds of general obligation bonds issued pursuant to the Election are hereinafter referred to as "bond proceeds." The Committee shall confine itself specifically to bond proceeds generated under Measure B. Regular and deferred maintenance projects and all monies generated under other sources shall fall outside the scope of the Measure B Committee review.

Section 3. Duties. To carry out its stated purposes, the Committee shall perform the following duties:

3.1 **Inform the Public.** The Committee shall inform the public concerning the District’s expenditure of bond proceeds.

3.2 **Review Expenditures.** The Committee may review expenditure reports produced by the District to ensure that (a) bond proceeds are expended only for Citizens’ Bond Oversight/Facilities Committee the purposes set forth in Measure

¹ The Governing Board, at the time of the August 30, 2006 action establishing the Measure B Committee, meant the State Superintendent of Public Instruction and /or his designee, the State Administrator of the Oakland Unified School District.

B; and (b) no bond proceeds are used for any teacher or administrative salaries or other school operating expenses.

3.3 Review Proposed Projects. The committee shall function as an advisory group to the Board. It shall review staff recommendations for specific voter approved projects proposed by District staff and provide comments/recommendations to the Board.

3.4 Annual Report. The Committee shall present to the Board, in public session, an annual written report which shall include the following:

(a) A statement indicating whether the District is in compliance with the requirements of Article XIII A, Section 1(b)(3) of the California Constitution; and

(b) A summary of the Committee's proceedings and activities for the preceding year.

3.5 Duties of the Board and Superintendent. Either the Board or the Superintendent, as the Board shall determine, shall have the following powers reserved to it, and the Committee shall have no jurisdiction over the following types of activities:

- (i) Approval of construction contracts,
- (ii) Approval of construction change orders,
- (iii) Expenditure of construction funds,
- (iv) Handling of all legal matters,
- (v) Approval of construction plans and schedules,
- (vi) Approval of all deferred maintenance plans, and
- (vii) Approval of the sale of bonds.

3.6 Voter-Approved Projects Only. In recognition of the fact that the Committee is only charged with overseeing the expenditure of bond proceeds, the Board has not charged the Committee with responsibility for:

(a) Projects financed through the State of California, developer fees, redevelopment / tax increment financing, certificates of participation, lease/revenue bonds, the general fund or the sale of surplus property without bond proceeds, each of which shall be outside the authority of the Committee.

(b) The establishment of priorities and order of construction for the bond projects shall be set by the Board in its sole discretion.

(c) The selection of architects, engineers, soils engineers, construction managers, project managers, CEQA consultants and such other professional service firms as are required to complete the project based on District criteria established by the Board in its sole discretion.

(d) The approval of the design for each project including exterior materials, paint color, interior finishes, site plan and construction methods (modular vs. permanent) by the Board in its sole discretion and shall report to the Committee on any cost saving techniques considered or adopted by the Board.

(e) The selection of independent audit firm(s), performance audit consultants and such other consultants as are necessary to support the activities of the Committee.

(f) The approval of an annual budget for the Committee that is sufficient to carry out the activities set forth in Proposition 39 and included herein.

(g) The allocation of State School Building Program grant funds to projects in the order and in the amount determined by the Board in its sole discretion.

(h) The amendment or modification of the Bylaws for the Committee as provided herein, subject to the legal requirements of Proposition 39.

(i) The appointment or reappointment of qualified applicants to serve on the Committee, subject to legal limitations, and based on criteria adopted in the Board's sole discretion as part of carrying out its function under Proposition 39.

Section 4. Authorized Activities. In order to perform the duties set forth in Section 3.0, the Committee may engage in the following authorized activities:

(a) Receive and review copies of the District's annual independent performance audit and annual independent financial audit, required by Article XIII A of the California Constitution.

(b) Inspect District facilities and grounds for which bond proceeds have been or will be expended, in accordance with any access procedure established by the District's Superintendent or designee.

(c) Review copies of deferred maintenance proposals or plans developed by the District.

(d) Review efforts by the District to maximize bond proceeds by implementing various cost-saving measures.

(e) Advise/make recommendation to Board on design, change orders, priorities, cost-saving measures, etc.

Section 5. Membership.

5.1 **Number.** The Committee shall consist of a minimum of nine (9) members appointed by the Board of Education from a list of candidates submitting written applications, and based on criteria established by Prop 39, to wit:

- One (1) member who is a parent or guardian of a child enrolled in the District.
- One (1) member active in a business organization representing the business community located in the District.
- One (1) member active in a senior citizen's organization.
- One (1) member active in a bona-fide taxpayers association.
- One (1) member who is both a parent and guardian of a child enrolled in the District and active in a parent-teacher organization, such as the Parent- Teacher Association or a school site council.
- At least three (3) members of the community-at-large appointed by the Board.

5.2 Qualification Standards.

(a) To be a qualified person, he or she must be at least 18 years of age.

(b) The committee may not include any employee, official of the District or any vendor, contractor or consultant of the District.

(c) A majority of the members of the Committee shall possess expertise in one or more of the following areas:

- Large scale construction operations
- Municipal / Public finance matter
- Multiple years experience with agency/entity budgeting

- Construction related project management
- Real Estate acquisition or sales

5.3 **Ethics:** Conflicts of Interest. By accepting appointment to the Committee, each member agrees to comply with Articles 4 (commencing with Section 1090) and 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the Government Code and Bylaw of the Board 9270.

5.4 **Term.** Except as otherwise provided herein, each member shall serve a term of two (2) years, beginning on the date the member was appointed to the Committee by the District Board of Education. No member may serve more than two (2) consecutive terms. The Board of Education shall fix the initial term of each member so as to stagger the expiration of the Committee membership. All members may be reappointed to an additional two (2) year term.

5.5 **Appointment.** Members of the Committee shall be appointed by the Board through the following process:

- (a) Appropriate local groups will be solicited for applications;
- (b) An ad hoc committee of the Board will review the applications;
- (c) The ad hoc committee will make recommendations to the Board.

5.6 **Removal; Vacancy.** The Board may remove any Committee member for any reason, including failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with the Committee Ethics Policy. Upon a member's removal, his or her seat shall be declared vacant. The Board, in accordance with the established appointment process, shall fill any vacancies on the Committee.

5.7 **Compensation.** The Committee members shall not be compensated for their services.

5.8 **Authority of Members.**

- (a) Committee members shall not have the authority to direct staff of the District; and
- (b) Individual members of the Committee retain the right to address the Board, either on behalf of the Committee or as an individual.

Section 6. Meetings of the Committee.

6.1 **Regular Meetings.** The Committee is required to meet at least twice a year but may meet more often as the Committee shall determine.

6.2 **Location.** All meetings shall be held within the Oakland Unified School District, located in Alameda County, California.

6.3 **Procedures.** All meetings shall be open to the public in accordance with the *Ralph M. Brown Act*, Government Code Section 54950 *et seq.* Meetings shall be conducted according to Robert's Rules of Order, the parliamentary authority of the Board of Education. A majority of the number of Committee members shall constitute a quorum for the transaction of any business except adjournment.

Section 7. District Support.

7.1 The District shall provide to the Committee necessary technical and administrative assistance as follows:

- (a) The Assistant Superintendent for Business shall be the staff liaison;
- (b) Preparation of and posting of public notices as required by the *Brown Act*, ensuring that all notices to the public are provided in the same manner as notices regarding meetings of the District Board;
- (c) Provision of a meeting room, including any necessary audio/visual equipment;
- (d) Preparation and copies of any documentary meeting materials, such as agendas and reports; and
- (e) Retention of all Committee records, and providing public access to such records on an Internet website maintained by the District.

7.2 District staff and/or District consultants shall attend all Committee proceedings in order to report on the status of projects and the expenditures of bond proceeds.

7.3 No bond proceeds shall be used to provide District support to the Committee.

Section 8. Reports. In addition to the Annual Report required in Section 3.2, the Committee may report to the Board from time to time in order to advise the Board on the activities of the Committee. The Annual Report shall be in writing and shall summarize the proceedings and activities conducted by the Committee.

Section 9. Officers. The Committee shall elect a chair, a vice-chair who shall act as chair only when the chair is absent, which positions shall continue for a one (1) year term. No

person shall serve as chair for more than two consecutive terms. The Committee also shall elect a Secretary who shall be the official custodian of the meeting and other records of the Committee. No person shall serve as Secretary for more than two consecutive terms. During the election of the initial officers, under these Bylaws, the Secretary of the Board of Education shall act as temporary chair.

Section 10. Amendment of Bylaws. Any amendment to these Bylaws shall be approved by a majority vote of the Board of Education of the District.

Section 11. Termination. The Committee shall automatically terminate and disband at the earlier of the date when (a) all bond proceeds are spent, or (b) all projects funded by bond proceeds are completed.

CITIZENS' BOND OVERSIGHT COMMITTEE ETHICS POLICY STATEMENT

This Ethics Policy Statement provides general guidelines for Committee members in carrying out their responsibilities. Not all ethical issues that Committee members face are covered in this Statement. However, this Statement captures some of the critical areas that help define ethical and professional conduct for Committee members. The provisions of this Statement were developed from existing laws, rules, policies and procedures as well as from concepts that define generally accepted good business practices. Committee members are expected to strictly adhere to the provisions of this Ethics Policy.

POLICY

- **CONFLICT OF INTEREST.** A Committee member shall not make or influence a District decision related to: (1) any contract funded by bond proceeds or (2) any construction project which will benefit the committee member's outside employment, business, or a personal finance or benefit an immediate family member, such as a spouse, child or parent.

- **OUTSIDE EMPLOYMENT.** A Committee member shall not use his or her authority over a particular matter to negotiate future employment with any person or organization that relates to: (1) any contract funded by bond proceeds, or (2) any construction project. A Committee member shall not make or influence a District decision related to any construction project involving the interest of a person with whom the member has an agreement concerning current or future employment, or remuneration of any kind. For a period of two (2) years after leaving the Committee, a former Committee member may not represent any person or organization for compensation in connection with any

matter pending before the District that, as a Committee member, he or she participated in personally and substantially. Specifically, for a period of two (2) years after leaving the Committee, a former Committee member and the companies and businesses for which the member works shall be prohibited from contracting with the District with respect to:

(1) Bidding on projects funded by the bond proceeds; and

(2) Any construction project.

- **COMMITMENT TO UPHOLD LAW.** A Committee member shall uphold the federal and California Constitutions, the laws and regulations of the United States and the State of California (particularly the Education Code) and all other applicable government entities, and the policies, procedures, rules and regulations of the Oakland Unified School District;

- **COMMITMENT TO IMPROVEMENT OF DISTRICT.** A Committee member shall place the interests of the District above any personal or business interest of the member.