



# MEASURE F1 BOND OVERSIGHT COMMITTEE BYLAWS

In July 2016 the Board of Directors approved placing a General Obligation Bond Measure on the ballot, with the following question for voters:

*“HAYWARD AREA RECREATION AND PARK DISTRICT SAFE, CLEAN, LOCAL PARKS MEASURE. To update, repair and maintain local parks, shall Hayward Area Recreation and Park District improve the quality/safety of neighborhood parks, improve/maintain park bathrooms/overall facility cleanliness, enhance senior/community centers, maintain existing local parks’ children’s playgrounds/recreation facilities, renovate parks, trails/recreation areas, repair, construct/acquire sites/facilities by issuing \$250,000,000 in bonds which cannot be taken by the State, at legal rates, with independent citizens’ oversight, all funds staying local?”*

On November 8, 2016, the voters of the Hayward Area Recreation and Park District passed Measure F1 with 78% support. In order to implement the provisions of the Bond Measure, the District’s Board of Directors, on February 13, 2016, took actions to create an independent citizens’ oversight committee. The following are the Bylaws for the oversight committee.

## **ARTICLE I: NAME**

The name of this committee shall be the Measure F1 Bond Oversight Committee of the Hayward Area Recreation and Park District (~~the Bond Oversight Committee~~).

## **ARTICLE II: PURPOSE**

The purpose of the Bond Oversight Committee shall be to oversee the expenditure and use of bond proceeds to ensure their use on the types of projects stated in the Bond Measure. The Bond Oversight Committee in its operation shall represent no special group but, rather, shall serve for the general welfare of the District as a whole.

## **ARTICLE III: DUTIES**

The Bond Oversight Committee shall have the following duties:

- Section 1. To ensure that bond proceeds are expended only on the types of projects identified in the Bond Measure.
- Section 2. To review the proposed project list prior to the issuance of each series of bonds to ensure that projects proposed are authorized by the Bond Measure.
- Section 3. To annually review the Capital Improvement Program Expenditure Plan to ensure projects and activities proposed for funding by Measure F1 are in conformance with the purposes stated in the Bond Measure.

- Section 4. To receive progress reports on projects funded by Measure F1 bond proceeds.
- Section 5. To annually review the audits and reports of expenditures of bond proceeds and inform the District's Board of Directors and the public concerning the same.

**ARTICLE IV: MEMBERSHIP**

- Section 1. Members of the Bond Oversight Committee shall be residents of the District. District officials, employees, contractors, members of the District's Citizens Advisory Committee and elected/appointed officials from other government agencies with jurisdiction within the District's boundaries are prohibited from serving on the Bond Oversight Committee.
- Section 2. The Committee is designed to include individuals with business experience that are users of the District's parks and facilities, and knowledgeable professionals in the fields of finance, law, and accounting.
- Section 3. Total membership on this Committee shall not exceed five (5).
- Section 4. Appointment to membership shall be made by the District's Board of Directors from a list of candidates submitting written applications.
- Section 5. Each member shall serve a term of two (2) years, commencing on the date of the first meeting of the Committee, and may be reappointed to as many successive terms as the Board of Directors shall determine. At the Committee's first meeting, members will draw lots or otherwise select a minimum of two members to serve for an initial one (1) year term and the remaining members for an initial two (2) year term.
- Section 6. A member shall be considered inactive and subject to removal by the District's Board of Directors after two (2) consecutive unexcused absences from scheduled meetings unless the District representative to the Committee has been notified in advance that the member will be absent.
- Section 7. Whenever vacancies occur, they shall be filled for the balance of the membership term by the Board of Directors.
- Section 8. The General Manager or his/her designee will be an ex-officio member of the Committee without vote. A District staff representative to the Committee will attend all meetings to provide historical data and Board policies, to advise regarding projects, and to provide such other information as may be requested by the Committee.

**ARTICLE V: OFFICERS**

- Section 1. The officers of this Committee shall be a Chair, Vice-Chair, and Secretary and shall be appointed by the President of the Board of Directors.
- Section 2: The Chair or his/her designee shall be the official spokesperson of the Bond Oversight Committee to the Board of Directors and the public.

## **ARTICLE VI: VOTING**

- Section 1. All members shall have voting privileges while attending meetings of the Bond Oversight Committee.
- Section 2. Any actions of the committee shall be done by roll call vote and recorded. Any action must receive a majority vote of the total filled seats on the committee to pass.

## **ARTICLE VII: MEETINGS**

- Section 1. The Bond Oversight Committee shall meet at least once a year, but no more frequently than quarterly.
- Section 2. All meetings shall be noticed and open to the public in accordance with the Ralph M. Brown Act (Government Code Section 54950 et seq.).
- Section 3. At least 72 hours prior to each meeting, minutes of the preceding meeting and an agenda listing each item of business for the approaching meeting will be sent to each member of the Committee and posted pursuant to the requirements of the Ralph M. Brown Act.
- Section 4. A majority of the number of the sitting committee members shall constitute a quorum to convene a meeting and for the transaction of any business.
- Section 5. Questions regarding parliamentary procedure shall be guided by Robert's Rules of Order. Otherwise informal meeting procedures shall be used.

## **ARTICLE VIII: DISTRICT SUPPORT**

- Section 1. The District shall provide to the Committee necessary technical and administrative assistance as follows:
- (a) Preparation of and posting of public notices and agendas 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's Board of Directors.
  - (b) Provision of a meeting room, including any necessary audio/visual equipment.
  - (c) Preparation and copies of any documentary meeting materials, such as agenda materials and reports.
  - (d) Retention of all committee records, and providing public access to such records in accordance with the California Public Records Act.
  - (e) District staff and/or District consultants may be requested to attend committee meetings in order to report on the status of projects and the expenditure of bond proceeds.

## **ARTICLE IX: DUTIES OF THE BOARD OF DIRECTORS AND GENERAL MANAGER**

Section 1. Either the District's Board of Directors or the General Manager, as the Board shall determine, shall have the following powers reserved to it, and the Bond Oversight Committee shall have no jurisdiction over the following types of activities:

- (a) Prioritization of projects.
- (b) Approval of contracts.
- (c) Approval of change orders.
- (d) Investment of bond proceeds.
- (e) Budgets and line item expenditures.
- (f) Handling of any legal matters.
- (g) Approval of project plans and schedules.
- (h) Approval of the sale of bonds.
- (i) Technical matters such as project means and methods.
- (j) Personnel matters.

## **ARTICLE X: MEASURE F1 PROJECTS ONLY**

Section 1. In recognition of the fact that the Bond Oversight Committee is charged with ensuring the expenditure of bond proceeds are in conformance with the Bond Measure, the Committee is not charged with responsibility for:

- (a) Projects financed through the State of California, developer fees, certificates of participation, lease/revenue bonds, grants, the District's General Fund or the acquisition or sale of real property without bond proceeds.
- (b) The establishment of priorities and order of construction for the bond projects, which shall be made by the District's Board of Directors 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 projects.
- (d) The approval of the design for each project including exterior materials, paint color, interior finishes, site plan and construction methods.
- (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 its activities.

- (g) The appointment or reappointment of qualified members to serve on the Committee.
- (h) The establishment of subcommittees for any purpose.

## **ARTICLE XI: AUTHORIZED COMMITTEE ACTIVITIES**

- Section 1. In order to carry out its duties as set forth in Article 3.0 the Committee may engage in the following authorized activities:
- (a) Receive and review copies of the District's annual independent financial audit.
  - (b) Inspect parks, facilities and trails for which bond proceeds have been or will be expended, in accordance with any access procedure established by the District's General Manager and the requirements of the Ralph M. Brown Act.
  - (d) Review efforts by the District to maximize bond proceeds.
  - (e) Request and receive copies of any public records relating to Bond Measure funded projects.

## **ARTICLE XII: ETHICS POLICY STATEMENT**

- Section 1. 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.
- Section 2. Conflict of Interest. Committee members are government officials for purposes of compliance with Political Reform Act and California Government Code Section 1090. Among other restrictions, 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.
- Section 3. 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.

- Section 4. 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 and all other applicable government entities, and the policies, procedures, rules and regulations of the District.
- Section 5. Commitment to District. A committee member shall place the interests of the District and the committee above any personal or business interest of the member.

### **ARTICLE XIII: AMENDMENTS**

- Section 1. The Bylaws may be reviewed for the purpose of recommending amendment at any meeting of the committee. At the following meeting, proposed changes shall be submitted to vote.
- Section 2. A majority of seated members shall be required to recommend an amendment to the District Board of Directors for approval.
- Section 3. The Board of Directors can amend the Bylaws by a majority vote of the total membership of the Board of Directors.

### **ARTICLE XIV: TERMINATION**

- Section 1. The Committee shall automatically terminate and disband concurrently with the final accounting of the expenditure of all Bond Measure proceeds.