

AMENDED AND RESTATED BYLAWS FOR THE BOND OVERSIGHT COMMITTEE

Section 1. Introduction. These Amended and Restated Bylaws harmonize, supersede and amend the previously adopted individual bond measure bylaws for the San Ysidro School District's Independent Citizen's Bond Oversight Committee (the "Committee").

Section 2. Establishment of Committee. In 1997, the San Ysidro School District (the "District") voters approved the District's first bond measure, Proposition C, which authorized the District to sell up to \$250 million in General Obligation Bonds to finance the acquisition and improvement of real property for authorized school purposes. From 1997 to 2015 the District issued nine series of GO bonds totaling approximately \$217 million. Since these bonds were passed prior to Proposition 39 in 2000 (Smaller Classes, Safer Schools and Financial Accountability Act), an independent citizen's bond oversight committee was not required by State Law nor was there such provisions in the measure approved by the voters. However, the District's governing board ("Board") ultimately formed the Committee for Proposition C in order to implement a recommendation of the "Grand Jury Audit of the San Ysidro School District Bonds" Based upon the Grand Jury recommendations, the Committee for Proposition C was formed in accordance with the provisions and requirements of Article 2 of Chapter 1.5 of Part 5 of Division 1 of Title 1 of the California Education Code 15264 et seq., (hereinafter the "Law") and pursuant to Education Code Section 35160 which governs Oversight Committees established pursuant to Proposition 39 in 2000 (Smaller Classes, Safer Schools and Financial Accountability Act). The Committee was originally formed in April 2019, and the original bylaws for the Committee were approved by the Board in December 2018.

On March 3, 2020, the voters of the San Ysidro School District (the "District") authorized Measure T and Measure U under the Proposition 39 statutes. Measure T (\$52,985,000) and Measure U (\$55,500,000) authorized the issuance of \$108,485,000 million in General Obligation Bonds (the "Bonds") which will replace the Proposition C unissued bonds. The Election was conducted in accordance with the Strict Accountability in Local School Construction Bonds Act of 2000, Section 15264 *et seq.* of the Education Code of the State ("Proposition 39"). Pursuant to Section 15278 of the Education Code, the District is obligated to establish an independent citizens' oversight committee in order to satisfy the accountability requirements of Proposition 39. Subsequently, on April 16, 2020, the Board took action formally appointing the Committee to also serve as the independent citizen's oversight committee for Measures T and U, and adopted a set of bylaws for each measure to govern the activities of the Committee. In order to harmonize the individual bylaws adopted separately for Proposition C, Measure T and Measure U (collectively, the "Bond Measures"), the Board has now formally adopted these Amended and Restated Bylaws (the "Bylaws") to govern the Committee's oversight activities for all three Bond Measures.

Section 3. Purposes. The purposes of the Committee are set forth in Proposition 39, and these Bylaws are specifically made subject to the applicable provisions of Proposition 39 as to the duties and rights of the Committee. Minutes of the proceedings of the Committee and all documents received and reports issued shall be a matter of public record and be made available on an internet website maintained by the Board. The District shall provide necessary administrative support to the Committee as shall be consistent with the Committee's purposes, as set forth in Proposition 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 monitoring the expenditure of bond proceeds generated under the Bond Measures. Projects undertaken with monies generated from sources other than bond proceeds shall fall outside the scope of the Committee’s review.

Section 4. Duties. To carry out its stated purposes, the Committee shall perform the duties set forth in Sections 4.1, 4.2 and 4.3 below and shall observe the limitations set forth in Sections 4.4 and 4.5 below.

4.1 Inform the Public. The Committee shall inform the public concerning the District’s expenditure of bond proceeds. In fulfilling this duty, all official communications to either the Board or the public shall come from the Chair acting on behalf of the Committee. The Chair shall only release information that reflects the consensus view of the Committee.

4.2 Review Expenditures. The Committee shall review expenditure reports produced by the District to ensure that (a) bond proceeds were expended only for the purposes set forth in the Bond Measures; and (b) no bond proceeds were used for any teacher or administrative salaries or other operating expenses.

4.3 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.

4.4 Duties of the Board and/or 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:

- (a) Approval of contracts,
- (b) Approval of change orders,
- (c) Expenditure of bond proceeds,
- (d) Handling of all legal matters,
- (e) Approval of project plans and schedules,
- (f) Approval of all deferred maintenance plans, and
- (g) Approval of the sale of bonds.

4.5 Bond Measure Projects Only. In recognition of the fact that the Committee is charged with overseeing the expenditure of bond proceeds, the Board has not charged the Committee with responsibility for:

(a) Projects financed without bond proceeds either through the State of California, developer fees, tax increment revenues, certificates of participation, special taxes, lease/revenue bonds, the District general fund or other sources, which shall be outside the authority of the Committee.

(b) The establishment of priorities and order of construction for the projects to be funded with bond proceeds, which shall be made 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 projects funded with bond proceeds which shall be based on 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) which shall be determined by the Board in its sole discretion.

(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 which shall be determined by the Board in its sole discretion and may be the audit firm that audits the District's financial statements.

(f) The approval of an annual budget for the Committee that is sufficient to carry out its activities which shall be determined by the Board in its sole discretion.

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

Section 5. Authorized Activities.

5.1 In order to perform the duties set forth in Sections 4.1, 4.2 and 4.3 above, the Committee may engage in any of the activities authorized under Proposition 39 including the following:

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

(b) Inspect school 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, in order to ensure that bond proceeds are expended in accordance with the requirements of Article XIII A of the California Constitution.

(c) Receive and review copies of any deferred maintenance proposals or plans for facilities financed with bond proceeds.

(d) Review efforts by the District to maximize bond proceeds by implementing various cost-saving measures, including, but not limited to, those set forth in Section 15278(c)(5) of the Education Code.

Section 6. Membership.

6.1 Number. The Committee shall consist of seven (7) members appointed by the Board in such manner as the Board determines, and based on criteria established by Proposition 39, which provides that:

- One (1) member shall be the parent or guardian of a child enrolled in the District.
- One (1) member shall be both a parent or guardian of a child enrolled in the District and active in a parent-teacher organization, such as the P.T.A. or a school site council.
- One (1) member shall be active in a business organization representing the business community located in the District.
- One (1) member shall be active in a senior citizens' organization.
- One (1) member shall be active in a bona-fide taxpayers association.
- Two (2) members shall be from the community at-large.

6.2 Qualification Standards.

(a) To be a qualified person, a Committee member 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.

6.3 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 Chapter 1 of Division 4 of Title 1 of the Government Code. Additionally, each member shall comply with the Committee Ethics Policy attached as "Attachment A" to these Bylaws.

6.4 Term. Each member shall serve a minimum term of two (2) years, calculated as commencing on the date of the adoption of these Amended and Restated Bylaws and subject to any future action by the Board to amend the length of the term of any individual Committee member. Upon the expiring term of a member, such member may be appointed for a new two (2) year term or a new member may be selected for a two (2) year term. No member may serve more than three (3) consecutive terms.

6.5 Appointment. The initial members of the Committee shall be those members of the Proposition C Committee. With respect to any vacancies and future appointments, Members of the Committee shall be appointed by the Board through the following process: (a) appropriate local groups and community members will be solicited for applications; (b) the Superintendent will review the applications; (c) the Superintendent will make recommendations to the Board; and (d) the Board shall appoint the members of the Committee.

6.6 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. Vacancies shall be filled within 90 days from the initial date of each such vacancy. Any person appointed to fill a vacancy shall serve for the remainder of the term of the member whose position is being filled.

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

7.8 Authority of Members. (a) Committee members shall not have the authority to direct staff of the District, (b) individual members of the Committee retain the right to address the Board, either on behalf of the Committee or as an individual, and (c) the Committee may only request copies of reports and documents which have been previously presented to the Board and which are a public record.

Section 7. Meetings of the Committee.

7.1 Regular Meetings. The Committee shall meet at least once a year but no more frequently than quarterly unless requested by the Board to meet more often. This does not prohibit the Committee from holding a special meeting if needed.

7.2 Location. All meetings shall be held within the boundaries of the District except that Committee members may participate by teleconference as set forth in Section 7.3 below.

7.3 Procedures. All meetings shall be open to the public in accordance with the *Ralph M. Brown Act*, Government Code Section 54950 *et seq.* (the "Brown Act") and may be noticed and conducted in any manner that is consistent with the Brown Act, as modified by any emergency declaration of the Governor of the State of California or other authorized officer of the State, including by teleconference. A majority of the number of Committee members shall constitute a quorum for the transaction of any business of the Committee.

Section 8. District Support.

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

(a) preparation of and posting of public notices as required by the *Ralph M. Brown Act*, ensuring that all notices to the public are provided in the same manner as notices regarding meetings of the District Board;

- (b) provision of a meeting room, including any necessary audio/visual equipment;
- (c) preparation, translation and copies of any documentary meeting materials, such as agendas and reports; and
- (d) retention of all Committee records, and providing public access to such records on an Internet website maintained by the District.

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

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

Section 9. Reports. In addition to the Annual Report required in Section 4.3, 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 10. Officers. The Superintendent shall appoint the initial Chair to serve for an initial two (2) year term. The Committee shall elect an initial Vice-Chair. Thereafter, the Committee shall elect a Chair and a Vice-Chair who shall act as chair only when the Chair is absent.

Section 11. Amendment of Bylaws. Any amendment to these Bylaws shall be approved by a majority vote of the Board.

Section 12. Termination. The Committee shall automatically terminate and disband 180 days after all bond proceeds from the Bond Measures are spent.

ATTACHMENT A

BOND OVERSIGHT COMMITTEE ETHICS POLICY STATEMENT

This Ethics Policy Statement provides general guidelines for members of the Bond Oversight Committee (the “Committee”) established by the San Ysidro School District (the “District”) 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 District;

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