

**INDEPENDENT CITIZENS' BOND OVERSIGHT COMMITTEE
AMENDED AND RESTATED BYLAWS**

Section 1. Committee Established. The Solano Community College District (the “District”) was successful at the election conducted on November 5, 2002 (the “2002 Election”), in obtaining authorization from the District's voters to issue up to \$124,500,000 aggregate principal amount of the District's general obligation bonds (the “2002 Measure”). The District was successful at the election conducted on November 6, 2012 (the “2012 Election”), in obtaining authorization from the District’s voters to issue up to \$348,000,000 aggregate principal amount of the District’s general obligation bonds (the “2012 Measure Q”). The 2002 Election and the 2012 Election are hereinafter referred to as the “Elections”. The 2002 Measure and the 2012 Measure Q are hereinafter referred to as the “Measures”. The Elections were each 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, the District is obligated to establish the Citizens’ Bond Oversight Committee (the “CBOC”) in order to satisfy the accountability requirements of Prop 39. The Board of Trustees of the Solano Community College District (the “Board”) hereby confirms that the CBOC initially established for the 2002 Measure shall have the duties and rights set forth in these Bylaws with oversight responsibility over both the 2002 Measure and Measure Q. The CBOC does not have independent legal capacity from the District.

Section 2. Purpose. The purpose of the CBOC, as set forth in Education Code Section 15278, shall be to inform the public concerning the expenditure of bond revenues. These Bylaws are specifically made subject to the applicable provisions of the Education Code as to the duties and rights of the CBOC. The CBOC 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 CBOC as shall be consistent with the CBOC's purposes, as set forth in the Education Code.

The proceeds of general obligation bonds issued pursuant to the Elections are hereinafter referred to as “bond proceeds.” The CBOC shall confine itself specifically to bond proceeds generated under the Measures. Regular and scheduled maintenance projects and all monies generated under other sources shall fall outside the scope of the CBOC’s review.

Section 3. Duties. To carry out its stated purpose, the CBOC shall perform the duties set forth in Sections 3.1, 3.2 and 3.3 and shall refrain from those activities set forth in Sections 3.4 and 3.5:

3.1 **Inform the Public.** The CBOC 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 CBOC. The Chair shall only release information that reflects the majority view of the CBOC.

3.2 **Review Expenditures.** The CBOC shall review expenditure reports produced by the District to ensure that (a) bond proceeds were expended only for the purposes set forth in the ballot Measures; and (b) no bond proceeds were used for any inappropriate teacher or administrative salaries or other operating expenses, in accordance with Attorney General Opinion 04-110 issued on November 9, 2004.

3.3 Annual Report. The CBOC 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 CBOC's proceedings and activities for the preceding year.

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

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

3.5 Responsibilities Not Assigned By the Board to the CBOC. In recognition of the fact that the CBOC is charged with overseeing the expenditure of bond proceeds, the Board has not charged the CBOC with responsibility for:

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

(b) The establishment of priorities and order of construction for the bond projects shall be presented to the Board by the Superintendent/President for their approval.

(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 CBOC 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 CBOC.

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

(g) The adoption of a plan for publicizing the activities of the CBOC and the determination as to whether a mailer, a newspaper notice or website materials would best suit the distribution of the CBOC's findings and recommendations.

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

(i) The appointment or reappointment of qualified applicants to serve on the CBOC.

Section 4. Authorized Activities.

(a) In furtherance of its purpose, to inform the public concerning the expenditure of bond revenues, the CBOC may engage in the following authorized activities:

(b) Receive and review copies of the District's annual, independent performance audit, required by subparagraph (C) of paragraph (3) of subdivision (b) of Section 1 of Article XII A of the California Constitution.

(c) Receive and review copies of the annual, independent financial audit required by subparagraph (C) of paragraph (3) of subdivision (b) of Section 1 of Article XIII A of the California Constitution.

(d) Inspect college facilities and grounds, in accordance with any access procedure established by the District's Superintendent/President, or his or her designee, to ensure that bond revenues were expended in compliance with the requirements of paragraph (3) subdivision (b) of Section 1 of Article XIII A of the California Constitution.

(e) Receive and review copies of deferred maintenance proposals or plans developed by the District, including any reports required by Section 17584.1.

(f) Review efforts by the District to maximize bond revenues by implementing cost-saving measures, including, but not limited to, all of the following:

(i) Mechanisms designed to reduce the costs of professional fees.

(ii) Mechanisms designed to reduce the costs of site preparation.

(iii) Recommendations regarding the joint use of core facilities.

(iv) Mechanisms designed to reduce costs by incorporating efficiencies in schoolsite design.

(v) Recommendations regarding the use of cost-effective and efficient reusable facility plans.

Section 5. Membership.

(a) Number. The CBOC shall consist of a minimum of nine (9) members appointed by the Board of Trustees from a list of candidates submitting written applications. Every effort will be made to maintain broad geographic representation of the District, and the CBOC composition shall be based on criteria established by Education Code Section 15282, to wit:

- One (1) student enrolled and active in a community college support group, such as student government. The community college student may, at the discretion of the District, serve up to six months after his or her graduation.
- One (1) member active in a business organization representing the business community located in the District.
- One (1) member active in a senior citizens' organization.
- One (1) member active in a bona-fide taxpayers association.
- One (1) member active in a support organization for the college.
- Two (2) at-large members of the community, who are persons who demonstrate interest in and/or experience with the mission and facilities of the District; such as citizen members of occupational advisory groups, local business representatives, or representatives of local civic organizations.
- Two (2) members of the community who demonstrate interest in and/or experience in the construction and building trades.

5.2 Qualification Standards.

(a) To be a qualified person, he or she must be at least 18 years of age and reside within the District's geographic boundary.

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

5.3 Ethics: Conflicts of Interest. Pursuant to Education Code Section 15282, subdivision (b), members of the CBOC are subject to Articles 4 (commencing with Section 1090) and 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the Government Code. Further, each member shall comply with the CBOC Ethics Policy Statement attached as "Attachment A" to these Amended and Restated Bylaws.

5.4 Term. Except as otherwise provided herein, each member shall serve a term of three (3) years, commencing as of the date of appointment by the Board. No member may serve more than two (2) consecutive terms. At the CBOC's first meeting, members will draw lots to select a minimum of two members to serve for an initial two (2) year term and the remaining members for an initial three (3) year term. Members whose term has expired may continue to serve on the CBOC

until a successor has been appointed. Members serving on the original 2002 Measure CBOC shall remain on the CBOC and may serve for new terms as described herein.

5.5 Appointment. Members of the CBOC shall be appointed by the Board through the following process: (a) the District shall advertise for members in accordance with its customary practices, including through local newspapers and the District's website; (b) appropriate local groups will be solicited for applications; (c) the Board's Citizen Bond Oversight Ad hoc Committee and the Superintendent/President or designee will review the applications, and make recommendations to the Board; (d) the Board's Citizen Bond Oversight Ad hoc Committee will review a candidate's application in depth, including but not limited to, conducting telephonic or face-to-face interviews, requiring additional written information, or determining through other means whether a candidate is qualified to serve on the CBOC; (e) and the Board will make the appointments at a noticed meeting of the Board by resolution.

5.6 Removal; Vacancy. The Board may remove any CBOC member for any reason deemed necessary for the operation of the CBOC to function appropriately, including, but not limited to, failure to attend two consecutive CBOC meetings without reasonable excuse, disruptive behavior, failure to comply with these Bylaws, failure 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, or for failure to comply with the CBOC 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 CBOC. The District shall seek to fill vacancies within 90 days.

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

5.8 Authority of Members. (a) CBOC members shall not have the authority to direct staff of the District; (b) Individual members of the CBOC retain the right to address the Board, either on behalf of the CBOC or as an individual; and (c) the CBOC and its Members shall have the right to request and receive only copies of reports and records relating to the Measures projects which have been prepared for the Board and which have become a public record.

Section 6. Meetings of the CBOC.

6.1 Meetings. The CBOC is required to meet at least once a year, including an annual organizational meeting, but may not have regular meetings more frequently than quarterly. The CBOC may set special meetings, but only if a majority of the CBOC seats, whether filled or unfilled, agree to setting a special meeting. If a quorum is not met for any CBOC meeting, whether regular or special, after 15 minutes of the meeting's publicized start time, the meeting will be canceled.

6.2 Location. All meetings shall be held within the jurisdiction of the Solano Community College District.

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.* A majority of the nine (9) CBOC seats, regardless of how many seats are filled or unfilled, shall constitute a quorum for the transaction of any business; five (5) members are required for quorum. Business may only be conducted by a majority of the CBOC seats, i.e. five (5) members, regardless of how many seats are filled or unfilled. Meetings shall be conducted according to such additional procedural rules as the CBOC may adopt. CBOC

Section 7. District Support.

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

(a) 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;

(b) provision of a meeting room, including any necessary audio/visual equipment;

(c) preparation and copies of any documentary meeting materials, such as agendas and reports; and

(d) retention of all CBOC 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 CBOC proceedings in order to report on the status of projects and the expenditures of bond proceeds.

7.3 No bond proceeds of the Measures may be made to provide District support of the CBOC.

Section 8. Reports. In addition to the Annual Report required in Section 3.3, the CBOC may report to the Board at least annually in order to advise the Board on the activities of the CBOC. Such report shall be in writing and shall summarize the proceedings and activities conducted by the CBOC.

Section 9. Officers. The Board, upon the recommendation of the Superintendent/President, shall appoint the initial Chair of the CBOC to serve for one year as Chair. Thereafter, the CBOC shall elect the Chair and a Vice-Chair who shall act as Chair only when the Chair is absent. No person shall serve as Chair for more than three consecutive years.

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

Section 11. Termination. The CBOC shall automatically terminate and disband concurrently with the CBOC's submission of its final Annual Report which reflects the final accounting of the expenditure of all the proceeds of the Measures.

Section 12. Parliamentary Authority. The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the CBOC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the CBOC may adopt.

CITIZENS' BOND OVERSIGHT CBOC ETHICS POLICY STATEMENT

Attachment A

This Ethics Policy Statement provides general guidelines for CBOC members to follow in carrying out their roles. Not all ethical issues that CBOC members face are covered in this Statement. However, this Statement captures some of the critical areas that help define ethical and professional conduct for CBOC 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. CBOC members are expected to strictly adhere to the provisions of this Ethics Policy.

POLICY

- **CONFLICT OF INTEREST.** A CBOC 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 CBOC 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 CBOC 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 CBOC member shall not 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 CBOC, a former CBOC member may not represent any person or organization for compensation in connection with any matter pending before the District that, as a CBOC member, he or she participated in personally and substantially. Specifically, for a period of two (2) years after leaving the CBOC, a former CBOC 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 CBOC 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 Solano Community College District.

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