



Midpeninsula Regional
Open Space District

R-17-13
Meeting 17-03
January 25, 2017

AGENDA ITEM 7

AGENDA ITEM

Measure AA Bond Oversight Committee Appointment

GENERAL MANAGER'S RECOMMENDATION

Appoint a member to serve on the Measure AA Bond Oversight Committee to serve the vacant term expiring December 31, 2020.

SUMMARY AND DISCUSSION

There is currently one vacancy on the Measure AA Bond Oversight Committee (Committee). Measure AA and the Committee's bylaws (Board Policy 1.10) states that the Committee shall consist of seven members, who are residents of the District. At its January 11, 2017 Board meeting the Board decided to fill the vacancy from among candidates previously considered by the Board (R-17-07).

The names of the candidates are listed below:

- Susan Dunn
- Bruce Tolley

The term will be effective immediately and expire December 31, 2020.

The process for appointing the seven Committee members will be as follows:

- The District Clerk will provide ballots listing the two applicants' names.
- Each Board member may vote for one applicant, and the District Clerk will tabulate the results.
- The applicant receiving the most votes will be appointed to the Committee.
- In the event of a tie, the General Counsel shall choose the Committee member for the open seat by flipping a coin.

MEASURE AA

The Committee is appointed by the Board in order to promote transparency, and ensure oversight and accountability for the use of all funds under Measure AA.

FISCAL IMPACT

There is no additional fiscal impact associated with the Board's appointment to fill a vacancy on the Committee.

BOARD COMMITTEE REVIEW

This item was not reviewed by a committee.

PUBLIC NOTICE

Public notice was provided as required by the Brown Act.

CEQA COMPLIANCE

This item is not a project subject to the California Environmental Quality Act.

NEXT STEPS

Upon appointment to the Committee, the District Clerk will notify the candidates of their appointment or non-appointment. The appointed member of the Committee will be sworn in to serve the vacant term ending December 31, 2020.

Attachments:

1. Susan Dunn Application
2. Bruce Tolley Application
3. List of current Committee members and Committee applicants
4. R-17-07 Options for Filling a Vacancy on the Measure AA Bond Oversight Committee



Responsible Department Head:
Steve Abbors, General Manager

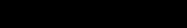
Prepared by:
Jennifer Woodworth, District Clerk, Assistant to the General Manager

From: [Midpeninsula Regional Open Space District](#)
To: [Clerk](#)
Subject: Measure AA BOC - Susan Dunn
Date: Monday, December 07, 2015 9:16:14 PM

Name * Susan Dunn

Email * susan@thedunns.com

Address *  
 Palo Alto, CA 94301
 United States

Primary Phone Number * 

Alternate Phone Number * 

Why do you want to serve on the Measure AA Bond Oversight Committee? *

First, I am looking for an opportunity to apply my skills and experience for the benefit of environmental causes. I have enjoyed volunteering for workdays sponsored by Acterra and the Coastside Land Trust. I feel I could contribute even more in a role that draws on my legal training and business knowledge.

Second, I would like to learn more about how MROSD operates in order to identify other ways to contribute. Since moving to Palo Alto in 1983, I have visited most of MROSD's properties. I feel that MROSD's unique success has materially improved my quality of life. I would like to find a way to give back.

Do you have any training, expertise or experience that you would like the Board to consider as they review your application for the Bond Oversight Committee? *

Since graduating from Stanford Law School in 1986, I have provided legal services to high technology companies in Silicon Valley. I have always preferred counseling smaller companies because I can gain insight into business decisions in addition to giving legal advice. I worked at Fenwick & West until 2000, then moved in-house to serve as General Counsel to a series of four venture-backed start-ups. I am currently General Counsel of WePay, Inc., a payments company with its headquarters in Redwood City.

I have acted as Secretary at many Board of Directors meetings, learning about multiple functions, including product development, marketing, and finance. I am familiar with financial statements, both through my participation in Board meetings, and through preparing disclosures and negotiating definitive documents in connection with financings and acquisitions. I am an eager adopter of new technologies, and I am excited to see how they can aid nonprofit endeavors in addition to supporting new companies.

If you have served on other oversight committees or advisory boards/commissions please list and briefly describe your role: *

I currently serve on the Board of Directors of Acterra, an environmental organization with its headquarters in Palo Alto. Acterra has a very successful stewardship program that works closely with MROSD and local parks. From 2008 to 2015, I acted as Corporate Secretary of Woodside Vaulters, a local youth equestrian sports club.

Reference #1 Name * David Pine

Reference #1 Address *



Redwood City, CA 94063
United States

Reference #1 Phone Number *



Reference #1 Relationship

Friend and former colleague at Fenwick & West

Reference #2 Name *

Nancy Grove

Reference #2 Address *



Atherton, CA 94027
United States

Reference #2 Phone Number *



Reference #2 Relationship

President and fellow director at Acterra

Applicant Requirements:

I agree

– I am 18 years of age or older.


– I am a resident living within the boundaries of the Midpeninsula Regional Open Space District.

– I am not an elected official or a public employee of any agency that oversees or benefits from the proceeds of the Measure AA parcel tax or have any economic interest in any Measure AA-funded projects or programs.

– I have no economic interest (no contracts, no payments, etc) in the District.

*

From: [Midpeninsula Regional Open Space District](#)
To: [Clerk](#)
Subject: Measure AA BOC - Bruce Tolley
Date: Thursday, December 10, 2015 5:13:04 PM

Name *	Bruce Tolley
Email *	[REDACTED]
Address *	 [REDACTED] Los Altos, CALIFORNIA 94024 United States
Primary Phone Number *	[REDACTED]
Alternate Phone Number *	[REDACTED]
Why do you want to serve on the Measure AA Bond Oversight Committee? *	<p>First, am looking to expand the amount time I invest in volunteering beyond my current service as a trip leader in the Sierra Club and a high adventure outdoor trek leader in Scout Troop 30, Los Altos. Second and perhaps more important, the committee would enable me to leverage the skills I have from the business world including extensive experience serving as a member of the board of directors for several not for profit corporations while supporting my interests in conservation, open space, preservation and environmental education.</p>
Do you have any training, expertise or experience that you would like the Board to consider as they review your application for the Bond Oversight Committee? *	<p>While at my last company, Solarflare Communications, built business plans, prepared budgets for board (investors) review, 2006 to 2015.</p> <p>While at Cisco, built business plans, managed P&L budget for line business that grew to \$850M, 1999 to 2005</p> <p>Served on governing boards of multiple not for profit corporations, listed below</p> <p>Former conservation volunteer, San Francisco Bay Chapter, Sierra Club</p> <p>MBA, Haas School of Business. PhD, Stanford</p>

If you have served on other oversight committees or advisory boards/commissions please list and briefly describe your role: *



Governing board member and corporate officer at not for profit corporations:

Ethernet Alliance, corporation > 50 company members and annual budget of > \$10M. Member board of directors and corporate secretary. Responsible for corporate governance and fiduciary accountability. Reviewed budget quarterly and annually. Guided reviews of bylaws through proper procedure. Liaison to corporate counsel. 2010 to Feb. 2014.

Ethernet in the First Mile Alliance, vice president, member board of directors, and corporate secretary. Led team that wrote founding bylaws. As secretary, filed state incorporation papers. Worked with treasurer on building and executing budgets. Also worked with president and legal counsel to dissolve company. 2001 to 2003.

Vice President, 10 Gigabit Ethernet Alliance. member board of directors and corporate secretary. Led team that wrote founding bylaws. As secretary filed state incorporation papers. Guided several changes to bylaws through proper procedure. Worked with treasurer to create and execute budgets.

2000–2003.

Reference #1 Name *	Alan Truman
Reference #1 Address *	 [Redacted] Los Altos, CALIFORNIA 94022-1617 United States
Reference #1 Phone Number *	[Redacted]
Reference #1 Relationship	Fellow outdoor trek leader, Troop 30, Los Altos
Reference #2 Name *	Stephen Garrison
Reference #2 Address *	 [Redacted] Palo Alto, CALIFORNIA 94303 United States
Reference #2 Phone Number *	[Redacted]
Reference #2 Relationship	Colleague from Ethernet Alliance Board of Directors
Applicant Requirements: – I am 18 years of age or older. – I am a resident living within the boundaries of the Midpeninsula Regional Open Space District. – I am not an elected official or a public employee of any agency that oversees or benefits from the proceeds of the Measure AA parcel tax or have any economic interest in any Measure AA-funded projects or programs. – I have no economic interest (no contracts, no payments, etc) in the District.	I agree
*	

Name	Last	City	District Ward
Tom	Scannell	Cupertino	Ward 1
Elizabeth	Eischen	Los Gatos	Ward 1
Jo	Zientek	Los Gatos	Ward 1
Carla	Dorow	Los Altos	Ward 4
Denise	Gilbert	Portola Valley	Ward 6
Paul	Betlem	Woodside	Ward 6
Bruce	Tolley	Los Altos	Ward 4
Susan	Dunn	Palo Alto	Ward 5



Midpeninsula Regional
Open Space District

R-17-07
Meeting 17-01
January 11, 2017

AGENDA ITEM 7

AGENDA ITEM

Options for Filling a Vacancy on the Measure AA Bond Oversight Committee

GENERAL MANAGER'S RECOMMENDATION

Direct staff to schedule a special meeting to interview applicants from among the applicant pool previously considered to fill a vacancy on the Measure AA Bond Oversight Committee.

SUMMARY

On December 14, 2016, the District Clerk received John Melton's notice of resignation from the Measure AA Bond Oversight Committee (Committee). The District Clerk notified the Board of Mr. Melton's resignation at the December 14, 2016 Board meeting and was asked to research options for filling the vacancy. Due to the ongoing work of the Committee, it is important to fill the vacancy as quickly as possible. As a result, it is recommended the Board choose to appoint from the pool of applicants previously considered by the Board in April 2016.

MEASURE AA

The Committee is appointed by the Board in order to promote transparency, and ensure oversight and accountability for the use of all funds under Measure AA.

DISCUSSION

On December 14, 2016, the District Clerk received John Melton's notice of resignation and notified the Board. Mr. Melton's resignation was effective December 14, 2016, and he was serving a term set to expire in December 2020. Board Policy 1.10, *Measure AA Oversight Committee Bylaws*, states "The General Manager's Office shall make efforts to fill Committee vacancies as soon as practical. Upon notification of a vacancy, whether planned or unplanned, staff shall inform the Board of the status of recruitment efforts to fill the vacancy." At its December 14, 2016 meeting, the Board directed the District Clerk to research options for filling the vacancy.

The Committee met on November 29, 2016 and is currently scheduled to meet again on January 17, 2017 to begin review of the District's Measure AA expenditures through June 30, 2015. As a result, it is recommended the Board choose to appoint from the pool of applicants previously considered by the Board in April 2016. This option will be more efficient than completing a second Committee recruitment process, similar to that which was conducted from October through December 2015.

At its March 2, 2016 special meeting, the Board interviewed ten applicants to consider for appointment to the Committee. At its April 13, 2016 meeting, the Board proceeded through two

rounds of voting and appointed seven members to serve on the Committee. It is recommended the Board meet with the two applicants who were included in the second round of voting but not appointed, and choose one to appoint to serve the remainder of Mr. Melton's term. Both candidates have been contacted and are interested in serving on the Committee.

If the Board chooses this option, a special meeting will be scheduled as soon as possible, and the Board may choose to appoint at either the special meeting or a subsequent Board meeting. Alternatively, the Board may direct staff to complete a more extensive recruitment effort throughout the District and/or reach out to other candidates who submitted applications during the 2015 recruitment.

FISCAL IMPACT

If the Board chooses to interview and select to fill the vacancy from among those previously considered at a special meeting, the fiscal impact will include the meeting stipend for those Directors who attend, but not more than \$700.00, which is included in the FY2016-17 budget. If the Board chooses to interview and select to fill the vacancy from among those previously considered at a previously scheduled regular meeting, no additional fiscal impact will be incurred. If the Board directs staff to complete a more robust recruitment throughout the District, staff will return with information related to publishing and translating advertisements for publication in local newspapers.

BOARD COMMITTEE REVIEW

This item was not reviewed by a committee.

PUBLIC NOTICE

Public notice was provided as required by the Brown Act.

CEQA COMPLIANCE

This item is not a project subject to the California Environmental Quality Act.

NEXT STEPS

If the Board decides to interview the previously considered candidates at a special meeting, the District Clerk will contact the candidates to determine a time they can attend. Following the interviews, at a public meeting the Board will select a candidate to serve on the Committee.

Attachments:

1. John Melton's resignation letter
2. Board Policy 1.10, *Measure AA Oversight Committee Bylaws*
- 3.

Responsible Department Head:
Steve Abbors, General Manager

Prepared by:
Jennifer Woodworth, District Clerk, Assistant to the General Manager

From: [JOHN MELTON](#)
To: [Jennifer Woodworth](#)
Subject: Resignation
Date: Wednesday, December 14, 2016 11:21:18 AM

Hi Jen,

With regret, I must resign from the District's Bond Oversight Committee. After my discussion with the District's attorney to fully understand the Form 700 disclosure requirements, Eve and I, as Co-Trustees of our Family Trust choose not to comply with the State's disclosure requirements. I understand that choosing not to fully disclose means that I also choose not to serve. So be it!

Best holiday wishes to you and all the other District staffers I have recently been working with,

John Melton

Midpeninsula Regional Open Space District

Board Policy Manual

Measure AA Oversight Committee Bylaws	Policy 1.10 Chapter 1 – Administration & Government
Effective Date: 8/12/15	Revised Date: N/A
Prior Versions: N/A	
Attachments: Bond Oversight Committee Application	

Purpose: The Measure AA Bond Oversight Committee (Committee) is appointed by the Board of Directors (Board) for the Midpeninsula Regional Open Space District (District) in order to promote transparency, and ensure oversight and accountability for all funds collected and allocated under Measure AA.

Committee Responsibilities: The Committee has the following three responsibilities for each of the years the Measure AA general obligation tax is collected or revenues expended:

- Review Plan expenditures on an annual basis to verify conformity with the Expenditure Plan.
- Review the District's Annual Audit and Annual Accountability report and present the Committee's findings to the Board at a public meeting.
- Review any proposed amendments to the Expenditure Plan.

The Committee Chair shall report the Committee's findings at a public meeting of the Board of Directors.

The Committee shall not have authority to recommend, advise, or direct any such matters that may fall under its responsibility to review. The Committee is not advisory to the Board of Directors and has no power to determine how General Fund monies are spent. The Board of Directors retains its authority to make such decisions and determinations.

Committee Composition: The Committee shall consist of seven members, who are residents of the District.

- All members must be at least 18 years of age and reside within the Midpeninsula Regional Open Space District.
- Committee members may not be current District employees, District Board members, or any vendor, contractor, or consultant with active contracts or agreements with the Midpeninsula Regional Open Space District.
- If at any time during his/her term, a Committee member becomes aware of a potential conflict of interest by a potential contract for services or other possible financial interest in or with the District, the Committee member must notify both the staff contact and the District Counsel immediately for legal review of the issue.
- If at any time during his/her term, a Committee member ceases to maintain his/her principal place of residence within the District's boundaries, then such person shall

become ineligible to continue to serve as a member of the Committee and said position shall be declared vacant by the Board of Directors.

Committee Operations:

Quorum and voting: A majority of the Committee constitutes a quorum for the transaction of business. The Committee shall make decisions only by an affirmative vote of at least a majority of all members of the Committee.

Attendance: Members will actively support Committee activities and regularly attend meetings. Accordingly, more than three absences during an 18-month period may be cause for removal from the Committee by the Board of Directors.

Record: The Committee shall maintain a record of its meetings. Minutes of all meetings consisting of actions taken and the time and place of each meeting shall be kept on file at the District's administrative office. District staff will prepare the minutes for each Committee meeting with the assistance of the Committee Chair. A member roster and record of Committee member attendance shall be maintained by the District Clerk.

Location of meetings: The Committee shall meet in the Board Room, 330 Distel Circle, Los Altos, CA, at a time convenient to Committee members and the public or at some other location designated by the Committee within the boundaries of the Midpeninsula Regional Open Space District, which is available to members of the public and complies with state and federal laws regarding accessibility.

Termination: A member's term shall terminate on the occurrence of any of the following:

- The member voluntarily resigns by written notice to the Committee Chair or District staff.
- The member fails to continue to meet the qualifications for membership, including attendance and residency requirements.

Committee Lifespan: The Committee shall sunset (cease to exist) once it has reviewed and reported on all audit reports covering the 30 years of Measure AA revenue collection. No Board action is required to terminate the Committee.

Committee Member Terms of Office: The seven seats on the Committee will have the following staggered terms of office:

Member Seats	First Term		Second Term	
	Appointment	Expiration	Appointment	Expiration
1, 3, 5, 7	July 2016	December 2020	January 2020	December 2024
2, 4, 6	July 2016	December 2018	January 2018	December 2022

Each of the seats will be for four year terms, with the exception of seats 2, 4 and 6 during the first term only. The first term for seats 1, 3, 5, and 7 will serve from July 2016 to December

2020, and seats 2, 4, and 6 will serve from July 2016 to December 2018. All subsequent terms will be for four years running from January through December.

Committee Meeting Schedule: The Committee shall meet at least once annually. The District's fiscal year currently ends on June 30 of each year with the Annual Financial Audit Report typically being provided in October each year. Consequently, the Committee shall meet each fall to review the Annual Financial Audit Report to verify that District expenditures conform to the Expenditure Plan. The exact meeting schedule will be dependent on the budget preparation schedule and available meeting dates for Committee members, which may vary from year to year.

When necessary the Committee shall meet to discuss any proposed amendments to the Expenditure Plan. These meetings may occur without regard to the budget cycle. All meetings of the Committee will be public and noticed in accordance with the Ralph M. Brown Act.

Committee Organization and use of Existing District Practices: The Committee shall follow all relevant existing District practices in terms of organization and conduct. Specifically, that the Committee:

- Shall choose a Chair and Vice-Chair at the first regular meeting of each year
- Shall operate in accordance with the Ralph M. Brown Act
- Shall comply with all state and local mandated conflict of interest/economic interest disclosure requirements
- Shall receive no compensation for his/her service on the Committee
- Shall comply with all applicable District policies and procedures

In the event of any conflict between these bylaws and the Expenditure Plan or other provisions of law, the Expenditure Plan or law shall prevail.

Recruitment: The General Manager's Office shall make efforts to fill Committee vacancies as soon as practical. Upon notification of a vacancy, whether planned or unplanned, staff shall inform the Board of the status of recruitment efforts to fill the vacancy.

Appointments: Appointments of Committee members shall be placed on the agenda at a Board of Directors meeting.

MIDPENINSULA REGIONAL OPEN SPACE DISTRICT APPLICATION FOR MEASURE AA BOND OVERSIGHT COMMITTEE

Please print or type

Name: _____

Home Address: _____

Home Phone: _____ **Work Phone:** _____

Email Address: _____ **Cell Phone:** _____

Why do you want to serve on the Measure AA Bond Oversight Committee?

Do you have any training, expertise or experience that you would like the Board to consider as they review your application for the Bond Oversight Committee?

If you have served on other oversight committees or advisory boards/commissions please list and briefly describe your role:

Please provide two references including name, address, phone number, and relationship:

Please submit your application by email or mail to:

Bond Oversight Committee
c/o Jennifer Woodworth, District Clerk
330 Distel Circle
Los Altos, CA 94022
jwoodworth@openspace.org

Applicant Requirements:

- ☐ I am 18 years of age or older.
- ☐ I am a resident living within the boundaries of the Midpeninsula Regional Open Space District.
- ☐ I am not an elected official or a public employee of any agency that oversees or benefits from the proceeds of the Measure AA parcel tax or have any economic interest in any Measure AA-funded projects or programs.
- ☐ I have no economic interest (no contracts, no payments, etc) in the District.

MORE ABOUT THE MEASURE AA BOND OVERSIGHT COMMITTEE

The Committee is appointed by the Midpeninsula Regional Open Space District's Board of Directors pursuant to Measure AA to ensure accountability, transparency, and public oversight of all funds collected and allocated under Measure AA.

The Expenditure Plan approved as part of Measure AA defines the Committee's roles and responsibilities as follows:

- Review Plan expenditures on an annual basis to verify conformity with the Expenditure Plan.
- Review District's Annual Audit and Annual Accountability report and present the Committee's findings to the Board at a public meeting.
- Review any proposed amendments to the Expenditure Plan.

The Committee does not oversee any other District financial information nor does it set policy or provide input or direction on projects, budgets, work plans, or financial matters pertaining to other District funds. All actions, including decision about selecting projects for funding, will be made by the Board in public meetings.