



Midpeninsula Regional  
Open Space District

Board Meeting 15-11

## **SPECIAL MEETING**

### **BOARD OF DIRECTORS MIDPENINSULA REGIONAL OPEN SPACE DISTRICT**

Administrative Office  
330 Distel Circle  
Los Altos, CA 94022

**May 6, 2015**

### **DRAFT MINUTES**

#### **SPECIAL MEETING – STUDY SESSION**

#### **CALL TO ORDER**

President Siemens called the Special Meeting of the Midpeninsula Regional Open Space District Board of Directors to order at 5:36 p.m.

#### **ROLL CALL**

Members Present: Jed Cyr, Nonette Hanko, Cecily Harris, Larry Hassett, Yoriko Kishimoto, Curt Riffle, and Pete Siemens

Members Absent: None

Staff Present: General Manager Steve Abbors, General Counsel Sheryl Schaffner, Assistant General Manager Kevin Woodhouse, Controller Mike Foster, Interim District Clerk Kim Marie Smith

#### **INFORMATIONAL PRESENTATION**

##### **1. Informational Presentation on General Obligation Bonds (R-15-78)**

General Manager Steve Abbors stated that this meeting was for the Board to receive a high-level informational presentation that explains the financing process, including the relevant responsibilities and obligations of the District and of each individual Board member, to further prepare the Board for its responsibilities under Measure AA. Mr. Abbors introduced Chris Lynch with Jones Hall and Sohail Bengali with BPF Capital, LLC.

Mr. Lynch and Mr. Sohail presented the Board with a PowerPoint presentation highlighting the available financing tools, bond issuance process, and initial and continuing disclosure. The Bond consultants provided detailed description about the two broad categories of items how bonds work and the Securities and Exchange Commission. The District has three financial tools

available to use: Promissory Notes, Lease Revenue Bonds and the General Obligation Bonds. Finally, they discussed the annual debt service profile.

Controller, Mike Foster, informed the Board that the Preliminary Official Statement, as well as other financing documents, will be brought to the Board on May 13, 2015 for review and approval. Bonds are expected to go to sale at the end of July with proceeds delivered in mid-August.

Director Harris asked if the sales of the Bonds are expected for sale in July when will the property taxes likely show.

Mr. Sohail reported that it will appear late November with a line item showing Midpeninsula Regional Open Space District.

Director Harris inquired if according to Rule 15c2-12, would the disclosure documents be posted on the District's website.

Mr. Lynch responded that the District's website does not meet the requirements of Rule 15c2-12. There is a separate website called EMMA, or Electronic Municipal Market Access, hosted by the Municipal Securities Rulemaking Board where the documents would be posted.

Mr. Lynch summarized that under federal and state securities laws, the District, including the issuing staff and Board of Directors, are ultimately legally responsible for the accuracy of statements of facts provided in these documents, and if the disclosure provided contains material misstatements or omissions, members of the staff and the Board of Directors can face civil or even criminal penalties, depending on the nature of the omissions and the underlying circumstances.

Mr. Lynch also mentioned that the Board should take the opportunity to go to the Municipal Securities Rulemaking Board website as it is a useful resource page to help the Board learn the terminology.

Director Cyr questioned if the District would have the sufficient staff to work on the bonds in a timely manner.

General Manager Abbors reported the District does have adequate staff, and he is working with a Budget and Finance team comprised of the two Assistant General Managers and staff from the finance team. Mr. Abbors also indicated the District will be hiring a Chief Financial Officer.

Mr. Foster informed the Board to please ask him any questions they may have in regards to the bonds.

Director Hassett inquired as to the type of training or background required for members of the Bond Oversight Committee.

General Manager Abbors stated that the Oversight Committee will be tasked with ensuring the District is spending the money on the projects included in Measure AA's Expenditure Plan.

**ADJOURNMENT**

President Siemens adjourned the study session at 6:50 p.m.

**CLOSED SESSION**

**CALL TO ORDER**

President Siemens called the closed session of the Midpeninsula Regional Open Space District Board of Directors to order at 7:00 p.m.

**ROLL CALL**

Members Present: Jed Cyr, Nonette Hanko, Cecily Harris, Larry Hassett, Yoriko Kishimoto, and Pete Siemens

Members Absent: Curt Riffle

**1. CONFERENCE WITH LABOR NEGOTIATORS (Government Code Section 54957.6)**

**Agency Designated Representatives:** Steve Abbors, General Manager, Kevin Woodhouse, Assistant General Manager, Sheryl Schaffner, General Counsel, Jack Hughes, Liebert Cassidy Whitmore

**Employee Organization:** Field Employee Association

**2. CONFERENCE WITH LEGAL COUNSEL (Government Code Section 54956.9)**

Pending Litigation – One matter: *Mahronich v. Presentation Center, et al.*

**ADJOURNMENT**

President Siemens adjourned the meeting of the Board of Directors of the Midpeninsula Regional Open Space District at 8:45 p.m.

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Maria Soria  
Deputy District Clerk