

Jack London Improvement Association Board of Directors Meeting
Monday, June 9, 2014 – 4:00 p.m.
Metrovation Conference Room – 580 2nd Street, Suite 260

Agenda

1. Call to order and introductions- Bill
2. Public comment and announcements- Bill
3. Approval of minutes- Sara
 - a. Regular Board Meeting: May 12, 2014 (Attached) **Action Item**
4. District Startup Task Force update-Bill
 - a. Update on new office/HQ, lease, tenant improvements, and opening- Savlan
 - b. Update on Ambassador services- Carlos Paz
 - c. Approval to change address of JLID's principal office from 580 2nd Street, Suite 260 to 333 Broadway, Oakland **Action Item**
 - d. Approval to create four JLID committees described in Staff Recommendation (Attached) per information provided by Deputy City Attorney (meeting notes attached)- **Action Item**
 - e. Approval that Startup Task Force be elected as Executive Committee as described in Staff Recommendation **Action Item**
5. Budget Task Force update- Gary
 - a. Approval of Interim 2014 Operating Budget, Chart of Accounts, Classes, Customers (source of funds) (Attached) **Action Item**
 - b. Update on expenditures-to-date
 - c. Approval of staff recommendation on expenditure protocol (Attached) **Action Item**
 - d. Update on contracts with OVM and BBB
6. Land Use Task Force update- Vivian
 - a. JLS Projects and Possible Follow-up- Vivian
 - b. 880 Steering Committee Formation- Savlan
7. Marketing Task Force update
 - a. Review of Workshop and next steps for Branding Process – Karen Wertman
 - b. Kickoff Celebration/ National Night Out- Savlan
 - c. Press release- Savlan
8. Next regular meeting: Monday, July 14, 2014, 4:00 pm
9. Adjournment

BROWN ACT: Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Corporation posts agendas with the City at 1 Frank H. Ogawa Plaza, #101. Action may not be taken on items not posted on the agenda. Copies of the agenda are available from the Jack London Improvement District at 580 2nd Street, Suite 260, Oakland, CA 94607 or through jlid.org. Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, please notify our office at info@jlid.org at least 48 hours prior to the meeting. The public will be provided with an opportunity to address the board on any item described in the meeting agenda under agenda item number 2.

**Jack London Improvement District Board of Directors Meeting
Minutes of Monday, May 12, 2014 – 4:00 p.m.
Metrovation Conference Room - 580 2nd Street, Suite 260**

Present: Bill Stotler (President), Gary Knecht (Treasurer), Sara May (Secretary), Michael Carilli, Vivan Kahn, Barry Pilger, Paul Thyssen

Absent: None

Staff: Savlan Hauser, Fiona Simms, Andrew Jones, Carlos Paz-Rivera, Scott Crandall

Guests: Marc Halpern, John Betterton, John Rech, Tib Tusler, Peter Gertler,

Discussions held and decisions made by the Board of Directors

<i>SUBJECT</i>	<i>DISCUSSION</i>	<i>ACTION?</i>
Call to order and introductions	The meeting was called to order at 4:02 p.m. and introductions were made.	
Public comment and announcements	Gary noted that 10 pine trees in the Port of Oakland's parking lot on Webster Street were removed and new trees were planted.	
Approval of the minutes of a. Special meeting, February 24, 2014 b. Regular meeting, April 14, 2014 c. Special Meeting, April 23, 2014	<p>The minutes of February 24, 2014, April 14, 2014, and April 24, 2014 were presented to the board for review. Gary suggested the following edits:</p> <p>February 24, 2014: Edit section 2 to reflect suggested changes from City Attorney's office: "Discussed differences between Standing Committees that require noticing under the Brown Act, and Ad Hoc ("task force") committees, which are not required to be noticed if 1) they are comprised of less than a quorum of the Board and have no non-board members, 2) do not meet on a regular schedule, and 3) are of limited duration."</p> <p>April 14, 2014: Correct the spelling of Marc Halpern's name. Add the word "Agreement" to Budget Taskforce section.</p> <p>April 23, 2014: Change the Budget Task Force section to reflect the following language "Budget task force requests funding not to exceed \$5,000 from contingency to cover the cost of legal fees associated with contract review and start up process.</p> <p>Change language to "Vivian points out that we need a business license and zoning clearance for the new office location."</p>	Gary moved and Vivan seconded the motion to approve the minutes of February 24, 2014, April 14, 2014, and April 24, 2014, contingent upon edits made. The motion was approved unanimously.
Budget Task Force Update a. 2014 operating budget [if completed] b. Bank accounts, chart of accounts, Quickbooks c. Approval of Oakland Venue Management contract [if completed] d. Approval of Block by Block contract [if completed]	<p>a. Gary noted that there is no operating budget yet. There is the "Service Plan Budget" that was approved by the city and is included in the District Management Plan. Gary presented the following interim budget to pay for start-up expenses.</p> <p>OVM, Administrative Staffing: \$16,302 BBB, Safety Ambassador Staffing: \$48,000 Workshop: \$1,500 Vator Splash: \$300 Other: \$1,000 Total: \$67,000</p>	Gary moved and Vivan seconded the motion to authorize the Budget task force to spend no more than \$67,102 for Oakland Venue Management, Block by Block, the "Board Brief", Vator Splash Demo Table, and Miscellaneous. The motion was

	<p>b. He noted that he has opened a bank account at Summit Bank. The city has deposited 570,000 of assessment funds. The city withheld fees of \$10,000 and \$137,000 is still owed by property owners. On August 15, the City will deposit the remaining \$50,000 minus delinquencies. The budget accounts for 8% delinquencies and fees. An account was also opened with Torrey Pines. Checks will be ordered when the lease is signed for the office space. He also noted that he has been working with Tori and Marj to set up Quickbooks online and develop the chart of accounts.</p> <p>There was discussion of whether or not the districts need a policy to require 2nd signatures on checks for more than a certain amount. Sara suggested the requirement apply only to non-budgeted expenses over a certain amount. No specific amount was discussed. It was decided that no policy should be developed until a budget has been approved.</p> <p>c. Gary noted that the attorney has not reviewed the OVM or Block by Block contracts yet. There was discussion of the period of time covered and renewal options of the contracts and how that aligns with the bidding process. It was decided that the districts should adopt a formal bidding policy and it was noted that these contracts as presented will not interfere with any bidding policy put in place.</p> <p>Vivian asked if any consideration has been given to the repayment of loans for start-up costs. Gary noted that they are looking at setting aside half the amount, \$35,000 in this year's budget and the other from the 2015 budget.</p>	<p>approved unanimously.</p>
<p>District Startup Taskforce update a. 333 Broadway i. Business license and zoning clearance for 333 Broadway- Gary ii. 333 Broadway lease, occupancy, improvements- Sara iii. Interim storage and training space needs, improvements, additional tenants- Staff</p>	<p>i. Gary noted that a business license and zoning clearance are in place. The business license cost \$61 and the zoning clearance cost \$40.15.</p> <p>ii. Sara noted that we have a lease and are waiting on signatures.</p> <p>iii. Savlan noted that staff is looking into temporary training and storage space while improvements are being made to the new office space. She identified a few options but asked that the board come to her with any other options. She also noted that staff will be developing a plan for hosting pop-ups In the lot at the new office site.</p>	
<p>Land Use Task Force update a. JLDA/JLID joint task force- Bill b. Jack London Square Development Project (May 21) - Vivian and Michael</p>	<p>a. Bill noted that Rachel Flynn has secured funding for a Downtown Plan and is hoping to hire a consultant by September. Given this, the JLDA/JLID joint task force will not be hosting the planned town hall meeting series. Vivian stated that she is meeting with Rachel Flynn this week to talk about how we can help the City move forward with the Downtown Plan.</p> <p>Michael noted that he is working on getting a map that plots the beautification in the district and notes what the City is responsible for maintaining. There was discussion of cracks and other issues with the sidewalks and it was noted that the property owners are responsible unless the damage was caused by a city tree.</p>	
<p>Transit, Streets, and I-880 Task Force update a. Train Quiet Zone- Gary</p>	<p>a. Gary noted that a Guide to the Quiet Zone was recently published and should be posted to the jlid.org website. Peter noted that the Train Quiet Zone is a \$10-20 million</p>	

<p>b. Broadway/I-880 Underpass Town Hall (April 30)- Savlan</p> <p>c. Comprehensive Downtown Oakland Circulation Study (May 7)- Savlan</p>	<p>project that most often requires a public/private partnership.</p> <p>b. Savlan explained that the JLDA and Councilmember Lynette McElhaney's office held a town hall meeting to discuss the I-880 underpass.</p> <p>c. Savlan and Gary explained that the Circulation Study scope was voted down by the Advisory Committee. Bill noted that the ACTC has the power to overrule the committee decision, and has already secured the funds for the circulation study which would span from the waterfront to 580 and include the produce market.</p>	
<p>Marketing and Public Relations Task Force update</p> <p>a. Recommendation for graphic identity and branding process- Bill</p> <p>i. Schedule district identity public workshop- Savlan</p> <p>ii. Authorize Marketing and Public Relations Task Force to develop the proposed graphic identity package</p> <p>b. VatorSplash Oakland (May 6-7)</p> <p>c. District Launch- Staff</p> <p>i. Soft Opening – late May/early June</p> <p>ii. Press releases</p> <p>iii. Kickoff Event - National Night Out – Tuesday, August 5</p>	<p>a.i. Savlan explained that the Marketing and Communications Task Force decided to begin the development of the graphic identity with a workshop or "board brief" which would be a two part meeting facilitated by a consultant. Staff has been speaking with Karen Wertman, a specialist who works in the district. This meeting will result in a document that will guide the designer in the creation of our graphic identity. It was decided that the full board may not be required for both meetings. Savlan will discuss this with Karen and send out a Doodle Poll to schedule the "Board Brief".</p> <p>a.ii. This item was tabled until the "Board Brief"</p> <p>b. This item was not discussed.</p> <p>c. Savlan explained that staff is planning a soft launch to announce the beginning of Ambassador services and the opening of the new office. We will be working with the city to create and distribute a press release focusing on Oakland BIDS and PBIDS and announcing the launch of Oakland's 10th BID.. Natalie Alvanez from Visit Oakland and Linda Meyer have agreed to lend their advice to this project.</p>	
<p>Next regular meeting</p>	<p>June 9, 2014</p>	
<p>Adjournment</p>	<p>The meeting adjourned at 5:28 p.m.</p>	

Minutes taken by: Fiona Simms

Staff Recommendation

To: Startup Task Force
CC: Staff
From: Savlan Hauser
Date: 6/3/14
Re: Recommendation for Creating JLID Committees

Staff recommends formation of the following committees in accordance with the bylaws of JACK LONDON IMPROVEMENT DISTRICT, a California Public Benefit Corporation:

1. In accordance with Article 6, Section 1 of the JLID Bylaws:

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its Directors, who may also be serving as officers of the Corporation, to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The filling of vacancies on the Board or any committee which has the authority of the Board;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board or the members thereof;
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (g) The approval of any transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law;

Staff Recommends: The Board designates its President, Treasurer, and Secretary to constitute the Executive Committee and delegates to this committee the powers and authority of the Board in the management of the business and affairs of the Corporation, except as specified in said Section 1 or otherwise specified by the Board. Specific duties shall include:

- Responsibility for approving expenditures in the AGCR and CFC portions of JLID's budget
- Setting agendas for regular meetings of the Board of Directors
- Administering contracts entered into by the Corporation, etc.

Staff also recommends that the Bylaws be amended to reflect the above composition of the Executive Committee.

June 4, 2014

Executive Committee**Meets the 1st Monday of each month at 3pm at District Office**

Committee Chair(s): TBD

2. In accordance with Article 6, Section 2 [“The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only.”] the Board forms the following committees:

Maintenance and Beautification Committee**Meets TBD [3rd Wednesday of each month at 4pm at District Office]**

Committee Chair(s): TBD [Sara May]

This committee is responsible for providing advice on the Maintenance, Beautification, Safety & Streetscape Improvement portion of the District budget. Includes oversight and strategic planning of these services consistent with the Management District Plan.

Land Use and Transportation Committee**Meets TBD**

Committee Chair(s): TBD [Vivian Kahn & Michael Carilli]

There is no budget for this committee. If funds are required they may be requested from other Committees or through fundraising. This committee is responsible for the facilitating discussions and attending meetings around Land Use and Transportation Issues that affect the District.

Marketing and Economic Development Committee**Meets TBD**

Committee Chair(s): TBD [Paul Thyssen & Bill Stotler]

This committee is responsible for providing advice on the Marketing & Economic Development portion of the District budget. Responsibilities include creation of an overall District Identity and its strategic use. From time-to-time this committee may request funds or contribute funds to projects in other committees.

Meeting Notes

Meeting with Pelayo Llamas, Deputy City Attorney

Present: Pelayo Llamas, Gary Knecht, Savlan Hauser

Date/Time: 5-30-14/11:00 AM

Subject: Clarification of Brown Act Requirements for Committees and Ad-Hoc Committees/Task Forces

Gary and Savlan discussed JLID plans for forming Committees and working with Ad-Hoc Task Forces in compliance with the Brown Act and the intent of the JLID to operate in an open and public way.

- Big Picture: Brown Act requirements around committee formation are intended to keep a Quorum from discussing a future action item for the organization.
- An ad hoc committee/task force, as we understood, is focused on a short-term issue. That body is expected to produce a study or recommendation, and has a purely advisory role. The Board does not set its meetings.
- A temporary advisory committee composed solely of less than a quorum of the legislative body that serves a limited or single purpose, that is not perpetual, and that will be dissolved once its specific task is completed is not subject to the Brown Act. Any body that is long-term, or expected to make decisions, needs to be defined as and operate as a Committee. We talked about how these definitions would be applied in practice.
- Pelayo recommended that if one day our organization generates many resolutions, a helpful organizational technique is to file and number the resolutions separately from the minutes, for ease of review.
- Pelayo recommended this document: <http://www.cacities.org/openandpublic> (2010 League of California Cities' Guide to the Ralph M Brown Act) as a reference.
- We discussed our desire to accommodate public comment at our meetings. Regarding comment time limits, there is no definitive limit. Instead, here is the language from the above document on regulating comment time limits: "The legislative body may adopt reasonable regulations, including time limits, on public comments. Such regulations should be enforced fairly and without regard to speakers' viewpoints. The legislative body has discretion to modify its regulations regarding time limits on public comment if necessary. For example, the time limit could be shortened to accommodate a lengthy agenda or lengthened to allow additional time for discussion on a complicated matter."
- We have been invited to continue to consult the Deputy City Attorney as needed to gain clarity on the legal implications of JLID operations.

Jack London Improvement District

**INTERIM 2014 OPERATING BUDGET
(proposed)**

Revenue		MDP Amount (approved 7/16/2013)		
		Minimum (-10%)	Maximum (+10%)	
Total 4000 Assessment Income	\$767,426			
Total 4300 Grants/Contributions	\$5,000			
Total 4500 Other Operating Income	\$500			
Total Revenue	\$772,926			
Expenditures				
Total 7000 MBSSI Maintenance, Beautification, etc.	\$419,158	\$422,084.19	\$379,875.77	\$464,292.61
Total 7700 MED Marketing & Economic Development	\$121,544	\$138,136.64	\$124,322.98	\$151,950.30
Total 8000 AGCR Administration & Govt/Comm Relations	\$130,870	\$145,810.90	\$131,229.81	\$160,391.99
Total 8600 CFC Collection Fees & Contingency	\$61,394	\$61,394.06	\$55,254.65	\$67,533.47
Total Expenditures	\$732,966			
Net Operating Revenue	\$39,960			

Chart of Accounts (proposed)

7000 MBSSI Maintenance, Beautification, Safety, etc.	
7100 Ambassador Services	370,601.00
7300 Public Right of Way (PROW)	16,557.00
7400 PROW Maintenance	32,000.00
Total 7000 MBSSI Maintenance, Beautification, etc.	419,158.00
7700 MED Marketing & Economic Development	
7710 Marketing Coordination (0.25 FTE)	21,544.00
7750 Marketing / Branding / Public Relations	50,000.00
7800 Special Projects	50,000.00
Total 7700 MED Marketing & Economic Development	121,544.00
8000 AGCR Administration & Govt/Community Relations	
8010 District Management (1.250 FTE)	\$65,000
8050 Training & Professional Development	\$4,000
8080 Annual Stakeholder Meeting	\$4,500
8110 Accounting & Taxes	\$3,000
8130 Computer Service & Support	\$2,000
8150 Consulting & Legal Expenses	\$5,000
8200 Fees & Permits	\$250
8410 Insurance (D&O)	\$605
8420 Insurance (General Liability & Auto)	\$3,265
8430 Membership Fees	\$1,000
8450 Miscellaneous	\$500
8510 Office rent	\$13,500
8520 Office Improvements	\$16,500
8530 Office Furniture & Equipment	\$5,000
8540 Postage, Shipping, Delivery	\$1,000
8550 Printing & Copying	\$2,000
8560 Supplies	\$2,000
8570 Telephone & Telecommunications	\$1,750
Total 8000 AGCR Administration & Govt/Comm Relations	\$130,870
8600 CFC Collection Fees & Contingency	
8610 Collection Fees	\$16,450
8680 Contingency allowance for uncollected assessments	\$44,944
Total 8600 CFC Collection Fees & Contingency	\$61,394

Classes (proposed)

- 100 - Program
- 400 - General/Admin
- 500 - Fundraising

Customers (source of funds)

- 2014 Assessments (non-Port)
- 2014 Assessment (Port)

INTERIM BUDGET will be used until Port approves Port Share Budget and Board approves loan

Staff Recommendation

To: Budget Task Force

CC: Staff

From: Savlan Hauser

Date: 6/2/14

Re: Expenditure Protocol

Staff recommends establishing a requirement of two signatures for all expenditures greater than \$5,000.00, except for pre-approved contracted amounts, such as the monthly payments for the contracts for administration and ambassador programs.

Staff recommends that the Secretary become an authorized signer. This is particularly important if either the President or Treasurer is unavailable and two signatures are required for a check.

Staff will establish a system for the bi-monthly submittal for all check requests. The submittal will include an itemized outline of each requested expense, including date of service, description of service, amount due, and from which budget line-item it will be deducted.

Staff recommends establishing a secondary checking account for which the authorized signers on the primary account would have the authority to transfer funds in an amount not to exceed \$1000.00 per month. Savlan Hauser will have authority to access and utilize a debit card associated with this account. Strict accounting protocols will be established, including the coding and attachment of all receipts to the monthly bank statement. Coding of the receipts will clearly indicate from which budget line-item it will be deducted. In the case of a lost receipt, a written explanation for that expenditure will be required and approval from the Board President or Treasurer necessary; or replacement of the funds required.