

## JACK LONDON DISTRICT ASSOCIATION

WHEREAS, the Board has, over the past year, been approached by various property owners within the District, requesting that the Board investigate and consider providing leadership, advisory, or financial assistance in connection with forming a special benefit district (known by various names, but for the purposes of these resolutions, referred to as a "BID") under applicable State or local law for the purpose of providing property owner-funded improvements benefitting such property owners as may be included in such BID following approvals in accordance with applicable law;

WHEREAS, the Board has determined that providing such leadership, advisory, or financial assistance, as and to the extent more fully specified below, will further the charitable purpose and objectives of the Corporation, including promoting beneficial planning and development activities and positive social relationships within the Jack London District and ensuring the District's ongoing improvement, preservation, maintenance, and beautification;

WHEREAS, in pursuance of the foregoing, the Board has, directly, and in some instances through the Land Use and Transportation Committee ("LUTC"), (a) sought input from community members and persons having experience with other California BIDS regarding BID formation and identification of potential service providers having experience in forming BIDs within the State of California, (b) met with, received or sought proposals from certain of these providers, (c) interviewed references and others regarding the finalist, and (d) charged the LUTC with making recommendations to the Board with regard to its continued actions with respect to BID formation;

WHEREAS, the LUTC committee has provided to the Board the recommendations attached hereto as **Exhibit A**;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines that:

(a) the Corporation shall endeavor to secure pledges of at least \$60,000 no later than July 16, 2012 by contacting major property owners and other stakeholders within the District with a view, assuming consensus is reached, to convening a self-governing Steering Committee that will assume responsibility for formation of a BID within the Jack London District;

(b) in connection with the foregoing, the Corporation shall recommend to major property owners and stakeholders within the District that they collectively engage CIVITAS, of Sacramento, CA, as the service provider to provide BID formation services within the general parameters of its proposal dated May 25, 2012, with such changes as shall be agreed upon by CIVITAS and such major property owners and other stakeholders as shall enter into a contract with CIVITAS (the "CIVITAS CONTRACT");

(c) each Board member is authorized to engage in meetings with major property owners and/or other potential stakeholders for the foregoing purposes; provided that:

- i. it shall be made clear in such meetings that property owners or stakeholders who pledge funds for the formation of a BID are pledging those funds to a self-governing Steering Committee that will determine how those funds are to be collected and used;
- ii. in connection with such meetings, the Corporation shall not collect money from such major property owners or stakeholders for the payment of CIVITAS or provide or accept any documents that would imply that pledges

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are being made to JLDA for the purpose of paying CIVITAS or other costs associated with BID formation;

- iii. each Board member involved in such a meeting shall make it clear that JLDA is merely facilitating the project by convening property owners and potential stakeholders, no representations are being made by JLDA, and the property owners and/or stakeholders should make their own investigations and draw their own conclusions regarding the project;

(d) as an important stakeholder in the District, the Corporation shall pledge \$10,000 for the formation of a BID and immediately undertake a fundraising campaign with the goal of enabling the Corporation to make good on its pledge without having to use existing assets of the Corporation. Should the fundraising campaign fail to raise adequate resources in a timely manner, the Corporation shall use no more than \$6,000 of its assets to cover the shortfall. Together with major property owners and other stakeholders, the Corporation shall participate in the formation of the self-governing Steering Committee and become a party, if the Board so authorizes at the time, to the CIVITAS Contract through its membership in the Steering Committee; provided that if such BID formation terminates or collected funds are not required for such effort, then the Corporation shall be authorized to apply such funds towards other charitable purposes of the JLDA;

(e) to manage the fundraising campaign and provide board oversight to that campaign, the board shall designate two (2) or more of its members to constitute an executive committee of the board and delegate to that committee the authority to make all decisions needed to conduct a successful campaign using Crowdrise ([www.crowdrise.com](http://www.crowdrise.com)) for online fundraising and Network for Good to process donations. The authority to create this committee can be found in JLDA bylaws Article 5, Section 1;

(f) the foregoing fundraising campaign engaged in pursuant to clauses (d) and (e) above shall be separate from the Corporation's pledge-seeking meetings engaged in pursuant to clauses (a) and (c) above;

(g) Each Board member and officers of the Corporation is jointly and severally authorized and directed to take all such action as he or she may reasonably deem necessary or appropriate to facilitate the foregoing; and

(h) The actions of the officers of the Corporation and each Board member taken on or prior to the date hereof which are consistent with intent and purposes of the foregoing resolutions are hereby ratified, confirmed and approved.

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## Exhibit A

LUTC recommends the board of directors do the following:

- 1) **Authorize the LUTC to continue its efforts to convene a Steering Committee that will oversee the creation of a CBD/BID in the Jack London District.** LUTC efforts will include meeting with various stakeholders to inform them of our efforts and ask them to pledge \$10,000 (or at least \$5,000) towards our goal of raising \$60,000 by 16 July 2012. The pledge will be a good faith offer to make an unsecured loan to a self-governing Steering Committee that has not yet been formed, but will be convened if and when the goal is reached. The Steering Committee will determine when the pledged funds will be due and how those funds will be used. The Steering Committee will probably be composed of six to twelve stakeholders representing the diverse interests of district property owners. Initial seats will be filled by those who pledge \$10,000 (or \$5,000). Seats may be offered to additional stakeholders at the discretion of initial members of the Steering Committee.
- 2) **Make a pledge of \$10,000 towards the goal of raising \$60,000 by 16 July 2012.** Authorize LUTC to continue designing, marketing and implementing a dedicated fundraising effort that will enable JLDA to raise \$11,000 in tax-deductible contributions (including \$1,000 for costs of fundraising) by end of August. Secure pledge by committing up to \$6,000 from CD if fundraising efforts fall short of goal. CD funds originated at JLNA (Jack London Neighborhood Association) as mitigation from developer of Allegro project, now owned by Windsor Properties.
- 3) **Endorse Civitas as the consultant to be engaged by the Steering Committee to help form the CBD/BID.** Based on meeting of LUTC with John Lambeth, President, and Darlene Rio Drapkin, Project Manager on 6/13, LUTC believes Civitas is a full-service firm that can provide what's needed to form the Jack London Improvement District (JLID = proposed name).