

Meeting Notes for January 13, 2014 *(approved by board on 2.10.14)*

Board members present: Bill Stotler (President), Gary Knecht (Treasurer), Michael Carilli, Vivian Kahn

Board member elect(ed) present: Paul Thyssen

Board members absent: Sara May (Secretary), Barry Pilger

Guests: Deborah Acosta, Tommaso Boggia, Annie Eagan, Jennifer Koidal, Maria Rocha

- 1) Motion to approve minutes of meeting #2, December 9, 2013: **Gary moves. Michael seconds. Unanimous.**

- 2) Status of Jack London Improvement District (JLID) Entity & Board of Directors (Gary Knecht)
 - a) Gary reported that according to Tom Wrobel, approval of IRS Form 1023 (application to IRS for tax-exempt status) could take anywhere from 2 to 9 months. JLID received a letter from IRS acknowledging receipt.
 - b) After discussion, a motion to approve getting insurance from Nonprofit Insurance Alliance of California (NIAC) costing about \$3,096 (liability=\$2,218; D&O=\$605; personal property=\$266) was made. **Vivian moves. Bill seconds. Unanimous.**
 - c) Gary will draft a letter to City risk manager requesting waiver for auto, professional liability, and workers comp insurance as per language provided by Maria Rocha.
 - d) Board members discussed the approval process for a *Disbursement Agreement Between the City of Oakland and the Jack London Improvement District*. Maria sent JLID a draft on January 2, which has been reviewed and commented on by several board members. It was generally agreed that an attorney should also review the *Disbursement Agreement*, as well as the *JLID Public Trust Agreement* between the Port and the City, which JLID must also execute. Gary and Bill (along with Sara) recommended hiring Kenny Katzoff, a resident of the JLD, a partner in Katzoff & Riggs, a “transactional and litigation attorney with an emphasis on representing real estate owners and developers”, a former Oakland Planning Commissioner, and a former member of the Board of Port Commissioners. Gary reported that on Friday he met briefly with Kenny Katzoff and his colleague, Stephen Preonas, and provided them with copies of the draft *Disbursement Agreement* and the *Trust Agreement*. A few hours before today’s Board meeting, Gary received comments that addressed several confusing matters in the document. Kenny confirmed that this work was pro bono. Stephen sent Sara an *Attorney-Client Agreement* with reduced rates for future work and no retainer. It was agreed that Katzoff & Riggs would be engaged to provide legal services as needed to enable JLID, Inc. to fully execute the *Disbursement Agreement* (including signing the *Trust Agreement* and providing evidence of adequate insurance to the City). Cost of legal services shall not exceed \$1,500. **Gary moves. Vivian seconds. Unanimous.**
 - e) There was general agreement that Bill, Gary, and Sara will sign the *Disbursement Agreement* and the *Trust Agreement*. Maria said the City would need a resolution of the Board approving the agreements and authorizing them to sign.
 - f) Gary noted that Section 2 of the *Disbursement Agreement* says JLID “shall designate an individual who shall be responsible for communications with City for duration of this Agreement.” He offered to continue in that role. Maria said she would check with the City Attorney to determine if an individual’s name was required or if an officer could be named (i.e. Treasurer).
 - g) JLID, Inc. will need to open a bank account so City can make direct deposits. Consensus was to consider One Pacific Coast Bank at 1438 Webster Street. Gary will follow up.
 - h) The Board continued its policy of electing Steering Committee member(s) who are present and willing to serve on newly formed Corporate Board. Debbie is no longer eligible as she has moved to San Leandro and no longer has an Oakland business license. Tommaso would prefer to serve on a committee or task force. A motion was made to elect Paul Thyssen to the Board. **Vivian moves. Michael seconds. Unanimous.**

- 3) Bill Stotler, board lead for the RFP Task Force, provided an update
 - a) RFPs have been sent to six potential service providers since 23 Dec. Everyone who has requested an RFP has received it. Bill will follow up this week to answer questions and confirm who will submit.
 - b) Interviews will take place at the end of January/beginning of February. Services should begin in March.
 - c) Several members of the task force will meet this week with Alan Moloney (director of procurement at UC) to devise an evaluation system.

- 4) Gary Knecht, board lead for the Budget & Port Share Plan Task Force, provided an update
 - a) Task force members (Bill, Sara, Gary) met to discuss how to fine tune the broad income and expense categories in the MDP
 - b) Task force will meet with Pamela Kershaw on Wednesday to ask what she would like to see in the "Port Share Plan" and discuss when she can submit it to Board of Port Commissioners (2/13? 2/27? 3/13?)
 - c) To ensure funds are budgeted, everyone was asked to say what problem seems to be most pressing to him or her right now. Responses included: smashed windows in autos while owners are dining in restaurants; illegal dumping (highly visible); broken auto glass left on streets for many days; graffiti; I-880 underpasses; lack of grocery store; graffiti; overflowing trash cans on Broadway; graffiti; homeless encampments under I-880

- 5) Bill Stotler handed out a list of taskforces and potential task forces and asked everyone to indicate where they would like to serve.
 - a) Gary noted that Sara was board lead for the Graphic Design Task Force and she needs everyone's help to identify local graphic designers so the task force can select one to create a JLID, Inc. look/logo that can be used on website, letterhead, etc. (Disbursement Agreement section 5.4 requires our name be on all District-funded activities, marketing, and promotional materials)
 - b) Gary suggested creating a Communications & Outreach Task Force to implement an outreach plan that includes:
 - i) Recruiting committed volunteers to lend their talents to other task forces and committees
 - ii) Developing, maintaining, and updating email and snail mail databases (in FileMaker Pro?)
 - iii) Updating JLID.com and converting it from Steering Committee website to a JLID Inc. website which encourages users to sign up and provide email addresses (via MailChimp)
 - iv) Working with JLID Steering Committee to design, print, and mail postcard to property owners
 - c) Bill said that Paul had volunteered to lead a Joint Tourism & Visitor Services Task Force with Visit Oakland.

- 6) Maria said once the Board signs the Disbursement Agreement, Section 5.7 requires it to comply with the open meeting requirements of the Ralph M. Brown Act. She will email a contact in the City Attorney's office that can provide training for the Board.

- 7) Next meeting: Monday, February 10th, 4pm at Metrovation Conference Room

- 8) Adjourn at 5:07 pm.