

Minutes of Regular Meeting
Board of Directors
San Jose Downtown Property Owner's Association

October 23, 2007

A regular meeting of the Board of Directors of the San Jose Downtown Property Owner's Association, a non-profit California corporation, was held at the SJDA offices, 28 N. First Street, Suite 1000.

The following Board members were present: Hammers, Mattson, Munro, Ortbal, Ryan, Shadman, and Utic.

The following Board members were absent: Berg, Isnard, and Knox.

Also present were Executive Director Scott Knies, Deputy Director Blage Zelalich, Office Manager Alanna Garbarino, Rich Sutton and Susan Gallagher.

Knies called the meeting to order at 8:35 a.m. He noted that Knox, Berg, and Isnard will not be attending the meeting today. He added that Stacy McClaghry has resigned from her board seat. Legacy has recommended Susan Gallagher to take McClaghry's seat. Knies invited her to join the meeting today. Per the bylaws, the board is able to elect members to fill unexpired terms. Knies has interviewed Gallagher and she attended the capital improvements sub-committee meeting last week. Knies then handed out "The Perfect Board" by Calvin Clemons to the board. The book is a good primer for a non-profit board.

By-laws

- The PBID will become a non-profit 501(c)(6) corporation. Draft bylaws were emailed to the board before the first board meeting and version 6 was emailed out last week. The bylaws have also received legal review. Knies summarized major points of the bylaws: there are 11 members; they are elected by property owners weighted by assessment; the two public sector representatives have no term limits; all other members may serve two consecutive 3-year terms; of the nine elected members, one must be a resident and one a business owner. There are also officer positions: president, vice president, secretary, and treasurer. The bylaws call for at least one public sector representative to serve on the executive committee. Members suggested edits to the bylaws pertaining to the quorum requirement and officer titles. A motion was made to adopt the bylaws with the suggested edits. Motion was approved unanimously.

Election of President

- Knies asked members about their interest in officer positions and Hammers volunteered to serve as President. Hammers added that he had served as a SJDA founding member and President, therefore was familiar with the process and time requirements. A motion was made and Hammers was elected as President of the Board unanimously.

Election of Board member

- Hammers took over as chair of the meeting. Gallagher introduced herself to the board as a senior property manager for Legacy Partners and property owner representative for the board. Munro made a motion to approve Gallagher as a board member. The board approved the motion unanimously and welcomed Gallagher to the board of directors. She was given a copy of "The Perfect Board" book.

Per a question from Munro regarding the board's legal assistance, Knies responded there is no formal legal counsel for the PBID. Currently, we are receiving legal assistance from both Hopkins & Carley and Hoge Fenton. Ortbal added that the city attorneys will be included only in the city's portion of payments, assessments and services.

Minutes

- The minutes of the October 2, 2007 meeting were approved as distributed via email.

Subcommittee Reports

- The clean and safe committee (Ortbal, Munro, Knox) met with staff and reviewed various RFP's for clean and safe services from other cities and compiled the best aspects to make our RFP. The RFP for the downtown PBID was released last Friday, October 19. Knies and Ortbal will host a pre-proposal conference to give information and to answer questions from potential bidders on October 25 at 2 p.m. Questions and answers will be documented and will be posted on www.sjdowntown.com by November 2. Proposals will be due by November 6 and interviews will be held no later than November 13. Recommendations for the board will be determined November 15 by an evaluation panel made up of the RFP subcommittee, Zelalich, Knies and Hammers. They would also like to invite someone outside of San Jose (perhaps Sacramento) to provide another perspective in the evaluation process. Per a question from the board, Knies answered that our RFP gives guidelines, however is not so specific it would prevent firms from being creative in their proposals. Hammers asked if any other members wanted to be on the evaluation group. Shadman volunteered to join the evaluation panel. Ortbal reminded members that the evaluation panel and board must be fair and unbiased in making the decision and no one should have any contact with any potential vendors before the final decision is made.
- The organizational committee (Isnard, Utic, Berg, Hammers) met and discussed bylaws, officers and reviewed two branding proposals. A summary of this was distributed by email. The board still needs to elect a vice president, secretary and treasurer. Anyone interested should contact Knies or Hammers. Munro added that the treasurer is the key position among the three. Knies added that the positions should be filled by the next board meeting. Regarding branding of the corporation, the committee chose DMNA's proposal as they were more specific and less expensive (\$28.5K total) than the other proposal. The contract would be for three months and the company will design logo and uniforms and develop a district name. Knies added that he would send out the scope of work to the full board. Because the agreement with DMNA is short-term, the board was comfortable with retaining their services based on the subcommittee's approval.
- The capital improvement committee (Gallagher, Mattson, Ryan, Shadman) met to discuss a demonstration project and budget. A summary of this meeting was distributed by email. They determined that this project would be difficult because it required choosing a specific area of downtown. The plan is for the committee to visit different blocks with a landscape designer and to develop a scope for the demonstration project. Knies has met with Kathy Finly, a landscape designer from Santana Row, for input. Shadman was concerned about spending the annual capital improvement money on just one area of the downtown. Ortbal suggested the demonstration project be on two half-block areas. Gallagher suggested picking a high pedestrian or high traffic area. Ortbal suggested inviting the entire board to the walkabout so that everyone can get involved to come up with an innovative proposal. The board agreed that the final decision should be made at the December board meeting in order to give this project the time and energy it deserves. Hammers reported that the Operations Manager position has been revised and reposted on craigslist.org and the International Downtown website.

Other Matters

- The next PBID board meeting is scheduled for November 20 at 8:30 a.m.

Meeting adjourned at 10:01 a.m.