

Dogpatch & Northwest Potrero Hill Green Benefit District



GBD Interim Board of Director's Meeting Minutes
October 21, 2015 7pm-8:40
Umpqua Bank

Interim Board Members Attending:

Bruce Huie, David Glober, Scott Wilkinson, Susan Eslick, Tony Kelly, Jean Bogiages, Joe Boss, Lydia Tan, Janet Carpinelli, Jesse Herzog

Consultants:

Michael Yarne (Build Public)
Brooke Ray Smith (Build Public)

City:

Jonathan Goldberg (Public Works)

Absent:

Jake Milan, Daphne Magnawa, Katherine Doumani, Don Nolte, Ron Miguel

Jean opened the meeting at 7:00. There was no quorum, so the agenda started with the financial report. Susan passed out the Balance Sheet Standard as well as a list of unpaid bills. She pointed out that the Umpqua account was opened and Bruce Huie deposited \$5,100 to the account. An agreement was made and signed with Bruce to set up a no interest line of credit with him. Tony Kelly will need a \$3,000 check for the first part of the election. Susan noted that the Potrero View will give us a non-profit cost for the election ad, so \$500 should be deducted from the \$1750 Potrero View Bill in the Unpaid Bills Sheet. Susan also interviewed a non-profit tax accounting company in case the Board needs a recommendation for that position.

Jean pointed out that all the 501(c)3 forms that we need have been filled out. Also the Insurance forms have been filled out and sent in. Then it was decided to go around the room and have people introduce themselves as there were 6 public/guests, all running for the board.

By 7:10 there was a quorum, and so a vote was taken on the minutes. Susan moved and Bruce seconded a motion to approve the minutes from the October 7 meeting. Vote was unanimous.

Jean brought up the Years/Seat motion. Tony moved and Jesse seconded the motion.

Motion

Regarding Exhibit B of the GBD Bylaws, the number of years for a term for the first election will be determined by the number of votes each elected candidate receives.

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The candidate with the highest number of votes will serve for 3 years, next highest 2 years and lowest 1 year.

It was unanimously accepted.

It was pointed out that the website says 5 years for board seat. Jean pointed out that the bylaws say 3 years. Website needs to be corrected. It was pointed out that we need to accept public comment before taking votes. It was agreed to take public comment on all the remaining votes, as this vote was not controversial.

Next on the agenda was item 4, Election Report Update. Nominations are closing tonight. Tony discussed the vetting procedure used for property owners, tenants, and green space advocates. He pointed out that an example of what people will be getting in the election is in the agenda packet. The ballot will come in a windowed envelope with a letter, the list of candidates by seat and the candidate 50 word bios and a return envelope. There will be a barcode on the ballot, with a code so that voters can vote on line or by phone. We are trying to encourage a high voter turnout. The vendor, Vote-Now will tabulate the ballots. The envelopes will go back to them. On the meeting 11/24 we will be able to certify the results.

Tony then brought up proposed Motion 1 - Motion: *Amend the second paragraph of 'Requirements' on page 3 of the Bylaws as follows: Approximately 60% of the authorized number of Directors shall own real property within the District. (For the purpose of these Bylaws, a corporation or a city, state or federal entity that owns real property within the District, shall designate a single individual as their representative to the GBD. Such representative shall be subject to the same rules and obligations as an individual property owner.)*. The governance committee drafted this motion. Tony moved and Jean seconded. David mentioned that he brought the idea up because of confusing at the last meeting. In public comment Lisa said that she has experience starting non-profits and bylaws can be amended, but you don't want to bake things into the bylaws unless absolutely necessary. As a new organization, flexibility is great. She recommended making it a policy. David was concerned that policies are maintained in the minutes and we don't have a policy document. Jonathan suggested that we should table the motion. Susan moved to table, David seconded.

Motion:

Table Motion 1 listed in italics above

Unanimous approval

The discussion went back to approving the ballot. Tony asked for edits to the introduction page. Laurie said she had some and Lydia said that a link to the GBD website would be good. Tony made a motion to accept the ballot package with these potential edits included. David moved and Jean seconded that the ballot package be accepted.

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Next was discussion about the list of candidates. There were questions of Lisa and Diana, who were at the meeting. Diana was thanked for applying and asked if because she was both a tenant and an employee of Robert Broucaret, if they both were elected could she be independent. Diana said that first of all she was asked to run by a couple of neighbors, one being Olga. She is in another group where she is secretary (SF Professional Gardeners Assoc.). She came to the meeting to see if she really had time to run for the board, as she is in this other organization. She wanted to see what was needed. Robert said he is part time instructor at City College and a fulltime gardener with the firm Green Landscaping. She worked for Robert for 15 years and has been a tenant around 6 years. Scott asked if Robert planned on putting in bids for work, as it is possible, but he would need to be recused. Robert said no. Robert said they work together and have different styles and would look at things that were horticulturally sound the same way. Diana said she would be learning as things as she went along regarding advocacy Tony said that the nomination committee had green lighted the other two candidates and had questions about Diana. Michael asked if Diana and Robert could make recommendations about what landscaping companies did good work.

Tony went to public comment. Heidi Dunkelgard had a question as she is a tenant but has a lot of experience with Green Space advocacy. She said she has experience with DPW regulations for sidewalk greening, worked on 22nd Street greening and has contract negotiation experience and property management experience. Susan asked if that is in conflict with Ari who is also running as an owner from that property. Bruce asked for Board of Directors experience. Heidi said she is in the faculty of San Francisco State and is used to governmental environments. Heidi made an analysis of all the street furniture in the Dogpatch neighborhood in application for a grant. (\$250K for removable of hardscape and replacement with permeable material). Michael commented that policy works and grass root candidates are good candidate qualities for Green Space Advocates.

Tony asked Lisa to prove that she is a resident. Lisa brought mail she had received to the meeting to show she is a resident. She just moved here in June and has address forwarding on an envelope. Tony checked what she brought.

Scott said that there were two seat number 8 and no seat number 10 in the text of motion 2. Jean said that is an error in the bylaws than needs to be corrected.

David mentioned that Heidi covered the Green space needs. Bruce brought up a concern about having two candidates from one household. Michael suggested it should be clarified in the ballot. Tony said there is no space.

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Heidi prefers to be a green space advocate rather than a tenant and Diana prefers to be a tenant rather than a green space advocate. David said that they should update their 50 words.

Tony moved and Jean seconded that we accept the three green space advocates. A vote was taken. All were in favor and Bruce abstained.

Tony asked to certify the slate as it stands with the addition of any new candidates that are entered before midnight. Jean moved and Bruce seconded:

Motion:

Certify the slate as it stands with the addition of any new candidates that are entered before midnight.

All were in favor, no opposed or abstained. Tony mentioned that the names would be randomly ordered on the ballot.

Lydia asked for a process if more people entered before midnight. Tony said that the nominations committee would vet the remaining candidates. Lydia moved and Tony seconded that

Motion:

“We delegate authority to the nominations committee to add qualified candidates to the slate and vet the green advocate positions.”

The motion was seconded by David and a vote was called and approved.

Susan brought up the idea that the way property owners voted for the GBD, weighted by assessment value, should be the way the vote for board members is counted. She mentioned that since American Industrial Center, the single largest property owner is paying more they should get a larger vote. Tony said that as we have been talking up to now, to have one parcel- one vote. Susan made it as a motion and Bruce seconded it.

Motion:

Board member election should have a weighted vote by assessment the same way as the GBD petition and election.

Tony said we discussed this during the formation committee, There was a concern that the large property owners would just call all the shots. While creating the management plan we discussed that the state law requires weighted voting to form the district, But the committee wanted it to be more democratic and wanted 1 parcel one vote so it would be more democratic. Jean said that all during the formation process she understood that the way were going to proceed when we elected the board was 1 property one vote. We were also having tenants on the board to make it more democratic. She said that’s what she told all the neighbors when she tried to convince them to vote for the creation of a GBD. She said she thought this was a chance for

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local democracy so that people who often feel they don't have a voice can have a voice. It bothers her that at the last minute people want to change the rules. Tony said that the election vendors could handle this change in the time we have. Bruce said he wanted to revisit it since what brought us here was weighted. He thinks that board seat makeup represents all the constituencies within the district. Bruce thinks it is important to look at Susan's motion carefully and with guarded optimism. Tony asked if this also meant the board member decisions would also be weighted once there is a board. Bruce and Susan said no, Michael said he felt bad because he spent a lot of time convincing Markoulis who will be paying \$35K to vote for the board. He is worried that when they hear of that they will be surprised at the last minute. Tony mentioned that the concern is that most likely, this will be a low turnout election and only one or two large property owners would control the election. Jesse ask how would it work then? Michael mentioned that on other CBDs they did not have neighborhood elections. The board puts together a slate and invites everyone to a meeting where people vote. Jonathan asked if a property owner voted for 5 of 13 candidates, would the weighted percent be divided by 13 or would the 5 votes get full weight. Scott pointed out that that gives one parcel the ability to determine the candidate if there is a low turnout. David said he understands how hard Michael worked and he understands Jean's concern about democracy. There are around 1300 parcels and about 40% of the parcels voted in the election to establish. Bruce asked to have the vote names recorded.

Motion:

Have votes tabulated by assessment weighting the same way that they were done to create the district.

Yes: Bruce, Jesse, Joe, Lydia, Susan

No: Janet, Jean, Tony, Scott

Abstain: David

Next on the agenda was to approve the City-GBD agreement. David and Scott did thorough readings. Jonathan spoke to the minimal changes made to the document. Changes were presented to the city attorney and approved. Jean moved and David seconded.

Motion

The board should approve the GBD-City agreement.

Michael said that sections 8.5 and 8.6 were confusing and ambiguous about contracts. He wants to flag them because they were confusing. He was also concerned about the mid-year report, that he sees an additional, and the annual report.

Jean asked what DPW needs to keep us going. Jonathan said he needs a blessing since the contract can come back to the elected board for changes approval. There is a 30 day period to modify. 30 days from when the board of supervisors approves. The BOS vote won't happen until after Thanksgiving. Michael wants to send commends in advance of the 30 days.

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Motion

Move the process forward and approve the GBD-City Agreement
Unanimous in favor.

Last thing on the agenda – point out that we in order to satisfy the General Benefit requirement, the GBD will need to keep track of volunteer hours.

The board thanks the candidates for attending the meeting.
The meeting adjourned at 8:45.

Submitted by,
Jean Bogiages, Co-chair Dogpatch & NW Potrero Hill Green Benefit District

INTERIM BOARD WORKING GROUPS:

Bylaws: Tony Kelly, Ron Miguel, David Globber, Laurie Burgess

Nomination: Daphne Magnawa, David Globber, Susan Eslick, Michael Yarne, Jake Milan, Jean Bogiages

Good Governance: David Globber, Scott Wilkinsen, Laurie Burgess

Marketing: Bruce Huie, Katherine Doumani, Don Nolte

Finance: Susan Eslick, Jesse Herzog, Jean Bogiages

Executive: Bruce Huie, Tony Kelly, Jean Bogiages, Susan Eslick