

SAN RAFAEL BUSINESS IMPROVEMENT DISTRICT

Special Meeting of Members

MINUTES

Thursday, December 2, 2021 – 5:30 p.m.

Location: Via Zoom Conference at
[https://us02web.zoom.us/j/87066362252?](https://us02web.zoom.us/j/87066362252?pwd=SWU3NUMvYVYk2a0czMGtzanJubUgyZz09)
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Members/Representatives Present: Please see table below.

Also present: Jeffrey S. Schoppert (legal counsel),
Eda Lochte (BID Executive Director).

1. Call to order

President Jaime Ortiz announced that notice of a special meeting of the members of the San Rafael Business Improvement District, a California nonprofit mutual benefit corporation, was duly given to all members of the corporation by email on November 11, 2021, and called the meeting to order at 5:34 p.m. Ortiz then stated that sole matter to be considered at the meeting was the adoption of a resolution approving an amendment of the corporation's bylaws to change the provisions governing membership in the corporation. Ortiz further explained that the form of proposed resolution was included with the emailed meeting notice.

Ortiz directed meeting participants to the Zoom chat function for links to Google Docs and Word versions of the proposed resolution and to the proposed amended and restated bylaws.

Ortiz then introduced Jeff Schoppert, legal counsel who assisted the corporation in drafting the bylaws amendments and invited Mr. Schoppert to share the background for the proposed changes.

2. Background for Bylaws changes

Schoppert provided the following background information on the proposed changes to the bylaws:

Before 2014, BID membership was limited to certain kinds of businesses located in the geographical area of Fourth Street between Lincoln Avenue and E Street and some of the side streets along Fourth in that area. In addition, only ground floor retail and food serving businesses were mandatory members. Financial institutions, service businesses, and professionals were not members, unless they voluntarily chose to pay an assessment imposed by the city on other mandatory members.

In 2013 there were approximately 125 business that were paying a city imposed downtown business improvement area assessment. Those 125 businesses were, by definition in the corporation's bylaws, members of the corporation.

Before 2014, the corporation received funding from four principal sources: (i) the business assessment imposed on businesses within the assessment area; (ii) public events sponsored by the corporation (like "May Madness"); (iii) revenue from a parking lot on the former PG&E site on Lindaro Street; and (iv) contributions from the Redevelopment Agency of the City of San Rafael ("RDA"). However, the last two sources of income – parking revenues and RDA moneys -- disappeared with the plans to develop the parking lot and the elimination statewide by the legislature of Redevelopment Agencies.

Thus faced with a significant reduction in revenue, the corporation asked the City to help stabilize funding by increasing the geographical area of businesses subject to the annual assessment, as well as adding businesses like financial institutions, service businesses and professionals not previously subject to the assessment.

The City acted to expand the number of businesses subject to the annual assessment in late 2013 by repealing the old city ordinance, Chapter 10.08 of the Municipal Code, that defined which businesses were subject to the annual improvement district assessment. The city adopted a new ordinance, Municipal Code chapter 10.09, which extended the geographical boundaries of the assessment district to include businesses located in the West End and East of Lincoln Avenue. It also removed the exemption for financial institutions, service businesses and professionals. The number of assessed businesses increased from approximately 125 to about 700.

Each year, the corporation submits to the City a work plan for the upcoming year. The work plan for the period from June through December 2014 included the task to update the by-laws to reflect the 2014 changes in the composition of the BID. The proposed resolutions will implement that goal by making every business that is assessed under the 2014 changes a member of this corporation and, thus, fully entitled to participate in the corporation's governance.

This change in the membership definition requires a vote of the members, as defined in the pre-2014 bylaws. That means only those businesses that were paying assessments under the old scheme are entitled to vote.

Schoppert concluded his remarks by thanking the board for the opportunity to work with it on this project.

Ortiz invited those present to ask questions of Schoppert. No questions or comments.

3. Resolution approving amendment of Bylaws membership provisions

a. Identification of members present and qualified to vote on adoption of resolution.

Ortiz explained that only businesses that were members of the San Rafael Business Improvement District in 2013 are allowed to vote on the proposal being submitted for member approval. Ortiz then asked members who were present and qualified to vote to identify themselves by name and the business they represented, and to confirm they were members of the BID in 2013.

The following members so identified themselves:

Member Representative	Business Represented	Member in 2013 (Y/N)
1. Shirley Weiss	Marin Jewelers Guild	Y
2. Bishlam/Amy Bullock	Salon B	Y
3. Tobi Lessem	Bodywise Massage	Y
4. Erika Bowker	Pleasures of the Heart	Y
5. Jamie Ortiz	Bank of Marin	Y (voluntary member)
6. Terrance Thornton	San Rafael Martial Arts	Y
7. Elisabeth Setten	Art Works Downtown	Y
8. Adam Dawson	Mike's Bikes	Y
9. Maly Ouneklap	Bangkok Thai	Y
10. Jean Noel Bechet	Bechet's Boulangerie	Y

After the members identified themselves, Ortiz confirmed that a quorum of members, being eight or more members, was present.

b. Adoption of the resolution

Ortiz then invited a motion to adopt the resolution approving amendment of Bylaws provisions governing membership in the form included with the notice of the meeting emailed to members on December 11, 2021.

Adam Dawson so moved the adoption of the resolution. Erika Bowker seconded the motion. Ortiz confirmed the motion and second and invited discussion by the members. No discussion.

Hearing none, Ortiz asked whether the members were ready to vote on the question. Hearing no request for further discussion, a voice vote was conducted.

The motion carried unanimously. Ortiz announced the resolution was adopted and thanked the members for their attendance.

Eda Lochte, the BID Executive Director, thanked all for attending and especially thanked Jeffrey Schoppert for his expert help and wisdom in this endeavor. He generously gave of his time so that the BID could adopt this resolution.

Adjournment

There being no further business, the meeting was adjourned at 5:34 p.m.

Respectfully submitted,

Tobi Lessem
Secretary