



DRAFT Board of Directors Meeting Agenda

San Leandro Improvement Association

Thursday, January 14, 2020, 8:30 a.m. – 10:00 a.m.

Telephonic Meeting

Dial-In: 1 (669) 900-6833 Meeting ID: 292 409 5566

<https://us02web.zoom.us/j/2924095566>

AGENDA:

- 1. Call to Order – President, Emily Griego**
- 2. Roll Call – Secretary, Katie Bowman**
- 3. Public Comment – Announcements (8:35)**
- 4. Approval of Minutes (8:55) **Action Item**
 - a. November 12, 2020**
- 5. Review and Acceptance of FY 2019 Year-End Financials – L. Van Nguyen (8:57) **Action Item**
 - a. FY 2019 End of Year Financials**
- 6. Review of December 2020 Financials – L. Van Nguyen (9:10) **Information****
- 7. Annual Review of Conflict of Interest Policy – M. Mack-Rose (9:15) **Information**
 - a. All board members and committee members are required to complete a Conflict of Interest Certification Statement annually.**
- 8. Board Committee Appointments – E. Griego (9:25) **Action Item**
 - a. Appointment Angele Sweet as Chair of SOBO Committee (Sidewalk Operations, Beautification & Order) and Board Members to be determined
 - b. Appointment Shannon Hackley as Chair of DISI Committee (District Identity & Street Improvement) and Board Members to be determined**
- 9. Recap of 2020 Holiday Décor Program – M. Mack-Rose (9:35) **Information****
- 10. Review of Block by Block Program – M. Mack-Rose (9:45) **Information****
- 11. Next Board Meeting**
 - a. March 11, 2020, 8:30 – 10:00

BROWN ACT: *Government Code 54950 (The Brown Act) requires a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at 384 W. Estudillo Avenue, San Leandro, CA 94577. This meeting is noticed and conducted pursuant to § 54953(b) as amended by Executive Order N-25-20. Action may not be taken on items not identified as such and posted on the agenda.*

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

San Leandro Improvement Association Board Meeting Minutes November 12, 2020 – 8:30 am. Telephonic

Present: Pete Ballew (Alternate) Katie Bowman (Secretary), Gordon Galvan, Emilio Garcia, Emily Griego (President), Shannon Hackley, Matt Holmes, Long Van Nguyen (Treasurer), Ted Nguyen, Betty Shon, Angele Sweet, and Kimberly Pace (Vice-President)

Absent: Jacqueline Montero-Flynn, David Irmer, Nicole Franklin, Deborah Cox, Robert Jones

Guests:

Staff: Morgan Mack-Rose

MINUTES:

<i>Item</i>	<i>Discussion</i>	<i>Action Taken?</i>
1. Call to Order	<p>The meeting was convened at 8:32.</p> <p>At the start of the meeting, the following was read into the record:</p> <p>Before roll call, I would like to make clear for the record of this meeting, and it should be reflected in the minutes that this meeting is conducted pursuant to California Government Code Section 54953, in that all members are participating by speakerphone. In accordance with the Ralph M. Brown Act, the teleconference participation information has been identified in the notice and agenda for this meeting.</p> <p>We will be recording attendance and all votes by Roll Call.</p>	
2. Roll Call	<p>Katie Bowman took roll call.</p>	

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

<p>3. Public Comment-Announcements</p>	<p>Kim Pace reported that the Boys & Girls Club of San Leandro did some tours of the renovated facility which is over 75% through the project. Marco Cochran is working on an art installation for the corner of Marina and San Leandro Blvd. CEO Robert Glotch is retiring and Kim Pace will be taking on the role of CEO. The new facility should be back online in mid-January.</p> <p>Emily Griego reported that the San Leandro Chamber is welcoming new board members and new executive committee. Kristen Anderson, CEO of EF Anderson will be serving as President. The Chamber hours by appointment only but someone is in the office four days per week.</p> <p>Pete Ballew noted that the City is working with an organization called “Local Artist Berkley” (LAB) which connects 12-month temporary art installations with public spaces for a relatively low honorarium. He suggested that SLIA may want to look into working with LAB.</p> <p>Shannon Hackley noted that there are still a lot of boarded up businesses and asked what could be done to encourage them to remove the boards. Katie Bowman indicated that now that the election was over, the City will reach out to those businesses and SLIA will also email to its list of property owners to encourage them to remove the boards.</p>	<p>INFORMATION</p>
<p>4. Recognition of Service</p>	<p>President Griego acknowledged the seven years of service to the District by Jacqueline Montero-Flynn and Gordon Galvan. Both were charter members of the Board of Directors with Galvan serving as Board President for as many years and Montero-Flynn serving as Secretary for at least one year. Many board members expressed appreciation and respect for professionalism and</p>	<p>INFORMATION ONLY</p>

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

	work.	
5. Approval of Minutes	September 10, 2020	APPROVED AS PRESENTED Moved: KP Second:LN Unanimous
6. Review of Financials	Staff presented the November financials and Treasurer Nguyen reviewed the Balance Sheet noting that in December, approximately \$154,000 currently listed as liabilities would convert to assets. Staff anticipates a carry-over of approximately \$60,000 at the end of the fiscal year.	INFORMATION
7. Board Elections	There were no nominations from the floor. The Board approved the following slate of members to a two-year term as recommended by the Nominating Committee: Emilio Garcia Emily Griego Shannon Hackley Kim Pace	ELECTED Motion: EG Second: GG Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB Absent: JM, DI, NF, DC, RJ
8. Board Officer Elections	The Board re-elected the following officers to one-year terms: President, Emily Griego Motion: EG Second: LN Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB Absent: JM, DI, NF, DC, RJ Vice President, Kim Pace Motion: EG Second: SH Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB Absent: JM, DI, NF, DC, RJ	ELECTED

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

	<p>Secretary, Katie Bowman Motion: EG Second: KP Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB Absent: JM, DI, NF, DC, RJ</p> <p>Treasurer, Long Van Nguyen Motion: EG Second: GG Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB Absent: JM, DI, NF, DC, RJ</p>	
<p>9. Acceptance of Contract from Block By Block</p>	<p>G. Galvan recapped the SOBO Committees discussion to recommend Block By Block for street maintenance services. Primary reasons for selecting this contractor included; the depth of their management team, ability to promote quality candidates from within, the fact that they manage 17 Districts in the Bay Area (including San Jose and Livermore) and their dramatically lower turn-over rate</p> <p>L. Nguyen noted that when SLIA contracts out services, unknown liabilities are greatly reduced for the organization.</p> <p>Galvan motioned authorize M. Mack-Rose to finalize and execute the contract.</p>	<p>APPROVED Motion: GG Second: LN Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB, Absent: JM, DI, NF, DC, RJ Opposed: None</p>
<p>10. Adoption of 2020 FY Budget</p>	<p>Treasurer Nguyen reviewed the proposed 2020 FY Budget noting an anticipated surplus of approximately \$8,000 which does not include any carry-over from this year. M. Mack-Rose pointed out that this was a conservative budget in that it accounted for an 8% delinquency rate.</p>	<p>APPROVED Motion: GG Second: BH Aye: EG, KP, LN, KB, AS, SH, EG, TN, GG, BS, MH, PB Opposed: None Absent: JM, DI, NF, DC, RJ</p>

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

<p>11. Review of 2020 Holiday Décor Program</p>	<p>E. Garcia and M. Mack-Rose reviewed plans to recognize Toy Soldier sponsors on the Holiday Tree, as well as solicit sponsorships for the tree riser. The tree lighting will be “virtual” and live streamed. Members of the public will be able to purchase customized ornaments for the tree at \$25 each and/or make a donation to the Alameda County Food Bank and be entered into a drawing for the honor of lighting the tree.</p> <p>The following members generously agreed to sponsor the tree: Betty Shon (San Leandro Tech Campus II) Angele Sweet (Friend & Sweet Landscape Design) Shannon Hackley (Shannon Leigh Associates) Long Van Nguyen (VN Village Center)</p>	<p>INFORMATION</p>
<p>12. Next Board Meeting</p>	<p>January 14, 2020, 8:30 – 10:00 a.m.</p>	
	<p>Meeting Adjourned, 9:46</p>	

M. Mack-Rose took minutes

SAN LEANDRO IMPROVEMENT ASSOCIATION

San Leandro Improvement Association

Balance Sheet Standard

01/06/21

Cash Basis

As of November 30, 2020

	Nov 30, '20	Nov 30, '19
ASSETS		
Current Assets		
Checking/Savings		
Fremont Operations Account 7400	189,012.94	9,864.86
10100 — Fremont Payroll Account ...	10,842.32	715.74
Fremont MMC 6420	177,411.44	
Debit Account		51.09
Total Checking/Savings	<u>377,266.70</u>	<u>10,631.69</u>
Total Current Assets	<u>377,266.70</u>	<u>10,631.69</u>
TOTAL ASSETS	<u>377,266.70</u>	<u>10,631.69</u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
SBA EIDL	150,000.00	
Deferred Revenue	126,463.91	
PPP Loan	27,500.00	
San Leandro Loan 2017	70,139.31	70,139.31
24000 — Payroll Liabilities		
24010 — Federal Tax		-1,722.79
24020 — State Tax		-67.86
Total 24000 — Payroll Liabilities		<u>-1,790.65</u>
Total Other Current Liabilities	<u>374,103.22</u>	<u>68,348.66</u>
Total Current Liabilities	<u>374,103.22</u>	<u>68,348.66</u>
Total Liabilities	374,103.22	68,348.66
Equity		
30000 — Opening Balance Equity	122,325.20	122,325.20
32000 — Unrestricted Net Assets	-180,042.17	-182,804.18
Net Income	60,880.45	2,762.01
Total Equity	<u>3,163.48</u>	<u>-57,716.97</u>
TOTAL LIABILITIES & EQUITY	<u>377,266.70</u>	<u>10,631.69</u>

San Leandro Improvement Association

Profit and Loss Budget vs. Actual

December 2019 through November 2020

	Dec '19 - Nov '...	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Assessment Income	423,464.78	447,873.57	-24,408.79	94.6%
Delinquency		-12,000.00	12,000.00	
Carry Forward		2,788.00	-2,788.00	
Programs Income	7,401.10			
Non Assessment Reve...	4,000.00			
Total Income	434,865.88	438,661.57	-3,795.69	99.1%
Gross Profit	434,865.88	438,661.57	-3,795.69	99.1%
Expense				
Administration	61,930.05	63,042.50	-1,112.45	98.2%
DISI	26,465.22	36,327.50	-9,862.28	72.9%
SOBO	271,525.31	316,549.00	-45,023.69	85.8%
Total Expense	359,920.58	415,919.00	-55,998.42	86.5%
Net Ordinary Income	74,945.30	22,742.57	52,202.73	329.5%
Other Income/Expense				
Other Income				
Interest Earned	12.15			
Total Other Income	12.15			
Other Expense				
Admin 2017-18	7,000.00	7,000.00		100.0%
Prior year expenses	7,077.00	7,077.00		100.0%
Total Other Expense	14,077.00	14,077.00		100.0%
Net Other Income	-14,064.85	-14,077.00	12.15	99.9%
Net Income	60,880.45	8,665.57	52,214.88	702.6%

December Financials Report Executive Summary

COVID Related Funding

PPP

SLIA received \$27,500 in PPP funds on May 14, 2020. Our lender, Fremont Bank, expects an online PPP forgiveness portal to be available at the end of January.

Round 2 of the Paycheck Protection Program is now live. However, SLIA is not eligible for funding this round because we cannot demonstrate a 30% reduction in revenue due to COVID-19 and we are not employing the same number of people as we were in Round 1.

Balance Sheet

Significant changes in the Balance Sheet since the last board meeting include;

1. The addition of the Fremont Savings Account 7471
 - a. To limit exposure to fraud, we are holding the bulk of our unrestricted cash in this account.
2. \$126,464 in "Deferred Revenue" transferred to Savings Acct 7471.
 - a. On December 1, 2020, the \$126,464 in Deferred Revenue was reclassified as Assessment Revenue and reflected in our Current Assets.
3. The addition of the Fremont Bank Master Card as a liability.

Profit & Loss

On November 12, 2020, the Board approved the FY 2020 Budget. That has been entered into Quickbooks which automatically spreads the annual total across twelve months. Other than payroll and our contracted services, our expenses vary significantly from month to month (i.e., office supplies, special events, etc.) However, there are some anomalies that warrant explanation:

1. The \$1,640 in IRA contributions was the total from my start date in March, through November. There was a delay in opening up the account. SLIA matches my IRA contribution up to 3%.
2. SOBO is significantly underbudget because Block by Block's December invoice is not reflected. The total for December was \$16,610 which will be reflected in January's financials.

At our meeting in March, we will review Q1 financials will include Assessment Income collected in November 2020.

10:34 AM

San Leandro Improvement Association

Balance Sheet Standard

01/12/21

Cash Basis

As of December 31, 2020

	Dec 31, '20	Dec 31, '19
ASSETS		
Current Assets		
Checking/Savings		
Fremont Operations Account 7400	27,398.35	102,961.36
10100 — Fremont Payroll Account ...	2,637.78	392.23
Fremont Savings Acct 7471	150,004.93	
Fremont MMC 6420	177,418.97	
Debit Account		51.09
Total Checking/Savings	<u>357,460.03</u>	<u>103,404.68</u>
Total Current Assets	<u>357,460.03</u>	<u>103,404.68</u>
TOTAL ASSETS	<u>357,460.03</u>	<u>103,404.68</u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Credit Cards		
Fremont MC	1,276.13	
Total Credit Cards	<u>1,276.13</u>	
Other Current Liabilities		
Clearing for Payroll	212.30	
SBA EIDL	150,000.00	
PPP Loan	27,500.00	
San Leandro Loan 2017	70,139.31	70,139.31
24000 — Payroll Liabilities		
24010 — Federal Tax		-1,722.79
24020 — State Tax		-67.87
Total 24000 — Payroll Liabilities		<u>-1,790.66</u>
Total Other Current Liabilities	<u>247,851.61</u>	<u>68,348.65</u>
Total Current Liabilities	<u>249,127.74</u>	<u>68,348.65</u>
Total Liabilities	249,127.74	68,348.65
Equity		
30000 — Opening Balance Equity	122,325.20	122,325.20
32000 — Unrestricted Net Assets	-119,161.72	-180,042.17
Net Income	105,168.81	92,773.00
Total Equity	<u>108,332.29</u>	<u>35,056.03</u>
TOTAL LIABILITIES & EQUITY	<u>357,460.03</u>	<u>103,404.68</u>

San Leandro Improvement Association

Profit and Loss Budget vs. Actual

December 2020

	Dec '20	Budget	\$ Over Budg...	% of Budget
Ordinary Income/Expense				
Income				
Assessment Income	126,463.91	37,322.00	89,141.91	338.8%
Delinquency		-2,985.00	2,985.00	
Programs Income	3,576.12			
Total Income	130,040.03	34,337.00	95,703.03	378.7%
Gross Profit	130,040.03	34,337.00	95,703.03	378.7%
Expense				
Administration	7,611.85	6,256.00	1,355.85	121.7%
DISI	5,186.51	4,939.00	247.51	105.0%
SOBO	12,085.45	22,350.00	-10,264.55	54.1%
Total Expense	24,883.81	33,545.00	-8,661.19	74.2%
Net Ordinary Income	105,156.22	792.00	104,364.22	13,277.3%
Other Income/Expense				
Other Income				
Interest Earned	12.59			
Total Other Income	12.59			
Net Other Income	12.59			
Net Income	105,168.81	792.00	104,376.81	13,278.9%

San Leandro Improvement Association
Profit and Loss Budget vs. Actual
December 2020

	Dec '20	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Assessment Income	126,463.91	37,322.00	89,141.91	338.8%
Delinquency		-2,985.00	2,985.00	
Programs Income				
Holiday	3,576.12			
Total Programs Income	<u>3,576.12</u>			
Total Income	<u>130,040.03</u>	<u>34,337.00</u>	<u>95,703.03</u>	<u>378.7%</u>
Gross Profit	130,040.03	34,337.00	95,703.03	378.7%
Expense				
Administration				
Admin Misc.	244.55			
Annual Elections / Mailing	25.50	66.00	-40.50	38.6%
Bank Charges/CC Interest Charge	24.00	83.00	-59.00	28.9%
Loan Interest		178.00	-178.00	
Staff Administration				
66000 — Gross Wages	3,892.31	3,438.00	454.31	113.2%
66100 — Payroll Tax Expense (AD...)	270.69	242.00	28.69	111.9%
IRA Match	1,870.96	231.00	1,639.96	809.9%
Total Staff Administration	<u>6,033.96</u>	<u>3,911.00</u>	<u>2,122.96</u>	<u>154.3%</u>
Accounting		133.00	-133.00	
Dues and Subscriptions		66.00	-66.00	
Rent	750.00	750.00		100.0%
Insurance		479.00	-479.00	
Office Supplies / Equipment	125.00	50.00	75.00	250.0%
Board Meetings / Retreats	127.62	41.00	86.62	311.3%
Meeting Refreshments				
Legal		6.00	-6.00	
Phone and Communications	55.67	143.00	-87.33	38.9%
Printing		100.00	-100.00	
Office Cleaning	225.55	250.00	-24.45	90.2%
Total Administration	<u>7,611.85</u>	<u>6,256.00</u>	<u>1,355.85</u>	<u>121.7%</u>
DISI				
Advertising		166.00	-166.00	
Branding / Signage		83.00	-83.00	
Public Space Dev.		250.00	-250.00	
Social Media	150.00		150.00	100.0%
DISI Staff Admin	3,892.31	3,712.00	180.31	104.9%
Seasonal Displays	333.09	166.00	167.09	200.7%
Newsletters		18.00	-18.00	
Special Events				
Holiday Event	811.11			
Special Events - Other		441.00	-441.00	
Total Special Events	<u>811.11</u>	<u>441.00</u>	<u>370.11</u>	<u>183.9%</u>
Web Site		103.00	-103.00	
Total DISI	<u>5,186.51</u>	<u>4,939.00</u>	<u>247.51</u>	<u>105.0%</u>
SOBO				
Sidewalk Cleaning Operations				
52000 — Payroll Tax Expense	999.33			
Workers Comp	637.83			
55000 — Payroll Service	192.19			
51000 — Wages	8,817.10			
Sidewalk Cleaning Operations - O...				
Total Sidewalk Cleaning Operations	<u>10,646.45</u>		<u>10,646.45</u>	<u>100.0%</u>
Supplies, Equip, Uniforms				
Supplies, Equip, Uniforms - Other	173.13		173.13	100.0%
Total Supplies, Equip, Uniforms	<u>173.13</u>		<u>173.13</u>	<u>100.0%</u>
Public Space Maintenance	430.00	416.00	14.00	103.4%
Nursery Supplies & Equipment		291.00	-291.00	

San Leandro Improvement Association
Profit and Loss Budget vs. Actual
December 2020

	Dec '20	Budget	\$ Over Budget	% of Budget
Rent / Storage	750.00	750.00		100.0%
Security		833.00	-833.00	
SOBO Admin		824.00	-824.00	
Vehicle Related				
Gas	85.87		85.87	100.0%
Vehicle Repairs & Maintenance				
Total Vehicle Related	85.87		85.87	100.0%
SOBO Contingency		125.00	-125.00	
Block By Block		19,111.00	-19,111.00	
Total SOBO	12,085.45	22,350.00	-10,264.55	54.1%
Total Expense	24,883.81	33,545.00	-8,661.19	74.2%
Net Ordinary Income	105,156.22	792.00	104,364.22	13,277.3%
Other Income/Expense				
Other Income				
Interest Earned	12.59			
Total Other Income	12.59			
Net Other Income	12.59			
Net Income	105,168.81	792.00	104,376.81	13,278.9%

Annual Review of Conflict of Interest Policy

Background: The State of California Attorney General and the IRS strongly suggests that all nonprofit corporations adopt a conflict of interest policy. Furthermore, the Disbursement Agreement between the City of San Leandro and SLIA requires that SLIA "make a good faith effort to avoid" conflict of interest situations. Article 17 of the SLIA bylaws provide conflict of interest and compensation policies for the organization. The IRS nonprofit governance recommendations include an annual review of conflict of interest policies along with a yearly statement of compliance by all governing board members.

Process: The Executive Committee has determined that a simple, annual statement by board members and committee members will enhance organization transparency and suffice as a "good faith effort" for the current disbursement agreement. **All board members are asked to review Article 17 and submit a signed copy of the following "Conflict Certification" form to the Executive Director.**

If a board member believes they may have a conflict of interest, the Executive Committee will review and determine if such a conflict exists. The Executive Committee will report their findings and recommendations, if any, to the full Board at the following board meeting.

**CONFLICT CERTIFICATION FOR SAN LEANDRO IMPROVEMENT ASSOCIATION
Board and Senior Staff**

I have read and agree to abide by the San Leandro Improvement Association's Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy.

Signature

Date

Name (please print)

— OR —

I have read and agree to abide by the San Leandro Improvement Association's Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below or on the attached paper.

Signature

Date

Name (please print)

ARTICLE 17
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

A) Interested Person. Any Director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

B) Financial Interest. A Director has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) an **ownership** or investment interest in any entity with which the corporation has a transaction or arrangement, or
- 2) a **compensation arrangement** with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- 3) a **potential ownership** or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

A) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

B) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining **Board or committee members shall decide if a conflict of interest exists.**

C) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After **exercising due diligence, the governing Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction** or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and **whether it is fair and reasonable.** In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D) Violations of the Conflicts of Interest Policy.

If the governing Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. STATEMENTS

Each Director, principal officer, and member of a committee with governing Board-delegated powers may sign a statement upon election that affirms such person:

A) has received a copy of the conflicts of interest policy,

B) has read and understands the Policy,

C) has agreed to comply with the Policy, and

D) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 6. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

THERE IS NO SECTION 7 (?)

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 6, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

2020-21 Committee Appointments

Background: The SLIA Bylaws specify two standing committee (Executive and Nominations) but provide for additional committees and ad-hoc committees to be formed as designated by a resolution of the Board of Directors (Article 7, Sec. 2) Committee Chairpersons and members must be appointed by resolution of the Board of Directors. Committee members need not be board members to be appointed. All board members are required to serve on at least one committee.

Committees for Appointment:

Sidewalk Operation, Beautification and Order (SOBO)

Responsible for overseeing maintenance and other service provider contracts involved in the improvement of the public rights of way (i.e., street sweeping, steam-cleaning, enhanced security, landscape improvement and maintenance, etc.) This committee meets monthly.

Potential Projects for 2020-21

- Baseline services agreement with City of San Leandro
- Property and tenant pride program (maintaining facades)
- Enhancing hardscaping with “conversation” areas
- Enhancing landscaping with existing bulb-outs and investing in permanent planter solutions
- Security enhancements

District Identity and Streetscape Improvements (DISI)

Identifies and oversees projects that market and promote the District (i.e., district branding, special events, communications, banners, public space improvement, etc.) This committee meets monthly.

Potential Projects for 2020-21

- Increased collaboration with Downtown Association
- Refresh district branding and website
- Increased communication with owners, tenants, and users (e-newsletters, social media)
- Welcome Back Celebration (Post COVID)
- Enhanced Winter Holiday Program

Proposed Committee Chairs:

Angele Sweet (SOBO) and Shannon Hackley (DISI)

Currently Appointed Committee Members:

SOBO: P. Ballew, K. Bowman, D. Cox, N. Franklin, E. Griego, B. Jones, L. Nguyen, and A. Sweet.

DISI: K. Bowman, E. Garcia, E. Griego, S. Hackley, M. Holmes, D. Irmer, T. Nguyen, K. Pace, B. Shon, A. Sweet

Current Meeting Times: First Tuesdays of the month, DISI 10 – 11 am, SOBO 11 – 12 pm