



Board of Directors Meeting
San Leandro Improvement Association
Thursday, May 14, 2020, 8 a.m. – 9:30 a.m.
Telephonic Meeting
Dial In: 1 (669) 900-6833 Meeting ID: 838 9088 1435

AGENDA:

1. Call to Order – President, Emily Griego
2. Roll Call – Secretary, Katie Bowman
3. Public Comment – Announcements (8:10)
4. Executive Director Report (8:20)
 - a. Ongoing impact of COVID on Operation
5. Approval of Minutes (8:23) *Action Item*
 - a. March 12, 2020
 - b. March 24, 2020
 - c. May 1, 2020
6. Review of Financials – M. Mack-Rose (8:30)
7. Approve Mid-Year Budget Revision (8:40) *Action Item*
 - a. Gen Admin
 - b. DISI
 - c. SOBO
8. SLIA Decision Making Matrix (9:05) *Action Item*
9. Committee Reports (9:15)
 - a. Executive Committee - Emily Griego
 - b. DISI Committee - Emilio Garcia
 - c. SOBO Committee – Gordon Galvan
10. Next Board of Directors Meeting: June 9, 2020 | 8 a.m. – 9:30 a.m. via ZOOM

BROWN ACT: Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 24 hours prior to a special 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

Special Board Meeting Minutes

March 12, 2020 – 8:00 AM

Chamber of Commerce Offices, 120 Estudillo Ave.

Present:

Pete Ballew, Katie Bowman (Secretary), Deborah Cox, Gordon Galvan, Emilio Garcia, Emily Griego (President), Matt Holmes, David Irmer, Jacqueline Montero-Flynn, Betty Shon, Angele Sweet, and Ted Nguyen

Absent: Nicole Franklin, Shannon Hackley, Robert Jones, Long Van Nguyen (Treasurer), and Kimberly Pace (Vice-President),

Guests: Morgan Mack-Rose, Ken Pon,

Staff: Marco Li Mandri, Dominic Li Mandri

Minutes:

<i>Item</i>	<i>Discussion</i>	<i>Action Taken</i>
1. Introductions	The meeting was called to order at 8:07 A.M. by President Emily Griego. She welcomed everyone to the Chamber office and requested that everyone introduce themselves	No Action Taken
2. Approval of February 12th and February 27 th Minutes	The February 12, 2020 and February 27, 2020 minutes were reviewed.	Gordon Galvan moved and Emilio Garcia seconded approval of the minutes of February 12 and February 27, 2020. The motion was approved unanimously.
3. Public Comment-Announcements	Members provided updates related to ongoing activities.	No Action Taken

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

4. Executive Committee Report		
4.a. Approval of updated FY2020 Budget	Proposed updates to FY2020 Budget were discussed, as shown on p. 6 of the packet. Staff acknowledged that the final \$7,000 payment of funds owed for unpaid administrative costs during the FY17-18 year. Bi-annual payments of City loan were discussed, which are due in January and July of each year.	David Irmer moved and Matt Holmes seconded approval of the budget as updated, including making city loan payments for January and July at this time. The motion was approved unanimously.
4.b Executive Director Status Update	The transition and training plan for the new Executive Director, Morgan Mack-Rose, was discussed. Morgan will work with current District Manager, Dominic Li Mandri, after she begins work on March 16 through the end of the month. Top priorities for focus include street operations and documentation of baseline services provided by SLIA and City, understanding of finances, and transfer of documents and contacts. Discussed and voiced support for Morgan taking the following actions when she begins work: <ul style="list-style-type: none"> • obtaining a credit card from Fremont Bank and 'company' cell phone and computer • assessing the current social media contract and making changes, or taking on work in house, as she recommends. 	No formal action was taken. The Board provided direction on activities as noted in the discussion.
4.c. Annual Report to the City Council	Discussion of annual report provided to City Council. A date for such presentation will be discussed with City staff.	No Action Taken.
5. Committee Reports		

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5.a. DISI Committee Report	Discussion of event planning with regards to the increasing health restrictions related to the COVID-19 pandemic, which will restrict public gatherings. The committee will be evaluating plans for summer events and alternative options. Discussion of Executive Director reaching out to the Downtown Association about collaboration on the Farmers Market, potentially related to beverage sales.	No Action Taken
5.b. SOBO Committee Report	Confirmed process with the City regarding sidewalk cleaning. Discussed the role of security cameras and voiced support for more downtown. Discussed Executive Director doing an evaluation of existing equipment and street furniture. SLPD not available to provide report.	No Action Taken
6. Other / New Business	No new business was discussed.	No Action Taken
7. Next Board of Directors Meeting	Thursday, May 14 th , unless otherwise scheduled	No Action Taken

Minutes taken by K. Bowman

SAN LEANDRO IMPROVEMENT ASSOCIATION

Downtown SAN LEANDRO

San Leandro Improvement Association

Special Board Meeting Minutes

March 24, 2020 - 1:30 PM

Teleconference

Present:

Katie Bowman (Secretary), Deborah Cox, Nicole Franklin, Gordon Galvan, Emilio Garcia, Emily Griego (President), Shannon Hackley, Matt Holmes, Jacqueline Montero-Flynn, Betty Shon, Angele Sweet, Long Van Nguyen (Treasurer), and Ted Van Nguyen

Absent: David Irmer, Robert Jones, Kimberly Pace (Vice-President)

Guests: Marco LiMandri

Staff: Morgan Mack-Rose, Executive Director

Minutes:

<i>Item</i>	<i>Discussion</i>	<i>Action Taken</i>
1. Call to Order	<p>E. Griego called the meeting to order at 1:34 and read the following into the record: "Prior to 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	K. Bowman took roll call.	

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<p>3. Public Comment-Announcements</p>	<p>D. Cox: Essential city employees are working, remotely if possible. The city is working to provide additional services to the homeless population. Parks are currently still open but are being monitored. They are trying to keep them open to provide restrooms and comfort stations. Currently, the county is considering offering to waive any late fees or penalties for property tax-payers.</p> <p>E. Griego: The SL Chamber of Commerce has resources up on the website (https://www.sanleandrochamber.com/covid-19-resources-updates/) and a list of open businesses, along with a map. “The Great American Take Out” is today to support local restaurants. On March 25, 2:30 pm, the chamber will host an online business conference to discuss what services are currently being offered and what the impact is on local businesses.</p> <p>K. Bowman: San Leandro NEXT also has a resource page (http://sanleandronext.com/covid-19-resources-and-guidance-for-small-businesses/). There is an eviction moratorium through May 31 for commercial and residential renters. Afterward, they would have 120 -180 days to repay rent owed. The Farmer’s Market is still slated to begin in April. In keeping with the public health order, there will be modifications to operations, including extra hand-washing stations, etc.</p> <p>G. Galvan: Eden Area Healthcare District will have updated COVID-19 information on its website (https://ethd.org/healthcare/covid-19/), which will be updated daily. The Alameda Co. Fairgrounds are currently shut down</p>	
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Downtown SAN LEANDRO

	and anticipate being the last business to come back.	
4. Impact of Executive Order N-33-20	<p>M. Mack-Rose presented the current status of SOBO operations and options regarding service delivery and impact on staffing levels.</p> <p>S. Hackley shared that her employee's were taking advantage of the "Work Sharing" program offered through EDD to provide Unemployment Insurance for reduced hours.</p> <p>M. LiMandri indicated that CBDs in San Diego were working at full capacity, shifting their focus to essential sanitation functions.</p> <p>A. Sweet emphasized the importance of keeping a trained crew on staff.</p>	<p>Motion: SLIA sidewalk operations are to return to full staffing effective March 25, with a focus on "sanitation,"; disinfecting "high-touch areas including crosswalk buttons, etc.</p> <p>Moved: D. Cox</p> <p>Second: N. Franklin</p> <p>Approved: Unanimously by roll call vote.</p>
5. Next Board of Directors Meeting	Thursday, May 14	
6. Adjournment	Adjourned at 2:31 pm.	

Minutes taken by M. Mack-Rose

SAN LEANDRO IMPROVEMENT ASSOCIATION

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San Leandro Improvement Association Minutes – Action By 2/3 Written Consent May 1, 2020

Responding: Katie Bowman (Secretary), Deborah Cox, Nicole Franklin, Gordon Galvan, Emilio Garcia, Emily Griego (President), Shannon Hackley, Matt Holmes, David Irmer, Kimberly Pace (Vice-President), Betty Shon, Angele Sweet, Long Van Nguyen (Treasurer), and Ted Van Nguyen

No Response: Robert Jones, Jacqueline Montero-Flynn

Guests:

Staff: M. Mack-rose

MINUTES:

<i>Item</i>	<i>Discussion</i>	<i>Action Taken?</i>
1. Paycheck Protection Program Loan	<p>In response to the COVID-19 crisis, Congress approved a forgivable loan program to prevent employee lay-offs. The loan program was time sensitive and the Board took action by 2/3 written consent per bylaws Sec. 15.</p> <p>Motion: The San Leandro Improvement Association Board of Directors accepted the loan terms for a federal Paycheck Protection Program loan in the amount of \$27,500, as presented in the SBA FAQ provided by the lender, Fremont Bank, and approved the attached Certificate of Entity Corporation.</p>	<p>Motion: S. Hackley Second: E. Griego Unanimous Consent</p>

Minutes taken by M. Mack-Rose

SAN LEANDRO IMPROVEMENT ASSOCIATION

Mar & Apr Budget Performance Report Executive Summary

Overall, we are on track with the adopted budget. Exceptions are noted below. The Mid-Year Budget Revision will be our opportunity to reallocate according to our new operational reality of having in-house administration as well as to make some decisions regarding the unallocated net income.

Please note that the City Loan Interest payments (\$2,081) that you approved in January had not been made. I will do so this week.

- **Staff Gen/DISI/SOBO Administration**

Due to the overlap of NCA contract and addition of Exec Dir., this line was significantly over-budget. NCA billed the majority of their contract to General Administration. Moving forward, my suggestion is to spread the Exec Dir salary across Gen Admin/DISI/SOBO more closely aligned with the District Management Plan. In March & April, I attributed 20% of my salary each to Gen Admin & DISI Admin, with 60% going to SOBO Admin.

- **Insurance**

There appears to be a jump in D&O/Gen Liability insurance cost but that was due to missed payments in previous months. We are back on track now.

- **Phone & Communications**

The Board approved the purchase of a cell phone for the Exec. Dir. The cost of the phone equipment will be paid off over a 24 month period at 0% interest. However, the equipment insurance was paid in-full up front. I changed internet, VOIP, and email providers, for a cost savings that will virtually offset the cost of the monthly Exec Dir phone equipment and service costs.

- **Social Media**

As previously reported, I suspended the contract with Blue Arris for social media management. I am confident that I will be able to handle our social media program within the scope of my work for a savings of \$13,000 for the remainder of the fiscal year.

- **Vehicle Related**

We are still quite underbudget for vehicle related expenses. In March, I replaced the truck tires which were dangerously worn down.

San Leandro Improvement Association
Profit & Loss Budget Performance
March & April 2020

9:09 AM
 05/07/20
 Cash Basis

	ACTUALS Mar '20	ACTUALS Apr '20	YTD ACTUALS Dec '19 - Apr '20	APPROVED Budget	% of Budget	% of Expense
Ordinary Income/Expense						
Income						
Interest Earned	0.09	-0.03	0.21			
Assessment Income	157,951.56		284,415.47	447,873.57	64%	
Delinquency				-12,000.00		
Carry Forward				2,788.00		
Programs Income						
Holiday			7,401.10			
Total Programs Income			7,401.10			
Total Income	157,951.65	-0.03	291,816.78	438,661.57	67%	
Gross Profit	157,951.65	-0.03	291,816.78	438,661.57	67%	
Expense						
Administration						
Annual Elections / Mailing				240.00	0%	
Bank Charges/CC Interest Charge	29.91	129.46	311.25	1,000.00	31%	
Loan Interest				2,081.00	0%	
Total Staff Administration	5,459.67	999.50	19,659.17	52,800.00	37%	
Accounting		1,600.00	1,600.00	1,600.00	100%	
Dues and Subscriptions	74.91		75.00	100.00	75%	
Rent	750.00	750.00	3,750.00	9,000.00	42%	
Insurance	1,034.40	524.29	1,558.69	5,200.00	30%	
Office Supplies / Equipment	263.30	747.34	1,142.89	0.00	100%	
Board Meetings / Retreats	23.97		72.00	0.00	100%	
Meeting Refreshments				350.00	0%	
Legal		80.00	80.00			
Phone and Communications	363.09	14.99	499.12	1,700.00	29%	
Printing	24.51	18.27	476.25	700.00	68%	
Office Cleaning	438.36	219.18	876.72	3,000.00	29%	
Total Administration	8,462.12	5,083.03	30,101.09	77,771.00	39%	15.4%
DISI						
Advertising	33.85	10.09	84.72	2,000.00	4%	
Branding / Signage				1,000.00	0%	
Public Space Dev.				2,000.00	0%	
PR Consultant				0.00	0%	
Social Media		3,000.00	6,000.00	19,200.00	31%	
Total DISI Staff Admin	1,283.59	999.50	5,283.09	3,000.00	176%	
Seasonal Displays				2,000.00	0%	
Newsletters	18.98		57.00	0.00		
Total Special Events	82.22		2,297.50			
Web Site	18.17		18.17	0.00	100%	
Total DISI	1,436.81	4,009.59	13,740.48	29,200.00	47%	12.2%
SOBO						
Sidewalk Cleaning Operations				165,000.00		
Supplies, Equip, Uniforms	662.14	938.36	2,188.01	4,000.00	55%	
Public Space Maintenance	860.00		1,635.00	5,000.00	33%	
Nursery Supplies & Equipment	1,751.58		1,751.58	3,500.00	50%	
Rent / Storage	750.00	750.00	3,750.00	9,000.00	42%	
Security	7,077.00	7,077.00	35,385.00	84,924.00	42%	
Total SOBO Admin	2,450.81	2,998.49	10,249.30	19,200.00	53%	
Vehicle Related						
Total Vehicle Related	706.74	247.37	1,160.31	5,000.00	23%	
SOBO Contingency	15.42		765.44	1,500.00	51%	
Total SOBO	25,246.01	23,898.58	125,912.14	297,124.00	42%	72.4%
Total Expense	35,144.94	32,991.20	169,753.71	404,095.00	42%	100.0%
Net Ordinary Income	122,806.71	-32,991.23	122,063.07	34,566.57	353%	
Other Income/Expense						
Other Expense						
Admin 2017-18			7,000.00			
Total Other Expense			7,000.00			
Net Other Income			-7,000.00	0.00	100%	
Net Income	122,806.71	-32,991.23	115,063.07	34,566.57	333%	

San Leandro Improvement Association
Balance Sheet Budget vs. Actual
 As of April 30, 2020

11:04 AM

05/11/20

Cash Basis

	<u>Apr 30, '20</u>	<u>Budget</u>
ASSETS		
Current Assets		
Checking/Savings		
Clearing for Payroll	0.00	
Fremont General Account	122,873.16	
Fremont Payroll Account	1,411.39	
Fremont Savings Account	0.00	
Payroll Account	0.00	
General Checking	0.00	
Debit Account	51.09	
Total Checking/Savings	<u>124,335.64</u>	
Total Current Assets	<u>124,335.64</u>	
TOTAL ASSETS	<u>124,335.64</u>	0.00
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	0.00	
Total Accounts Payable	<u>0.00</u>	
Other Current Liabilities		
2018-19 Prepaid Assessments	0.00	
San Leandro Loan 2017	70,139.31	
Payroll Liabilities		
Federal Tax	-1,722.79	
State Tax	-67.87	
Payroll Liabilities - Other	0.00	
Total Payroll Liabilities	<u>-1,790.66</u>	
Total Other Current Liabilities	<u>68,348.65</u>	
Total Current Liabilities	<u>68,348.65</u>	
Total Liabilities	68,348.65	0.00
Equity		
Opening Balance Equity	120,966.09	
Unrestricted Net Assets	-180,042.17	
Net Income	115,063.07	0.00
Total Equity	<u>55,986.99</u>	<u>0.00</u>
TOTAL LIABILITIES & EQUITY	<u>124,335.64</u>	<u>0.00</u>



DRAFT Decision Making Matrix

Decision Bucket	Details	Decision Owner	Dec Making Style
Strategic Plan	Funding Decisions	Board	2/3 Majority
	Organization's Focus & Direction	Board	2/3 Majority
Budget	Creation (with input of ED)	Board	2/3 Majority
	Approval	Board	2/3 Majority
	Budget Changes (recommendation of ED)	Exec Committee report to Board	2/3 majority
	Lower Budget authority (spending within approved budget)	ED, report expenses over \$500	Autonomous
	Higher Budget authority (spending within approved budget)	Executive Committee, report expenses over \$5000	2/3 majority
Hiring	Staff (within budget, board informed of process)	ED	Autonomous (consultative – ED owns decision, invites board input)
Programs	Programs are guided by Board vision, strategic plan and budget; operationalized by ED	ED supported by appropriate Board Committee	Autonomous (report to Board)
	Budgeted programs New programs	Board committee	Consensus within committee; general board 2/3 majority
Partnerships	Affiliations	Board	2/3 Majority
	Community	Board/ED	Consultative
	Contracts- Operational within budget & below \$2,500	ED	Autonomous
	Contracts- Operational within budget & in excess of \$2,500	Executive Committee	2/3 majority
Board Development and Structure	Board Development programs and recruiting; Proposal for structure (advisory board; voting board; ad hoc members, etc)	Board Development Committee	2/3 Majority
Policy	Bylaws, protocols, etc.	Board	Consensus

GLOSSARY OF TERMS*

Autonomous

The responsible person decides by herself without consulting others. She may ask others for information, but does not ask for their thoughts on defining the problem or generating a solution.

Consultation

The responsible person shares the problems with others, either individually or in a group, asking for ideas and suggestions; then the responsible person makes a decision that may or may not reflect the suggestions made by others.

Consensus

The responsible person shares the problem with the group and facilitates the group discussion. The group generates and evaluates alternatives and attempts to reach agreement on one solution.

Delegation

The responsible person passes the decision off to another person.

2/3 Majority

The responsible decision making body requires 2/3 of members present voting "aye" to adopt the decision. For example, if twelve board members *are present*, eight would need to vote "aye." As opposed to 2/3 the total number of members on the board.