

SoMa West Community Benefit District

745 Clementina St, Unit B
San Francisco, CA 94103



**SOMA WEST COMMUNITY BENEFIT DISTRICT (SWCBD)
BOARD OF DIRECTORS
REGULAR MEETING MINUTES**

September 17, 2019, 6:00 P.M.

Market Square Studio, 1355 Market Street (10th & Market)
San Francisco, CA 94103

PURSUANT TO 3 DAYS NOTICE, a meeting of the Board of the SoMa West Community Benefit District (SWCBD) was held at 6:00pm on September 17, 2019 at the The Market Square Studio 1355 Market Street (10th & Market)

PUBLIC NOTICE of the meeting was posted at the Main Library and on the SWCBD's website, and notice and documents sent to Board members via email. Following is a record of those in attendance and the minutes by agenda topic.

In Attendance

The following 15 directors were in attendance: Ryan Dick, Maria Jensen, Debra Benedict (Secretary), Ryan Jackson, Carla Laurel, Victoria Lehman, Eric Lopez, Alex Ludlum (Vice-President), Brandon McGanty, James Spinello (President), Beth Stokes, Barry Synoground, Lola Thrower, Brendan Tobin (Treasurer), John Updike.

The following consultants and service providers were in attendance: Benjamin Horne (Union Square BID)

The follow member of CCSF was in attendance: Chris Corgas (OEWD)
One member of the public was also in attendance.

- I. Call to order and introductions—Observing a quorum present, the President of the SWCBD Board James Spinello called the meeting to order at 6:07pm.
- II. General Public Comment—The President asked for public comment, seeing none, the meeting went forward.
- III. Since we last met and updates, including: — James Spinello and Ben Horne gave an update on the following topics.
 - a. Filed 1023 non-profit exemption application with IRS and 3500 with FTB
 - b. Opened bank account with Bank of SF and applied for line of credit
 - c. Posted job for Executive Director
 - d. Bound insurance policies (D&O and General Liability)
 - e. City contract process was moving forward and most of the documents needed by City were completed.
 - f. OEWD grant RFP open (bidders' conference 9/20 proposals due by 10/11). Several Board members volunteered to assist with grant proposal.

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- g. SF Planning request re SOMA (4th and Townsend development).
- h. Meeting space – the Board President asked for volunteers to host future Board meetings (in the district). Several Board Members said they could possibly host a future meeting including Barry Synoground and Beth Stokes.
- i. Other – Ben highlighted the district conditions report and commended Ryan Jackson and other volunteers for a very professional and impactful report.

IV. Review draft and action to approve Board meeting minutes from August 20, 2019.

ACTION: As moved by Barry Synoground and seconded by Alex Ludlum, the Board unanimously approved and accepted the approval of minutes from August 20, 2019.

V. Review and action to approve amended Drug Free Workplace policy. — Ben Horne provided an overview of the updated Drug Free Workplace policy removing references to events at venues that serve alcohol.

ACTION: As moved by Barry Synoground and seconded by Eric Lopez, the Board unanimously approved and accepted the Drug Free Workplace policy.

VI. Review and action to approve \$10,000 bridge loan from Sean Healey. — Alex Ludlum gave an overview of the interest-free bridge loan provided by Sean Healey, an associate of Chris Foley, to pay for insurance, 501c3 filing, and miscellaneous expenses. The bridge loan will be repaid upon receipt of a bank loan or City assessment funding.

ACTION: As moved by Debra Benedict and seconded by Barry Synoground, the Board unanimously approved the \$10,000 bridge loan from Sean Healey.

VII. Discussion and update regarding Executive Director hiring status and action to approve hiring process for Executive Director.

ACTION: Eric Lopez motioned to move Item #VII. To the end of the meeting for the sake of time and board members who must recuse themselves. The board unanimously approved.

VIII. Discussion and action to approve formation of Committees and Chairs — James Spinello presented an overview of the duties of each committee. A brief discussion occurred amount the board members about committee structure and meeting frequency.

Standing Committees as described in bylaws

- a. Executive Committee, Chair - President
- b. Nominating Committee, Chair – Vice President
- c. Audit Committee, Chair – Secretary

ACTION: As moved by Eric Lopez and seconded by Barry Synoground, the Board

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unanimously approved the appointment of President as Chair of the Executive Committee, Vice President as Chair of the Nominating Committee, and Secretary as Chair of the Audit Committee.

Advisory Committees Proposed (see draft charters) — James Spinello presented an overview of the duties of each committee. A brief discussion occurred among the board members about committee structure and meeting frequency.

d. Services & Safety, Chair – Ryan

Eric proposed removing beautification from services committee charter due to overlap with the public realm committee charter.

ACTION: As moved by James Spinello and seconded by Debra Benedict, the Board unanimously approved the formation of the Services & Safety Committee with Ryan Jackson as Chair, with the removal of references to “beautification” from the charter.

e. Marketing & Advocacy, Chair – Geoff

ACTION: As moved by Barry Synoground and seconded by Debra Benedict, the Board unanimously approved the formation of the Marketing & Advocacy Committee with Geoff Benjamin as Chair.

f. Finance Committee, Chair – Treasurer

ACTION: As moved by Alex Ludlum and seconded by Barry Synoground, the Board unanimously approved the formation of the Finance Committee with the Treasurer as Chair.

g. Streetscapes & Public Realm – Debra and Alex. — John Updike recommended the board revisit committee responsibilities in 6 months once organization programs and priorities are defined.

ACTION: As moved by Barry Synoground and seconded by James Spinello, the Board unanimously approved the formation of the Streetscapes & Public Realm committee with Debra as Chair and Alex as Vice Chair.

IX. Discussion and notification regarding City contractor ban. — Ben Horne & Christopher Corgas reiterated the ban on board members donating to the campaigns of elected officials in San Francisco for 12 months. An email summarizing these details was sent to board members in the week following the meeting.

X. Discussion regarding office space needs and possible action to approve engaging broker to help with office space needs. — Ben Horne described office space requirements and

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suggested a timeline for finding and opening an office. Brief discussion took place among the board members took place about the search process and options for office space and it was decided that a small committee would be formed to find an office space (and operations center).

XI. **ACTION:** As moved by Eric Lopez and seconded by Brendan Tobin, the Board unanimously approved the formation of an Office Search Committee Lead by Alex Ludlum, with members: Debra Benedict, Ryan Jackson, Barry Synoground Ryan Dick.

XII. [Item XII moved to end of meeting] Any current candidates for the ED position or those with a conflict were asked to recuse themselves during this item (Barry Synoground, member of public and Chris Corgas recused themselves). Discussion and update regarding Executive Director hiring status and action to approve hiring process for Executive Director. —Discussion took place among the board members about the hiring process and committees were determined to provide evaluation at various steps of the process. James requested board members submit proposed questions for the ED candidates.

ACTION: As moved by Brendan Tobin and seconded by Alex Ludlum, the Board unanimously approved the ED search process with the following people interviewing in each step. Ben Horne will coordinate the hiring process including providing communications (committee members and candidates), determining candidate questions, systems and tools to help evaluate candidates.

Phone Screen (Top 10 Candidates)	In Person (Top 5 Candidates)
Alex Ludlum	James Spinello
John Updike	Brendan Tobin
Debra Benedict	Ryan Jackson
Eric Lopez	Brandon McGanty
	Carla Laurel
	Debra Benedict

XIII. General public comment – None

XIV. Adjournment – 7:45