



October 16, 2020

TO: Lake Merritt/Uptown District Association Community Benefit District Property Owners

SUBJECT: Annual Nominations to the Lake Merritt/Uptown District Association Board of Directors

The Lake Merritt/Uptown District Association (“LMUDA”) is a Community Benefit District (“CBD”) Management Corporation committed to revitalizing Oakland’s historic Downtown by maintaining cleanliness and order in the public rights-of-way, improving district identity, fostering cultural opportunities, creating and maintaining new public spaces, and advocating on behalf of the district stakeholders. These services have been funded by the assessments generated by the Lake Merritt/Uptown Community Benefit District, which was overwhelmingly approved by property owners in July 2018 for a new ten-year term.

The LMUDA is a non-profit public benefit district management corporation which is under contract with the City of Oakland to disburse the revenues of the CBD on behalf of the property owners in the district. The LMUDA is governed by a volunteer board of directors.

This annual nomination process is open to all interested property owners, who are current on their CBD assessment payments, and are supportive of the goals and policies of the board. Business owners and other community members are also welcome to serve on the board as “Tenant” or “Community at Large” representatives.

Please keep in mind when nominating yourself or others to the board that this is a working board of directors and requires active participation on a monthly basis. We seek committed business and property owners who wish to rapidly improve the commerce, image and amenities of Lake Merritt/Uptown District. Volunteer board members are:

1. Required to regularly participate in one of the currently active committees of the board
(Please see attached description of Committee Structure);
2. Expected to help raise funds for the board and its activities;
3. Required to support the goals and policies of the board;
4. Required to attend all regular and Joint Board meetings unless excused; and
5. Required to be current on all CBD assessment payments.

Board members can expect to dedicate an average of 50 hours a year to the CBD.

If you are interested in becoming a member of the board of directors of the Lake Merritt/Uptown District Association, please take a moment to fill out the attached nominations form. You may nominate yourself or another qualifying individual to the board. The selected nominees or candidates for the open board seats will be voted in and announced at our Annual Elections meeting to be held on December 2nd at 8:30 a.m. See meeting information below.

LAKE MERRITT/UPTOWN COMMUNITY BENEFIT DISTRICT

Schedule for Annual Election Meeting:

Nomination Postcard Distributed to Property Owners: October 16, 2020
Nominations due to district staff: November 16, 2020
Virtual Annual Elections Meeting Held: December 2, 2020 at 8:30 a.m.

Meeting will be conducted via Zoom:

Join Zoom Meeting

<https://us02web.zoom.us/j/6570586324?pwd=eldTSTFLbkpQd3orRjVrSXVFOWNtUT09>

Meeting ID: 657 058 6324

Passcode: t@M2020!

One tap mobile

+16699009128,,6570586324#,,,,,0#,,41639093# US (San Jose)

+12532158782,,6570586324#,,,,,0#,,41639093# US (Tacoma)

Dial by your location

+1 669 900 9128 US (San Jose)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Germantown)

+1 312 626 6799 US (Chicago)

Meeting ID: 657 058 6324

Passcode: 41639093

Find your local number: <https://us02web.zoom.us/j/6570586324?pwd=eldTSTFLbkpQd3orRjVrSXVFOWNtUT09>

The nominations are due in the Lake Merritt/Uptown District Association office at 388 19th Street, by November 16, 2020 at 4:00 p.m. Currently seated board members may also nominate themselves or other qualifying individuals in person, at the Annual Elections meeting. Any other nominations received after November 16th may not be considered for election to the board. Nominations may be dropped off or mailed to 388 19th Street Oakland, CA 94612, or scanned and e-mailed to tori@lakemerrittuptown.org.

If you have any questions regarding this process, please call our Operations Director, Tori Decker, at 510-238-1122, or email tori@lakemerrittuptown.org.

Thank you for your ongoing efforts to improve the Lake Merritt/Uptown District for everyone involved.

Sincerely,

Jamie Choy
Board Secretary
Lake Merritt/Uptown District Association

Deborah Boyer
Board President
Lake Merritt/Uptown District Association

Committee Structure

Committee	Mission
<p>Executive Committee This committee consists of the President and Officers of the Corporation</p>	<p>The Executive Committee oversees the general administration of the corporations, ensures the effective operations of the board, acts as the coordinating framework through which the other committees function efficiently, and works to increase involvement and support for the organizations.</p>
<p>Clean and Safe Committee</p>	<p>The Clean and Safe Committee oversees the management of all service providers responsible for maintaining cleanliness and order in the public rights of way, the execution of projects that effectively beautify and enhance the safety of the districts, the creation of vibrant and celebrated public spaces and the building of strong relationships with OPD, BART, and other such organizations.</p>
<p>Marketing and Branding Committee</p>	<p>The Marketing and Branding Committee promotes the identity of the districts, encourages economic development, and works to create a vibrant downtown through public relations, marketing, and special events. This work may include: branding of the district, development of graphic identity, special events, website development and maintenance, banner program, streetscape issues including landscaping <i>design</i>, bus shelters, festival poles, holiday decorations, visual linkages, new public spaces projects, and improvements to public spaces in the district.</p>
<p>Policy and Planning Committee</p>	<p>The Policy and Planning Committee of the Downtown Oakland / Lake Merritt Uptown Associations will actively pursue policy, planning and land use initiatives to accomplish the associations' central goal: The revitalization of downtown Oakland. Initiatives will include pushing for policies that attract business, residents and visitors and that promote the smart and creative development of public and private spaces. The committee's work will take two forms. 1) Advocacy items, which reflect clear opinions and a strong voice on legislation and policy choices that impact downtown Oakland and 2) Action items, including executing tangible projects or programs in specific downtown locations and developing legislation that results in broad improvements.</p>

BYLAWS OF THE LAKE MERRITT/UPTOWN DISTRICT ASSOCIATION

ARTICLE III

MEMBERS

The Corporation shall have no members, as that term is defined in Section 5056 of the California Corporations Code (“**Code**”). Unless otherwise provided herein or in the Code, any action which would otherwise require approval by the members shall require only approval of the board. All rights which would otherwise vest in the members shall vest in the board. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as “members” even though such persons are not members as defined in Section 5056 of the Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in Section 5332 of the Code, and no such reference shall constitute anyone a member of the Corporation.

ARTICLE IV

NOMINATIONS FOR THE BOARD OF DIRECTORS

ADDITIONAL REPRESENTATIVES

Section 1: Certain Definitions

- (a) “**Business Tenant**” means a holder of a valid and fully paid City of Oakland Business Tax Certificate relating to an address located in the District.
- (b) “**Community at Large Representative**” means a District resident, community member, or a business tenant or property owner who is not included within the boundaries of the District.
- (c) “**District**” shall mean the Lake Merritt/Uptown Community Benefit District in the City of Oakland, California, formed pursuant to the City of Oakland Business Improvement Management District Ordinance (Oakland Municipal Code, Chapter 4.48) or successor legislation adopted by the Oakland City Council.
- (d) “**Election Meeting**” means a meeting of the board at which directors are to be elected.
- (e) “**First Assessment Date**” means the date the first assessments are levied against the District.
- (f) “**Property Owner**” means the owner of any property, whether commercial, institutional, civic, ecumenical or residential, located in District who is current on the assessment payments relating to the District for such property. ; “**Property Owner Director**” means any Director (i) designated by a Major Contributing Owner pursuant to Article V, Section 1(b)(1) or (ii) nominated by a District Property Owner and subsequently elected to serve as a director by the board.

Section 3: Additional Representatives

Each Director may appoint additional representatives who shall have the right to participate in board discussions in an advisory and non-voting capacity.

ARTICLE V

DIRECTORS

Section 1. Number and Qualifications and Terms.

- (a) *Authorized Number*. The authorized number of directors of the Corporation shall not be less than nine (9) nor more than twenty-seven (27) until changed by amendment of the Articles of Incorporation or by

a bylaw amending this Article V, Section 1. The exact number of directors shall be fixed from time to time, within the limits specified in the Articles of Incorporation or in this Article V, Section 1, by the board.

(b) *Board Composition After Establishment of the District.*

- (1) Any Property Owner that owns more than one (1) parcel in the District, and against whose property at least three percent (3%) of the total assessments for the District were levied within the preceding year (a “**Major Contributing Owner**”) shall have the right to nominate two (2) directors. Any Property Owner that other than a Major Contributing Owner shall have the right to nominate one (1) nominee, in accordance with Article IV, Section 2, for the board to consider electing as a director.
- (2) From and after the date the District is established, of the authorized number of directors, at least two-thirds (2/3) shall be Property Owner Directors.
- (3) All remaining directors shall be referred to as “**Community Directors**”. Community Directors may be-Business Tenants, or Community at Large Representatives, *provided* that at all times from and after the date the District is established at least one (1) Community Directors shall be a Business Tenant.

(c) *Term.* The term of office of each director of the Corporation shall be two (2) years and until his or her successor has been elected and qualified. The directors may be elected at any meeting of the board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified. A director may succeed himself or herself in office.

(d) *No Limit on Term.* There shall be no limit to how many terms any individual may serve on the board.

Lake Merritt-Uptown District Association Board of Directors Nomination Form

*Please return to the Lake Merritt/Uptown District Association office staff by
4:00 p.m., November 16, 2020*

Mail to 388 19th Street, Oakland, CA 94612 - **Email** to tori@lakemerrittuptown.org

This form will nominate (1) individual for a seat on the
Lake Merritt/Uptown District Association
Board of Directors commencing December 2020 and serving for 2 years.

Would you like to nominate yourself to the board of directors? Yes ___ No ___

Would you like to nominate someone else to the board of directors? Yes ___ No ___

Do you understand and support the goals of
the Lake Merritt/Uptown District Association? Yes ___ No ___

Name of nominee: _____

Address of Property represented: _____

Owner of Property Represented: _____

Is the nominee currently attending committee or board meetings? Yes ___ No ___

If so, what committee? _____

If no, what committee will the nominee sit on? ___

By accepting a seat on the Board of Directors you are agreeing to:

1. Regularly participate in and attend the meetings of one of the active committees of the board (Please see attached description of Committee Structure);
2. Help raise funds for the board and its activities;
3. Support the goals and policies of the board;
4. Attend all regular and Joint Board meetings unless excused; and
5. Stay current on all CBD assessment payments.

Your name: _____
(Print name) (Sign name)

Date signed: _____

Please see reverse →

In order to better serve the needs of our district stakeholders, it is imperative that we have current and accurate contact information on file. Please take a few minutes to fill in the below information.

Property Owner

Name: _____

Phone: _____

Mailing address: _____

Email: _____

Property Manager

Name: _____

Phone: _____

Mailing address: _____

Email: _____

Please list your tenants and any contact information available here:

Tenant 1

Name: _____

Phone: _____

Mailing address: _____

Email: _____

Tenant 2

Name: _____

Phone: _____

Mailing address: _____

Email: _____

Tenant 3

Name: _____

Phone: _____

Mailing address: _____

Email: _____
