



# UPTOWN DOWNTOWN

OAKLAND COMMUNITY BENEFIT DISTRICTS

October 23, 2023

TO: Downtown Oakland Association Community Benefit District Property Owners  
SUBJECT: Annual Nominations to the Downtown Oakland Association Board of Directors

The Downtown Oakland Association (“DOA”) 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 Downtown Oakland Community Benefit District, which was overwhelmingly approved by property owners in July 2018 for a new ten-year term.

The DOA is a non-profit public benefit district management corporation that 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 DOA 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. It is advised that in advance of nominating yourself that you first engage with the organization by auditing either board or committee meetings to ensure a good fit for all parties. We seek committed business and property owners who wish to rapidly improve the commerce, image and amenities of Downtown Oakland. 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.***

**DOWNTOWN OAKLAND ASSOCIATION**

388 19th Street ■ Oakland, California 94612

Phone 510.238.1122 ■ Fax 510.452.4530 ■ [info@downtownoakland.org](mailto:info@downtownoakland.org) ■ [www.downtownoakland.org](http://www.downtownoakland.org)

If you are interested in becoming a member of the board of directors of the Downtown Oakland 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 6<sup>th</sup> at 11:00 a.m. See meeting information below.

Schedule for Annual Election Meeting:

<i>Nomination Postcard Distributed to Property Owners:</i>	October 23, 2023
<i>Nominations due to district staff:</i>	November 21, 2023
<i>Annual Elections Meeting Held:</i>	December 6, 2023 at 11:00 a.m. OCC Conference Center 500 12th St., Suite 105 Oakland, CA 94607

Meeting participation available via Zoom for members of the public:

<https://us06web.zoom.us/j/4159385345?pwd=c1NpVVI2ZzBNbmlxR2R5R2l0WmJldz09>

**Meeting ID: 415 938 5345**

**Passcode: cbdCbd**

One tap mobile

+16694449171,,4159385345#,,,,\*068522# US

+17207072699,,4159385345#,,,,\*068522# US (Denver)

Dial by your location

+1 669 444 9171 US

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 719 359 4580 US

+1 564 217 2000 US

+1 646 558 8656 US (New York)

+1 646 931 3860 US

+1 301 715 8592 US (Washington DC)

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 386 347 5053 US

**Meeting ID: 415 938 5345**

**Passcode: 068522**

Find your local number: <https://us06web.zoom.us/j/4159385345?pwd=c1NpVVI2ZzBNbmlxR2R5R2l0WmJldz09>

The nominations are due in the Downtown Oakland Association office at 388 19<sup>th</sup> Street by November 21, 2023 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 21<sup>st</sup> may not be considered for selection to the board. Nominations may be dropped off or mailed to 388 19<sup>th</sup> Street, Oakland, CA 94612, or scanned and e-mailed to [tori@downtownoakland.org](mailto:tori@downtownoakland.org).

If you have any questions regarding this process, please call our Operations Director, Tori Decker at 510-213-1530, or email [tori@downtownoakland.org](mailto:tori@downtownoakland.org).

Thank you for your ongoing efforts to improve Downtown Oakland for everyone involved.

Sincerely,

Mike Guerra  
Board President  
Downtown Oakland Association

Carmen Benjamin  
Board Secretary  
Downtown Oakland Association

## Committee Structure

Committee	Mission
<b>Executive Committee</b> This committee consists of the President and Officers of the Corporation	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.
<b>Clean and Safe Committee</b>	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.
<b>Marketing and Branding Committee</b>	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.

## BYLAWS OF THE DOWNTOWN OAKLAND 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 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 located within the CBD boundaries or an individual whom the board believes will further the public benefit purposes of the corporation.
- (c) “**District**” shall mean the Downtown Oakland Community Benefit District in the City California, formed pursuant to the City 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) “**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 CBD for such property. “**Property Owner Director**” means any Director (i) designated by a Major Contributing Owner pursuant to Article V, Section (b) (i) or (ii) nominated by a non-major contributing 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-five (25) until changed by amendment of the bylaws. The exact number of Directors shall be fixed from time to time, within the limits specified in this Article V, Section 1, by the board of directors.
- (b) *Director Board Composition.*
- (1) Any Property Owner, against whose property at least four and a half percent (4 ½ %) of the total assessments for the District were levied within the preceding year (a “**Major Contributing Owner**”) shall have the right to nominate at least two (2) directors to the board. Any Property Owner other than a Major Contributing Owner shall *Director* be entitled to nominate one (1) nominee, in accordance with Article IV, Section 2, for the board to consider electing as a director at the annual Election Meeting.
  - (2) From and after the date the District is established, of the authorized number of Directors, a minimum of 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 Director shall be a non-property owning 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.

## Downtown Oakland Association Board of Directors Nomination Form

Please return to the Downtown Oakland Association Office Staff by

**4:00 p.m., November 21, 2023**

**Mail to 388 19<sup>th</sup> Street, Oakland, CA 94612 - Email to [tori@downtownoakland.org](mailto:tori@downtownoakland.org)**

This form will nominate one (1) individual for a seat on the Downtown Oakland Association Board of Directors commencing December 2023 and serving for 2 years (property owner representatives) or 1 year (business tenant, resident (non-owning), or Community-at-Large representatives).

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 Downtown Oakland Association? Yes\_\_\_ No\_\_\_

Name of nominee: \_\_\_\_\_

Address of Property represented: \_\_\_\_\_

Owner of Property Represented: \_\_\_\_\_

Is the nominee currently attending board or committee 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: \_\_\_\_\_

\_\_\_\_\_

**Security Manager**

Name: \_\_\_\_\_

Phone: \_\_\_\_\_

Mailing address: \_\_\_\_\_

Email: \_\_\_\_\_

\_\_\_\_\_

**Please list your tenants and any contact information available here (or attach a list):**

**Tenant 1**

Name: \_\_\_\_\_

Phone: \_\_\_\_\_

Mailing address: \_\_\_\_\_

Email: \_\_\_\_\_

\_\_\_\_\_

**Tenant 2**

Name: \_\_\_\_\_

Phone: \_\_\_\_\_

Mailing address: \_\_\_\_\_

Email: \_\_\_\_\_

\_\_\_\_\_

**Tenant 3**

Name: \_\_\_\_\_

Phone: \_\_\_\_\_

Mailing address: \_\_\_\_\_

Email: \_\_\_\_\_

\_\_\_\_\_