

RCPC ROCKRIDGE COMMUNITY PLANNING COUNCIL

◇ 5245 COLLEGE AVENUE PMB 311 ◇ OAKLAND, CALIFORNIA 94618 ◇ 510 • 869-4200◇

BOARD OF DIRECTORS MEETING DRAFT Minutes Thursday, March 6, 2008, 7:00 PM Rockridge Library

Present: Edmister, J (departed 8:45p.m.); Flashman, S; Gussman, J (guest, legal advisor); Kinkead, D (non-voting); Montauk, S. (arrived 7:30); Spitzer, R; St. John, P; Truchlikova, D; Wahlberg, M.

Absent: Gloria Bruce; Annette Floystrup; Ellen Peterson.

Item 1: Administrative

- A) Approval of February Minutes.
 - a. “Cron” is corrected to read “Craun”; regarding project at 5666 Telegraph Ave., “appellate” corrected to read “appellant,” “Don” corrected to read “Dahn.”
 - b. MOTION: To approve February 2008 minutes as amended. *Motion:* Truchlikova. *Second:* St. John. *In favor:* Edmister; Flashman; Spitzer; St. John; Truchlikova. *Abstain:* Wahlberg. *Motion carried*

- B) By-laws election results.
 - a. Among general membership, resolution for bylaw amendment passed with 30 yes votes, 4 no votes and 1 abstention.
 - b. The chair notes that the prior bylaw was improperly worded and the new language is an improvement.

Item 2: Corporate Management

- A) Corporate Responsibility. Gussman recommends that the bylaws be amended to address conflict of interest issues. Currently, bylaws are silent regarding issue-based, position-based or any other conflicts of interest, except financial conflicts of interest, which are addressed. The BOD may wish to consider rules regarding board member voting, membership in other organizations and disclosures.
 - a. Gussman notes that, in the past, issues arose regarding board members’ involvement with outside contractors on the FROG project.
 - b. Edmister notes that the BOD has, in the past, struggled with the issue of board member(s) who had alleged conflicts of position, by virtue of membership in other organizations. In those instances, self-identification of the conflict was ineffective, as there was a dispute about whether or not an actual conflict of position existed.
 - c. Flashman notes that conflicts of position could raise issues re propriety of votes.
 - d. Gussman confirms that the Cal. Corporations Code does not address non-financial conflicts of interest, such as conflicts of position.
 - e. Discussion ensued. Edmister queries why BOD should add restrictions that don’t exist in Corp. Code. Flashman notes that such conflict of position restrictions do exist at common law regarding public agencies, but RCPC is not a public agency with a mandated public responsibility. BOD agrees that it would be appreciated by the community if the BOD did address in some manner the issue of conflicts of position.
 - f. Gussman will evaluate current bylaws and make recommendations.

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- B) Corporate Ethics. Gussman reminds BOD that any and all sub-committees must use organizational channels and must run everything through the chair / BOD as required by the bylaws.
- a. Spitzer queried the appropriate response when a public official is properly contacted by RCPC for the purposes of RCPC business and the public official responds with unrelated, non-organizational content that may or may not be considered sensitive. Gussman responds that all information given in response to organizational issues should be made available to the BOD, but need not be released to the general public. If a public agency discloses information, to RCPC or anyone else, that information is no longer confidential, and RCPC has no obligation to create confidentiality under such circumstances.
 - b. BOD members are reminded to review the public speaking policy reflected in the bylaws and to use best judgment at all times.

Item 3: Committees

A) FROG (Spritzer)

- a. Attendance at the last FROG meeting was down to four people; but not much is happening at the moment, which may explain the low attendance. There is no construction going on at the parks at the moment.. Construction of a bathroom has been approved, funded by Jane Brunner's discretionary funds. The City's lease of the FROG Park land has lapsed. The City is renegotiating a new lease (w/Caltrans?). There will be a negotiating mtg. next week.
- b. FROG has joined the 4th Bore Coalition. It is contributing \$5,000 towards the litigation expenses and will have two representatives on the 4th Bore Coalition's Board of Directors
- c. FROG continues to be concerned about the plans for the "Creekside" – in particular, FROG wants to see the "faux creek" restored to the project plans.

B) Planning & Project Review (Flashman)

- a. Name change. MOTION: To change name of PPRC to Land Use Committee, per BOD discussion via email. *Motion:* Wahlberg. *Second:* Flashman. *In favor:* Edmister; Flashman; Montauk; Spitzer; St. John, Truchlikova, Wahlberg. *Opposed:* None. *Abstain:* None. *Motion carried*
- b. 5666 Telegraph – the Planning Commission denied the appeal of the project. A lawsuit has now been filed challenging the project approval.
- c. 5175 Broadway – The Planning Commission turned down the project and sent it back for design review. They were very unhappy with the design, and were unhappy with RCPC for allowing the design to go unchallenged. We will hopefully get to review the plans and make a recommendation prior to the Planning Commission's consideration of design review.
- d. College Ave. Safeway (St. John) – A large portion of the LUC meeting was devoted to discussion of the Safeway project. A local neighborhood group has been formed to address the project. They will be holding a neighborhood meeting this month to "take the temperature" of the neighborhood. The LUC also heard from a representative of the neighborhood near the Grand Ave. Safeway, which successfully fought an expansion of that Safeway.

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e. UnderBART – Revised plans for the redesign were distributed. RCPC will have about ten days to provide comments on the revised plans.

f. Trader Joe's – Trader Joe's is sharing the building with a subtenant, Pharmica. Pharmica has applied for its own signage, but under the R-31 signage rules, Trader Joe's has already used up almost allotment for the building. Trader Joe's has also applied for an additional large sign on the buildings southern side, facing the BART parking lot. There was discussion of whether to negotiate with Trader Joe's about allowing more signage in return for some of the additional amenities that had been promised but not provided. The consensus of the Board was, instead, to insist that the City enforce the C-31 standards and send a letter to the City to that effect.

C. NCPC (Montauk)

Two new co-chairs have been elected for the NCPC: Chris Jackson and Denies Boisvert. The NCPC website is being redesigned by Vivek. Since Susan Montauk is leaving the RCPC Board, there will be a vacancy in the liason position with NCPC, and a new liason is needed. Montauk will prepare an article for the Rockridge News about the new NCPC leadership.

D) 4th Bore (??)

E) Traffic (Spitzer)

a. There was a committee meeting on March 3rd, attended by Nyla and Zach Wald from Council Member Brunner's office. Previous information had indicated that traffic on Colby could be as high as 9,500 cars per day. A new study last summer indicates that the traffic level is only 3,500 cars per day, and that number was confirmed last fall. The traffic committee is looking at pedestrian and bicycle mitigation ,especially crosswalks, and wants pedestrian counts and drawings of any proposed improvements. The committee is proposing a survey questionnaire to 750 homes asking where people want crosswalks, including possibly Colby, Dana, and Hillegas, and possible traffic signal improvements.

b. Permit parking – the City is proposing to increase the annual fee for permit parking. Some Rockridge residents have expressed strong opposition, but this is not the kind of issue that RCPC has taken on in the past.

c. Safeway – The Committee discussed the College Ave. Safeway project. The Committee likes the idea of moving all traffic access off of College and onto Claremont. The Committee felt there should be a delivery truck turnaround with exit onto Claremont. Parking should be kept available for College Ave. businesses.

F) Schools

Item 4: Website

A) Cancellation of consultant contract. Discussion regarding contract with Stephen Cataldo. BOD agrees termination of contract is appropriate, because project is not advancing. Cataldo suggested Drupal, which does have wide support, but investigation by individual board members who have contacts in the web design field, suggests Drupal is not appropriate for this project.

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B) Community website committee/involvement. P. St. John, working with others on website committee, will list elements of our design as it exists now, and will present a plan for going forward, at next mtg. Committee will examine other websites, other web designers, and will screen responses to RRNews request, research, filter and report to BOD.

Item 5: Financial Report

- (A) Oversight. S. Montauk reminds BOD that we must have diligent review and oversight of RCPC subsidiaries, fiduciaries, namely FORL and FROG. In light of the departure this month of S. Fitzhugh, contractor for treasury services, Montauk will assume treasury duties.
- (B) Contract for treasury services. BOD may wish to consider another contractor for treasury services. Discussion ensued regarding pros and cons of outsourcing treasury services. Biggest con is cost. Arguments for outsourcing include the organization's historical difficulty in retaining a board member to be the treasurer, and difficulty in keeping the books organized and consistent between treasurers.

Item 6: May Board Retreat (15)

- A) Date – Possible date of May 10th.
- B) Agenda: Finances & Budget (Montauk), “What is a 501(c)(3)? (Gussman), Representing the Community (Gulassa), History of RCPC (McDonald), Committee Work (Winemiller)

Item 7: Community Communication (10)

- A) Constant contact software – M. Wahlberg reports that the software will allow broadcasts to the self-selected members, suggested twice monthly. Eventually, website may replace Constant Contact, but for now, it's an efficient way to announce LU committee meetings, general meetings, etc. To confirm, all recipients of the Constant Contact messages are individuals who have given their email addresses to RCPC for the purpose of receiving information.
 - a. MOTION: To adopt Constant Contact on a six-month trial basis. *Motion:* Montauk. *Second:* Truchlikova. *In favor:* Edmister; Flashman; Montauk; Spitzer; St. John, Truchlikova, Wahlberg. *Opposed:* None. *Abstain:* None. *Motion carried*

Item 8: Rockridge News (40)

- A) April article list
- B) Contracts: Editor, Business manager, Advertising manager (20)
 - a. Rockridge News editor Don Kinkead, advertising manager Jo Ellis, layout coordinator Don Kinkead and business manager Susan Montauk have agreed to renew their contracts with RCPC.
 - b. MOTION: To accept the contracts of these individuals. *Motion:* Flashman. *Second:* Edmister. *In favor:* Edmister; Flashman; Spitzer; St. John, Truchlikova, Wahlberg. *Opposed:* None. *Abstain:* Montauk. *Motion carried*

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- C) Printer (5-10). Current printer has had press break-downs and is expensive. New printer, Frick-Parks is \$300 less expensive.
- a. MOTION: To switch to Frick-Parks as printer for Rockridge News. *Motion:* Flashman. *Second:* Montauk. *In favor:* Edmister; Flashman; Spitzer; St. John, Truchlikova, Wahlberg. *Opposed:* None. *Abstain:* None. *Motion carried*

Item 9: General Meeting Schedule (15) - Annette

- A) Possibilities: Joint RDA/RCPC crime tips meeting, Candidates statements (April)+big , Safeway, May Conservation/Green Expo (Saturday possible), Candidate forum for June election (LWV)
- B) Hosts: Gloria, Susan, Jennifer, Danica