

FINAL Meeting Minutes

PARK ACQUISITION CORPORATION (PAC) BOARD

Marin Valley Mobile Country Club
100 Marin Valley Drive
Novato, CA

Special Meeting: Thursday, July 6, 2023, 4:30 PM

ATTENDEES

- BOARD MEMBERS: Jay Shelfer (President), John Hansen (Vice President), Carol-Joy Harris (Secretary), Steve Plocher (Treasurer and Chair of the Finance Committee), Joan Cervisi (At Large)
- PARK GENERAL MANAGER: Matt Greenberg [absent]
- RECORDING SECRETARY: Terri Beauséjour [absent]
- OTHER: Approximately 80 other residents

A. CALL TO ORDER

Jay Shelfer called the meeting to order at 4:30 P.M.

B. APPROVAL OF FINAL AGENDA

The final agenda was approved by motion, second, and a 5-0 vote. (Harris, Plocher)

C. PUBLIC COMMENT (for issues not on the agenda)

Cheryl Rebischung commented that if the Park is not sold, there might be a way of changing our Park into a housing cooperative, whereby we could have some low-income residents as well as some moderate-income residents and be able to manage the Park, basically, on our own, with some sort of a management company, like we have now. This would put the City, basically, out of the picture in terms of day-to-day management and dictating what is going to happen and feeling like they have a need to intervene in every project and keep a separate set of books from what we are able to provide for ourselves with the Helsing Group.

Carol-Joy stated that all forms of ownership are being explored.

Michele Rivers suggested that we might want somebody to change the time on the signage because it currently says Wednesday, 6:00 P.M. for the meeting, which could be confusing if residents don't read their emails.

D. CONSENT CALENDAR

None.

E. REPORTS

None.

F. OLD BUSINESS

None.

G. NEW BUSINESS

1. Approve selection and hiring of legal counsel.

Carol-Joy moved to approve the selection and hiring of legal counsel, Steve seconded the motion, and it carried, 5-0.

Jay explained that the selection of legal counsel is a very important, very complex issue that we may be facing, and we don't really know the extent of the issue nor the parameters as to what it is actually going to entail. In our review of a number of legal firms, we took into account that we are going to be looking for a very experienced law firm that has experience in land issues, surplus land issues, and ownership issues and which has extensive experience in dealing with government entities, including city, county, and state issues.

We reviewed these issues with the attorneys with whom we had the opportunity to meet, within the deadline that we had set for ourselves. We see this as a very pressing issue, and we wanted to obtain legal advice as soon as we possibly could so that they may advise us going forward. Having experienced legal counsel available to advise us in what is possible, after reviewing the documentation for the entire affair, is very important.

Also, essentially, we are concerned about not wanting our potential adversaries to know too much, either about how well prepared we are or about what issues we are planning to attend to. Strategically, it is good to wait for the opportunity to actually present this to a court or to whomever it might influence. Taking all of this into consideration, we elected to go with Hanson Bridgett, simply because of the extent to which they have been involved in these types of affairs and the depth of their legal expertise.

We met with other firms that were very congenial and helpful; however, we didn't get the impression that they were prepared, from day one, to go forward. In one instance, the partner in charge of these affairs wouldn't be available until sometime next week, and

that would make it difficult for us to really get prepared in time to move forward. Jay and Steve and Mary Currie spent a lot of time reviewing our situation and what we are looking for and researching law firms that we felt had that expertise and were ready to stand for us. Jay asked for Board approval, based on their recommendations, to go with Hanson Bridgett.

Steve added that of the two main firms that were of interest, Hanson Bridgett stood out with a very strong approach to our situation. They seem to have very good energy to jump right into it, get to the issues, and challenge the parties that we need to address. We were impressed with that. The other firm that we looked into seemed to have great knowledge as well; however, the energy was different, not as inspiring.

Jay added that the head litigator who will be working with us is Dana Dean. She has been practicing real estate and land use law for over two decades and is a very experienced litigator. She seemed to be very cognizant of the potential problems, and we had the sense that we could move forward very quickly if we need to do so.

Carol-Joy assured everyone that Jay, Steve and Mary took into consideration all of the many suggestions which people in the Park had sent to them. For example, if someone said to her, "I know an attorney who won a case against a City," she would send it to this team that was doing the interviewing. There were a number of things such as conflict of interest, geographic considerations, and a variety of other issues that needed to be and were considered.

John Hanson concurred with the fellow Board members on the selection of Hanson Bridgett. John was not involved in the selection, because it would have been a Brown Act violation for him to have participated. However, he did do a lot of work online to research these groups, and he is delighted that we are going with this group. He conveyed that they are a high-profile law firm, and they are up for handling the task that we need to accomplish. Referencing the old cliché that you can't beat city hall, we intend to break that. Whether that is going to be our course or not, we do not know, but that is going to be up to the lawyers to tell us. This firm is certainly up to the task of meeting all of our needs, whatever direction we need to take.

Steve said that another thing that impressed him about Dana Dean is that she really took over the room, from the first moment, in our meeting with her. She started asking questions right away and qualifying all of us, letting us know what the limitations would be, since she was not yet hired. Then we got into the topics, and she seemed to be an expert in every topic we brought up. She was well educated and well experienced, very impressive.

Bill Davis stated that in the 18 years that he has been in the Park, he thinks that the City has done a good job here. We have never cost the City of Novato any money. However,

there are some serious problems. For example, the oversight is missing, and we need to get that back into place.

Bill went on to observe that it also seems that we have two sets of books. One is with the Helsing Group, and the City has another. Now our CPA observes that things do not look balanced, that the numbers are not proper. Finally, to put the whole thing into a tailspin, the threat of a sale to a for-profit owner has surfaced. Bill offered a simple solution: The City of Novato cannot sell the MVMCC senior community of 63 acres unless a 2/3 majority of the people agree to that sale. He suggests that the new attorney be instructed to put that into legalese. Bill stated that this would help him sleep a lot better.

Carol-Joy asked for clarification as to who Bill meant by “the people.” Bill replied that he meant 2/3 of the residents.

Joan asked if that was a clause in the Delegation Agreement or where Bill was coming up with that criterion. Bill suggested that we request that our new attorney put that in writing to give it to the City for approval so that we can all sleep better. He clarified that it should not be just a wish but a demand.

Michael Hagerty, former member of the PAC Board, spoke specifically to the proposal set forth, which is that we hire a law firm right now without having had the PAC Board tell the residents much about it. He cited three objections:

1. He observed that it seems to him that the PAC Board is keeping a lot of this information secret, which means that we have to trust the Board to approve, not only which firm is chosen, but also to trust the Board with respect to what strategy the Board would be using. There are certain strategies where if the PAC Board doesn't want to tell us residents, Michael does not want to pay for it.
2. As part of giving the residents information, he would like to have the Board distribute the curricula vitae or the resumes of the people the Board has hired.
3. He would like the Board to inform the residents as to the expected price.

Martina Koeckritz thanked the PAC Board for spending so much of their valuable time in dealing with all of this. She was interested in knowing what our needs are, what would be given to the attorneys.

John Ewing stated that he thinks it is very important that meeting notifications are distributed because he was not aware of this meeting but just happened to drive by and noticed there was a meeting here. He stated that he typically does get emails from Carol-Joy with meeting notices, but as far as he could tell, there was nothing about this meeting.

Carol-Joy responded that unfortunately, she has recently had some major email issues with respect to getting these notices out, so she had asked Erma Wheatley, who has the same email list as Carol-Joy does, to send it out. It should have gone to everybody on the email list. She heard from another person today that that person also didn't get it. She said she is so sorry, but it should have gone out yesterday afternoon. Carol-Joy asked for a show of hands as to who did get the notice, and many of the attendees confirmed that they had.

Carol-Joy said she realizes how important it is that every resident be kept informed; otherwise, it can become a little mysterious. John Ewing added that some residents are seniors who can't get around easily and that everyone really needs to know what is going on. John volunteered to personally go door to door to visit people and tell them what is going on if that is what it takes.

Carol-Joy stated that there are a number of residents who have not provided their email addresses for the Park Directory, or have not asked her to put them on her mailing list. The plan is to somehow inform those people in particular, since those are the people who aren't getting emails. Perhaps we can go door to door to gather their email addresses, or perhaps some residents don't have one. Some residents may not even have a computer. So that is why, when we sent out the last resident letter, in the body of the email we asked that if you have a neighbor who you think might not have received this, to please print it and share it with them. Some people told her that they were doing that. At any rate, she said, the Board is working to improve communications to all residents of the Park in whatever ways we can.

John Ewing then asked Steve if he would reveal how much money has been received thus far. Jay stated that he would address this after residents' comments.

Karin Mortensen stated that she thinks that the Board's discretion about strategy has to be balanced against what Mike Hagerty said, in that the groundswell of support that the Board needs is dependent upon the residents feeling involved in the whole process. She said that if we are trying to combat secrecy on the part of the City, we shouldn't let ourselves be guilty of the same.

Alexis Friedman said that she has heard from some neighbors who are very long-time residents that when the PAC was formed, money had been raised by the MVMCC residents at that time, and somehow that became the possession of the City of Novato. She wanted to know if PAC was formed specifically so the residents could buy the Park. Jay promised to go over that after all residents' comments.

Juliette MacLam wanted to know if Dana Dean is a shark, with a dorsal fin. She thinks that is really what we need. She stated that she has been through a lawsuit and that one needs to be secretive enough to withhold your mode of attack from your adversary. She

agrees that information needs to be shared with the people who are being represented, that is, all of us here. But, yes, we have to attack them, in the middle of the night, ruthlessly, when they don't even know what is happening to them. Carol-Joy responded that legally, because of the Delegation Agreement, the PAC Board is required to notice the Owner, meaning City Councilmembers, on all of the agendas and all of the minutes.

John Feld stated that he approves of all of the Board members and he trusts all of them to do the right thing. He emphasized that the Board should not hesitate to reach out if there is anything the residents can do to help.

Marshall Krause suggested that we will want to tell our attorney very clearly who her client is, that is, who is going to make the decision if the attorney says that you could go this way or that way. The Board needs to make a choice as to who is the decider. Is it this Board? Is it one person? That should be established, perhaps not right now, but in the next few days. After we hire an attorney, we should establish who the client is and who can give the attorney the instructions.

Tom Weeden stated that he had just now looked up Dana Dean briefly and that she does seem kind of sharkish. He also acknowledges that Steve, Jay, and Mary have looked more deeply. He thinks that the Board needs to consider both short- and long-term strategies. In the short term is the issue of a potential sale, but we also need to look at the long term. In a year, two years, or three years there may be an entirely different City Council that may or may not be cooperative with us. Maybe we could begin taking steps toward whatever that long-term plan may be so that we are not in this same position in the future.

The other strategic issue is that as soon as anybody outside of the Park finds out that we have hired legal counsel, it will no longer be a secret. We need a strategic plan to deal with the communication to Novato residents, to the City, or to whomever, because it will hit hard and will require a communication plan; otherwise the vacuum will be taken up by somebody else. If the Board could speak to that plan, it would be great.

Inga Grace thanked the Board very much for all of the work they are doing on behalf of the residents. She is thinking about the fundraising aspect. She understands the delicate balance between keeping things low-key and perhaps secret, but at the same time, we want to find a way to inspire and engage the community so that they want to help out with the legal costs, which could be considerable. She doesn't know exactly how to do this, but she thinks it is really important that everyone feels included and inspired in the process.

Francina LeClercq shared that she lives near the current construction work on Marin Valley Drive is still standing. She knows that the Board is still standing after all of what

they have been through with regard to this issue. Her background is in corporate communications, and she has a degree from Stanford in communications. She has served corporations and nonprofits throughout her career, developing marketing communications, crisis communications, merger and acquisitions and divestiture communications, as well as fundraising, both locally and internationally. Therefore, she can understand where the Board is and where the residents are right now.

She agrees with those who feel that being communicated with, at this time in particular, is extremely important. She appreciates what Tom said about having a communications plan. She has worked with law firms and corporations in doing just that, addressing all of the details that are involved in keeping people apprised. All of that brings up a question as to how residents are being communicated with at this time. If you send out an email, or if you send out a robocall, if people in the Park have questions, how do they respond? Is it just at this meeting? Are there emails or other forms by which people can be kept involved, engaged, and as was said previously, motivated?

Michele Rivers is all for the battle and can be a bit of a shark herself, so she understands that idea; however, going forward, we don't know what our relationship with the City is going to be. She warned against making enemies there because maybe we can come up with some wonderful plan that works for everybody. We need to get what we want, which is number one, but we don't have to make the City of Novato our enemy. She thinks that collaboration and a win for everybody is usually or always the best approach.

Sean Casey liked what Michele had to say. He questions whether anybody here has actually sat down one on one with people at the City and without any vitriol or accusations, whether anyone has just tried to talk to them and see if they can give us information as to what is going on. Before we take this next step of going to the legal mats, which he thinks may be necessary, he just thinks that we should try to find a way to present some motivation for the City to keep us and not sell the Park.

He asked whether it is going to start with the attorney going after them or whether we are just getting advice to start with, just to get an idea of what our options may be. He would like to see the Board explore all opportunities to keep the temperature down and find solutions that everybody can be happy with.

Steve answered that three of the Board members, including Steve himself, have met with three of the City Council members individually over the past couple of weeks. These meetings were in very comfortable settings, one at a coffee shop and another here at the clubhouse. We shared our concerns with them as to what we had heard about the offer to buy the Park. Their response was that they are very concerned about the Park, are also very worried about the City, and couldn't promise us that they would vote against the sale. We did not get into an argument with them but just kept sharing with them how wonderful this place is and how great it is that they had voted in favor of this 26 years

ago. We usually ended up closing by saying something like, well, we know you have to do what is best for the City, but we hope you will consider what is best for Marin Valley also. They couldn't promise that they would help save us, for lack of a better term.

Prior to that, Steve had personally spoken with Pat Eklund, who is a torch-bearer for us. She is totally in favor of the Park and was going to try to convince the other City Councilmembers. We don't know how that went. The fifth member has been out of town for the past several weeks, so we have not had a chance to meet with her.

Carol-Joy stated that she would also caution that verbal assurances from City Councilmembers mean nothing. Our Park has experienced that in the past, where they say one thing and then vote another way.

John Hansen enhanced what Steve and Carol-Joy said, in that we have been in constant communication with the City up until about two weeks ago. For years, actually, we have. As Carol-Joy said, they often say one thing and then do another. That is their M.O. We have been communicating, and we have been trying to do the best for all causes. It has been a struggle, quite frankly, for years, trying to get things done here. He doesn't know what more we could do to try to find a common ground or a settlement with the City, but that does not mean we are going to stop trying. We have been trying to do that for years and are doing so more directly and more aggressively in the last few months, and very, very aggressively in the last few weeks.

Jay addressed Tom's concerns about history and background. The origins of the PAC go back to 1988, when roughly 10 years before the original sale, the residents came together and formed the PAC (Park Acquisition Corporation) with the hope that affordable housing for the people living here would be maintained. They made these wishes known to the owner, and in 1997, when the owner began the process of selling it, they approached the PAC. That action then became the City working together with the PAC to purchase the Park through a very complicated funding mechanism using State funds and the creation of the Novato Finance Authority.

All during that time, from 1988 until the present, the PAC has been very involved in communicating with and taking the pulse of the City in terms of how to manage and how to bring this community forward, with the idea of having affordable housing for the people here. The PAC Board has reviewed and helped plan the budgets for this Park, which are then approved by the City, and before, by the governing bodies of the bond agreement. We have continually met with the City to negotiate with them and let them know of our desires.

There was a 2x2 committee comprised of two members of the PAC Board and lead members from the City to discuss how we could best continue this relationship. That started in the documentation back in 1997 and continued forward. There was a time when

we were meeting every two months. I have been here approximately 14 years, and I have been on the board of the corporation that was to take ownership should the City release it to the residents after the funding was finished, and I've been on the PAC Board since that time, so I've been deeply involved with this, looking into the issues and trying to do the best for the community. Everyone sitting at this table has been deeply involved, either through family or through relationships developed out of their own expertise. So we are not naive in our approach to what's going on, and we are not naive in taking the pulse of what we feel has been going on for the last six months.

The need for secrecy has been brought up, so I will just reiterate it. The idea is that if you need to go forward to protect your interests, it is very worthwhile to know what the other side is planning to do, such as if you were playing chess or checkers. If you know what the other person's moves are likely to be, it's a lot easier to counteract and neutralize them. So the idea is that we are trying to keep our Park and keep our cards close to our vests so that we can make the proper decisions in the proper time frame. We are not making these decisions in a vacuum; we are engaging with very experienced legal counsel, discussing what our options may be with that counsel and bringing that to the PAC Board and are discussing it in open settings so you will most likely know pretty much what we know and where we are going. However, we do need to maintain a certain amount of secrecy in terms of strategy.

Jay wants the residents to know that all of the Board members sitting at this table are deeply committed to doing what is best for this community and that they would like to earn and deserve your trust. Generally speaking, for the past 10 years it hasn't been an issue of great concern. A lot of people may not have even known that the PAC Board existed because they managed to get through their lives here very well insulated. But the PAC Board has been working diligently for 25 years to protect residents' interests, and we believe that in being elected by you in public elections, you have given us your trust in order to carry that forward. We appreciate your trust and what you have given us to date.

Dave Tetta stated that he thinks Jay has given a good general description of events of the past 25 years. Chris Blunk's March 23 report also tried to do that. He thinks that it would be nice to have a document posted on the Marin Valley website that is a thorough chronology of events since 1997. Dave stated that in preparation for the June 27 City Council meeting, there was a group that was self-created, composed of two members each of the PAC Board, Mar Val, HOL, and MVEST, which was called the Marin Valley Political Action League. That group sent out a letter a day or so before, probably June 26. Is that group still active? Is it now considered a standing committee of PAC? Dave asked the Board to please provide some insight on that because people have gotten direction from two different organizations.

John Hansen replied that the Marin Valley Political Action League (MVPAL) is a very rapid response organization, so we only raise our heads when called upon, and that probably will happen again, maybe many times. We are not self-directed on this. MVPAL will take our direction probably in association with the committee that will be directly associated with the legal counsel because a lot of what we do is going to be directed by our legal consultants. In summary, we do exist, though we are not active all the time but will call upon the group when the time comes.

John further commented that although he is sure it has been mentioned previously, we are a 501(c)4, a mutual benefit corporation, and that the PAC Board is the internal governing body for this community. The five of us are the Board of Directors of PAC, but PAC is really everybody; all of the residents in the community. That makes residency an important issue and is why Matt keeps track of exactly who is a resident and who is not. Residents are allowed to vote for the PAC Board of Directors when the voting comes up, which means that you have put your confidence in this group. Now, that may not have been a big issue in the past, but it probably is now. We still represent your best interest. That is our job, and that is what we do.

Jay stepped in, stating that a lot of issues have been raised in terms of communication and strategy. We have another item on the agenda, which is to establish a standing committee for strategic planning and legal liaison. But to answer some of the concerns about secrecy and the idea of planning in advance, we need to get direction at this juncture from legal counsel as to what is possible and to have legal counsel take into account what we feel are the issues and what we would like to resolve. They are going to advise us, and then we are going to parse this information out through this committee and in a very open fashion as far as we can be open without putting all of our cards on the table.

That is why all of the information coming out of our apparent conflict with the City has to be formulated by obtaining proper legal counsel. What are our possibilities in planning an action and then advising all of the residents as best we can, using that committee to raise money to fund our legal efforts and to begin the process of defending our interests? As you can see, we have thought about this and are going to implement it. We cannot show our cards too early, but we definitely do want to keep the members of the PAC, meaning all of the residents, as knowledgeable and as involved as possible.

Carol-Joy reminded residents that this is a PAC Board meeting. All residents are members of PAC, and other residents are here at the PAC Board of Directors meeting.

Steve added that it is also very possible that some newer residents have not seen an election of PAC Board members. Every couple of years, either two or three of the PAC Board members' seats come up for election. Now, if no new person wants to run to be

elected for the PAC Board, there will not be an election because that's considered a white ballot. If the existing members choose to stay on and there is no one else, not another person who wants to run, then there won't be any election. Then two years later, the same thing happens for either the two or the three seats that are up for a two-year term on the Board. White ballots frequently happen, so it is possible that you have lived here six or seven years and have not seen an election.

Also, let's say that there are two people coming up for re-election and one of them chooses not to run, so we have an open seat, and we advertise it in the *Echo*. If nobody wants to run, then we go throughout the community and try to recruit someone to fill the empty seat on the PAC Board. It can be difficult to find that person, but if other people also step forward, then we would have an election. But if nobody does and we can find one person who is willing to be on the PAC Board, then that just happens as a white ballot. Steve said that he is trying to make this transparent, and if you forget this, come up and ask any of us anytime.

Jay stated that hopes that he has addressed most of the concerns that have come up, but one of the other items is the effort to know how much money we have collected to date for this defense fund. We have decided not to make that public, for the same reason, that is, if you are playing poker and it is an open-stake game, if the opposite side can see that you have only five dollars left, they can up the ante on you and push you out of the game. So for that reason we don't really want our opponent, whoever that may be, to know exactly what we have in our fund. The fund is being held in a bank account with the Bank of Marin, and Steve Plocher has created a spreadsheet with everyone's names. Steve, our Treasurer, your elected representative, is keeping a very accurate record of the amount of money that is coming in, and should we not spend those monies, the remaining funds will be refunded in proportion to the amount each person has contributed. Jay wants everyone to know that we take very seriously our responsibility to monitor that fund.

Martina Koeckritz said that she is curious as to how each member of our community would define not just their needs but also their wants. A person like herself, who does not have children nor grandchildren, would probably have different wants than those people who have children and grandchildren. It would be helpful in the long term if we knew all of the wants and needs of the community members.

She said that she sees City personnel and PAC Board members as people doing their jobs and also as people with their own concerns. She asked if we could help the City make the money they need on a grand scale. With all of the skills we have, maybe we could come up with something that would help them, having compassion for what their needs are.

Dave Tetta said that he has looked at what he sees as the most recent bylaws, dated 2008, and it talks about the PAC's role to maintain the affordability of the Park, the purposes for buying the Park, and it does say to negotiate with the owners and/or managers on any issues that affect the quality of life. So it is somewhat consistent, but if what we are doing now becomes a protracted process, the Board might want to consider amending the bylaws to really reflect what's going on today in terms of what PAC is trying to accomplish as a corporation.

Carol-Joy responded that one of the questions of legal counsel is whether those bylaws are superseded by the Delegation Agreement. David agreed that that is a good point and further questioned whether they are consistent, because in his view they are not exactly consistent with the Delegation Agreement.

John Hansen stated that the bylaws go back to the formation; he thinks they go back to 1988, when the corporation was initially formed. We have to stick to those bylaws. If we do not stick to the bylaws, we have to create new bylaws, which need to go to the State Attorney General. It is not a straightforward process, so that is why we have not changed the bylaws. Most likely we'll find the Delegation Agreement and the bylaws are consistent, but we'll leave that for the lawyer to define more precisely.

Michael Hagerty addressed Jay's repeated analogies to playing poker. Michael is a professor at UC Davis who teaches business students negotiation and this is not like playing poker, so we warn business students not to think about win-win negotiations in a poker way. Poker is win-lose; the other person has to lose, and that's the way lawyers think too, so be careful about lawyers giving you advice. This can run up to \$100,000 or \$200,000, so we are talking about a big budget here. So I want to encourage you to think about how we can make it a win-win negotiation. Martina's suggestion about making it a win for the City as well, the recommendations by Tom and Francina on public communication, all of these considerations are going to be hugely important. We want the City to win in the view of the public as well as ourselves. Therefore, he stated that he was going to oppose Jay about running this strategy. He stated that he hoped that maybe Jay would come around and that he did appreciate all of the PAC Board members so much for doing this, but he did want to warn them.

John Hansen said that if you look at our mandate, that is, within any of our documents, including the Delegation Agreement, there is no place that says that we need to or even are supposed to benefit the City nor do anything for the City. Everything in our mandate is for this community; that is our number one goal. If there is something in there that happens to work for the City too, that is fine, but our mandate is to take care of ourselves and take care of this community.

Jay addressed Michael's comments about being a poker player. The reason he brought it up is simply because, in the negotiation, certainly one's objectives are going to be

very plain, but one's methods in approaching them are unclear during negotiations. Jay stated that he was sorry for using the analogy that it's a little bit like a poker game, which apparently upset Michael. But what he wanted to address is the fact that until we actually know the parameters with which we are dealing, we don't want the other side, whoever that may be, to know too much about how far we are prepared to go.

As to John's comment about us not needing to benefit the City, Jay stated that we may need to, in fact, find a winning situation for the City because of the dire straits that they find themselves in, and we are not strategizing to drive them under the table. Our fear is that we are having the rug, or rather, the land which our homes are on, pulled out from underneath us. That is what we are dealing with at the moment, and we are doing it in a very expedient fashion, because all of this has only come up since the Grand Jury report came out on June 8 and it became clearly evident that there may be plans underway.

Jay was at the City Council meeting when the offer was made to buy the Park, and it just seemed too coincidental to believe that it hadn't been planned out, and one would think that maybe the City should have laid their cards on the table sooner. Had we known about this months ago, there may have been different opportunities for collaboration. Now, looking back over our communications and dealing with the City, a lot of that is very suspect, and it is hard to imagine that it wasn't sliding down a slippery slope to that Grand Jury report and the potential purchaser. So it is fine that you want to play nice with them, but Jay doesn't think that they have been playing nice with us.

Bill Davis addressed the Board, stating that when any board of directors is doing a good job, not too many people show up at meetings, but when you've got a problem or two, then a lot of people show up. Lately the Board has been pretty busy, but he doesn't think we should play nice in the sandbox anymore. He is sorry the legal advice that is being sought is really critical at this time, because one can hear from all of the peoples' angst here and with all the directions the Board is talking about taking, the Board may have missed the boat on a few things, like where is your oversight over the years to see what's been going on here. Sorry, again, but what about the transparency and what about the two sets of books? These are things for which the Board is responsible, and they didn't take care of it, and Bill is not very happy about it. He doesn't like attorneys any more than the PAC Board members do, because they are very expensive and they can argue black is white and white is black, but there is nothing more important than having an attorney give you direction as to where you need to go at any point. Bill thanked the Board and commented further that this is the reason the PAC Board is here; we elected the PAC Board to do this.

Karin Mortensen shared that she is confused about something. If all of our meetings have to be noticed to the Owner, how does one get the secrecy? Why does the PAC Board not have to report this to the Owner?

Carol-Joy explained that a committee of PAC is different from the PAC Board. The PAC Board has to notice all of our meetings and send all of our minutes to the Owner. Committees do not; they report to the Board. Karin wanted to clarify: once the committee reports to the PAC Board, then it becomes public. Jay and Carol-Joy elaborated, yes, at a public meeting and if we choose.

John Feld stated that he thinks that we are getting bogged down because we are using the wrong words. Secrecy is not the right word, but strategy is. You don't enter any competition, whether it is legal or ice hockey, without a strategy. You don't tell people what your strategy is, not that it is secret but that you know what you want to achieve and the best way to do it. That is strategy, not secrecy.

Steve stated that the PAC Board representatives have been very nice to the City. If anyone has been paying attention and coming to the City Council meetings and coming to the meetings in the Park, you have heard Steve ask the City multiple times why they say we have a huge deficit over the last four years and why they think we are unsustainable. Their response is nothing. This is one of the big reasons why we are hiring legal counsel. They can demand a response. They can say to the City that they have to show us their numbers, period, because otherwise, they won't show them to us.

Janet Bogardus said that while the Board is consulting a lawyer, she wants to know if there is a way that the Board can convey information to the residents, without a lot of detail, just major points along the way. She feels that the Board has done a lot in order to be transparent and to let the residents know about what is happening and meetings and all, but she would like the residents to be given a few summaries as we go along.

Jay responded that under the next agenda item we will talk about how we are going to make best efforts to strategize and to keep the community aware of everything that we possibly can under the advice of counsel. In other words, if you are familiar with the game of telephone, where you say one thing that gets passed around the room and by the time it comes back, it's unrecognizable, that is why we want to have this strategic committee that will tailor the exact information to share with residents so that it will not be ambiguous and it won't be subject to a rumor mill of misinformation.

2. Establish a standing committee for strategic planning and legal liaison, and appoint a chairperson.

Jay asked for a motion on this item.

John inserted a point of process that what needs to happen is that the Board appoint at least one PAC Board member, up to two, to the committee in order to establish the committee. Then it is up to the PAC Board member(s) to appoint a chair to that committee.

Carol-Joy moved to appoint Jay Shelfer to be the PAC Board member of the standing committee for Strategic Planning and Legal Liaison (SPLL). John seconded the motion. Jay opened the floor for discussion and began by stating that this committee would be meeting with legal counsel to go over the various items that all have heard today. John pointed out that Jay's role would not necessarily be as the chair of the committee but to be the PAC Board member on the committee. Carol-Joy restated her motion to reflect that, and John seconded that motion. Jay asked Mary Currie to clarify the role of the committee.

Mary introduced herself and informed the residents that the reason she is before them is because she has been working with Steve and Jay on the selection of the legal counsel. She also provided a little background about herself why she wanted to form this committee and the purpose of the committee.

In brief, her career extended 22 years at the Golden Gate Bridge and Transportation District as the Spokesperson and Public Affairs Director and Governmental Affairs Director, so she has worked in many avenues of state and municipal government. Also, in the 1980s she served as the board president of an organization called the Western Colorado Congress in Montrose, Colorado, and in that role she led a community fight to stop a 745- kilovolt power line crossing western Colorado. Through those efforts, the project was stopped. Thus, she has a lot of experience in bringing people together to create messages with legal approval to get the job done.

She said that the residents will all be needed by the committee, with the messaging that comes out of the strategy that the law firm creates for us in order for us to go forward. She wanted to come to the PAC and convey the following: "Let's have this committee so I can be with Jay, partaking in the legal counsel meetings, coming away from that only as the messaging person. I'm not going to be there as the person to tell them what to do or not to do. That's the PAC Board. The PAC Board is the client." Mary would be a liaison with the ability to understand what legal wants us to do as a community through our communications. That's solely what Mary wants to do with this community committee that is being formed.

What Mary has found to be very effective in working with legal counsel is that you want to develop your messaging. And Francina is going to help with this. You take your statement, and you put it in your fundraising campaign, however you want to do your fundraising campaign. Basically, you come up with messages that are approved, and then you can plug them into a city council meeting, a statement, an editorial piece,

an op-ed, wherever we as a group need them. So this committee would be formed to help with developing that messaging, because Mary certainly couldn't do it all herself. Mary would bring information to the committee to develop some messaging about whatever is being worked on. Then we would need the HOL group to get the word out there. We'll need the Mar Val group, everyone, to say, "All right, let's all go to City Hall." But first we need to have a consistent approach with the messaging that we can use in different forums. Mary knows that fundraising will play a key role and has some ideas as to who could be on the committee. We don't need to get into that right this minute, but that committee would be doing the messaging to the community. Responding to the Grand Jury report, contacting elected officials, fundraising, coordinating updates on the financials with the legal counsel, all of that.

She also revealed that the attorney told us that there are two buckets that the attorney is going to be working on, on behalf of the PAC Board, that is serving on behalf of all of us. The sale is bucket number one, and everything that entails, such as the Surplus Land Act and all the different options that may or may not be on the table. Bucket number two is related to all of the errors in the accounting and inaccuracies that have been brought forth by the City of Novato. So the two buckets are related, and that's what the attorneys will be delving into on our behalf.

Jay reinforced that Mary and he would be meeting with the attorney and then bringing back their input to the PAC Board and receiving direction from the PAC Board on how to go forward.

Michael Hagerty stated that he supports the idea of Mary being the chair of this committee because Mary leans more toward communication and has a lot of experience. Michael feels that Jay seems to be more heavy on legal and keeping things secret and making the City an enemy of ours.

Carol-Joy added that in a previous PAC Board meeting Mary stated that when she was with the Golden Gate Bridge District, they underwent two Civil Grand Jury reports and she dealt with that, so she knows how to do it. Mary has told us that it's not we who respond to the Grand Jury report but rather the City of Novato. We are going to help the City of Novato respond by saying, "Here, look, we did all this research, and we came up with all these numbers here." So we would be helping them. Carol-Joy is offering that in response to those who are saying let's not necessarily make them enemies. No, we are not saying that.

Michael stated that he had gotten a very different impression from Jay.

Francina LeClercq thanked everyone for their input and acknowledged that it has been very enlightening. She added that there are two forms of communication; much of what you have been referring to is external communication. The other form is internal

communication. Again, how is that going to take place? Is it two-way communication if email and robocalls go out to the community? What's the vehicle for each of us to provide questions, feedback, and comments? Is it only taking place at these large meetings? So that's a strategy that also needs to be developed.

Carol-Joy stated that the PAC Board is working on that. They are trying to set up a new software system that is more efficient than what we're using now.

Meg Jordan said that is just what she had hoped to address. There are lots of great Google survey forms, and she thinks that every time a meeting is held now, we should have a piece of paper for every person who says, "I didn't find out," to write your email up there. Email addresses change all the time. Also, one form of instant reply is a Google survey form that can go to residents at home, and you don't have to analyze them; they are analyzed by AI. It's kind of a ChatGPT document, and it does compile things in a really great way, so you would be able to say authoritatively that 67% of respondents want this, and 75% want that, and that would be part of our internal communication update. So there are means and methods, and Meg hopes to help Mary with some of that on her committee.

Massoud Shayegan stated that up until now there hasn't been a lot of urgency for communication between the PAC Board and the residents, but of course, now there is. He knows for himself that he still has not been getting any communications at all. He talked with Erma about a week ago. Maybe there are other people in the same boat, but it's urgent for two reasons: one, you want people to help in whatever way they can, and two, because there is also a lot of anxiety amongst people because they've heard something from their next-door neighbor or in the grocery store or have read it in the news. So it is for the purpose of calming things down in the Park and also so that people know what to say, to what to respond, and to know what's going on, instead of just throwing up their hands and saying, "Oh, no, they're selling the Park, and I am going to be homeless," that kind of feeling.

Perhaps it will take someone to go door to door to get people's current email addresses. Massoud volunteered to help with that if need be so that everybody who lives in this Park who is a resident is notified of the meetings. If it hadn't been for the kindness of his next door neighbor, he would not have known about this meeting nor the fundraising nor anything. They printed it and slipped it under his doormat.

Jay stated that all of this is in the works. He said that when you put a lobster in a pot of water and the water is cold and then you start heating the water, he's cooked before he actually knows what's going on. Basically, we have been observing a deterioration of help and understanding and response to our conversations in talking with the City collaboratively to achieve the purpose of this being a vibrant place for us to live. Over the last six months, this has deteriorated like a lobster being cooked by cold water

turning hot. To top it off, there is the revelation within just the last two weeks that there is a serious attempt on the part of the City to negotiate to sell us for \$30 million, when we've paid for every cent of their participation and we've paid all of the debts associated with this Park. So, yes, that has sort of raised our dander a little bit. Jay said that he is sorry if someone doesn't like the fact that he is upset about it, but he is.

Nonetheless, Jay assured the residents that we are making all efforts to get legal counsel involved to advise us about our situation, how to communicate everything that we possibly can without undermining our position, and to work collaboratively, if we can, with our opponent, presumably the City, to come to a resolution where we continue to have our homes, rather than having our land taken out from underneath us by developers or whomever. Again, there is a lot of speculation about what could happen, and we don't really know, but we want to know, and we want to put our foot down to find out what is going on, and that's what we are pursuing. Jay said that he is sorry for the many people who may not have even known of the existence of the PAC Board and are suddenly coming to the forefront saying, "What's going on? What are you doing, and why?" The fact is that we have been on the job for, in many cases, many years, and we want to continue to do our job in the best way that we can, and this is why we are seeking legal counsel. We are going to keep the residents informed as best we can, considering any legal advice to us. All communications and all of our actions are going to be based upon the advice of our legal counsel. Of course, we may or may not follow that advice, but we are going to take that advice and look out for the best interests of the residents of this community.

Steve stated that the residents should by now have gotten the picture that the Board has never meant to leave the residents behind and proceed to take action; however, this has all developed only in the past few weeks. He went on to say that there is a group of about 10 or 15 residents who have frantically been emailing from about 7:00 a.m. until 10:00 P.M. every day, trying to get ready for what is happening. The City Council is going to meet on Tuesday night to possibly accept the offer on the property. They are posting that agenda tomorrow, and we need to be ready to respond to it. We wanted to have our attorney hired by tonight or tomorrow so that the person can file some sort of injunction or something to stop things if we feel that is needed, so that's why we've been proceeding very quickly.

Steve apologized to the people who had other ideas for attorneys who might be helpful, but we had to move really fast and didn't have time to even respond to everybody who forwarded the name of an attorney to us. We just couldn't do it. We can't even return all of the emails from people who are asking us questions because we have been so focused on getting to this point where we have the attorney. Steve reassured the residents that there have been multiple meetings every day to get this far, but even so, along the way, we've been discussing ways to communicate to the residents as soon as we get this urgent matter handled.

Steve said that the Board has not left the residents behind but has just been putting out the fires first. And maybe more big fires will start, but we're at least having to get going on this, and we have more ideas for committees and ways of communicating. Steve thinks that it will all unfold really nicely, but it seems a little clunky right now, because we're all pretty new at working hard and fast like this. That is why we recruited Mary Currie, because she has a lot of experience doing these things, and she's been a great help and a great leader in the past couple of weeks.

Carol-Joy restated her motion to appoint Jay Shelfer to form a committee called the Committee for Strategic Planning and Legal Liaison. The motion was seconded by John Hansen and passed by a vote of 5-0.

Carol-Joy asked John whether Jay should appoint the Chair of the committee at this time. He stated that he does not have to, but that he may. Jay Shelfer appointed Mary Currie to be the Chair of the Committee for Strategic Planning and Legal Liaison.

Erma Wheatley stepped up to apologize to anyone who was not contacted. At the last minute, she had to use a list that was not necessarily up to date. She just didn't have time to go through all of the lists, so she sent out the information to the list that she had at the time. Everything has been very rushed. If someone thinks that they are not on the list, or that any of their contact information, such as your name, address, telephone number, mobile number, and email address are not accurate, they should please let her know. She is going to start on the new Park directory right away, so we will all soon be up to date.

Carol-Joy added that Erma had saved the day recently because Carol-Joy had technical issues with sending emails. She added that this is why residents got emails from Erma the other day instead of from Carol-Joy. She thanked Erma for the assistance.

H. DETERMINATION OF NEXT PAC BOARD MEETING

Tuesday, August 1 at 6:00 P.M.

I. ADJOURNMENT

The meeting was adjourned at approximately 6:15 P.M.

Respectfully submitted,

Terri Beauséjour
Recording Secretary