

Attachment: MCLA/VMC Contract Extension Recommendations

The Board of Supervisors Business Improvement District Ad Hoc Committee (Supervisors Gjerde and McCowen), the MCLA representatives (John Dixon, Renata Dorn, Jitu Ishwar, Marcus Magdaleno, and Roger Martin) and the MCPA representatives (Cally Dym, John Kuhry, John Meyer, Jennifer Seward, and Hal Wagenet) have developed consensus recommendations regarding proposed changes to the BID governance and assessment. The above named individuals also support an extension of the current contract between MCLA and VMC in order to allow all parties to focus on approval of the recommended changes.

Accordingly, it is recommended that MCLA approve a contract extension with VMC, Inc., for a period of one (1) year (until June 30, 2016) or until the new BID Governing Board has been seated, whichever comes first, contingent on agreement by VMC to do all of the following:

- 1) assign to Mendocino County and its assignees all copyright and other use rights in any and all proposals, plans, specifications, designs, drawings, sketches, renderings, models, reports and related documents, (including computerized or electronic copies) respecting in any way the subject matter of the services that have been provided by VMC to date, or that may be provided in the future;
- 2) provide that all material and financial assets owned by VMC shall be transferred to any successor agency authorized to implement the approved Mendocino County BID Marketing Plan;
- 3) require that all out of state travel must be approved, either as part of the approved Marketing Plan, or by separate action of the Board of Directors; and that VMC (or the new Governing Board) shall adopt policies or review existing policies for Travel and Expense Reimbursement within ninety (90) days of the effective date of the contract extension;
- 4) amend the existing contract with the current VMC CEO/President as follows:
 - a) change title from CEO/President to Executive Director;
 - b) allow for termination without cause upon ninety days written notice;
 - c) Immediately reduce and cap severance package to six months pay and benefits with a further reduction and cap to three months effective upon approval of the proposed BID governance structure and seating of the new Governing Board.