

**MISSION-WEST VALLEY LAND CORPORATION**

Board of Directors

Regular Meeting

Minutes

October 18, 2011

A regular meeting of the Board of Directors of the Mission-West Valley Land Corporation was called to order by President Owens at 5:00 p.m. in the Campus Center, Rooms 219-220, Mission College, Santa Clara, California.

**Directors present:** Owens, Polk, Heimlich, Grey, Stampolis, Lucas (5:12 p.m.) and Walsh (5:02 p.m.)

**Directors absent:** None

**Others present:** Hendrickson, Perlberger, Maduli, Gaskin, Jones, Gennis & Slavitt (via phone)

**1. Call to order/Roll Call**

**2. Approval of the order of the agenda**

There was a motion by Stampolis, seconded by Polk, to “approve the order of the agenda as presented.” The motion carried unanimously (5-0, with Walsh and Lucas absent and not voting).

**3. Oral communications from the public on items not listed elsewhere on the agenda**

None.

**4. Approval of the minutes of the meeting of August 16, 2011**

There was a motion by Stampolis, seconded by Heimlich, to “approve the minutes of the meeting of August 16, 2011 as presented.” The motion carried unanimously (5-0, with Walsh and Lucas absent and not voting).

**5. Executive Director’s Report**

The Executive Director noted updated forms and guidelines released by FPPC, and that he was working with Rob Fernandez of the Education Foundation to

schedule a presentation to the Board on the endowment and scholarships. The Executive Director noted that Board President Owens toured the new tenant improvements at QTS (2805-2807 Mission College Blvd.).

Adjourned into Closed Session at 5:04 p.m.

**6. Closed Session discussion and possible direction to negotiators**

Negotiations with QTS, LLC/Quality Investment Properties, Santa Clara LLC/Chad Williams regarding issues associated with their contemplated request to seek different entitlements for the site, a possible change in use of the site, and other development plans pursuant to certain terms of their ground lease

Property: 2805-2807 Mission College Blvd.

Negotiators: Mark Perlberger and Alan Gennis

Negotiating Parties: QTS, LLC/Quality Investment Properties, Santa Clara LLC/Chad Williams and the Land Corporation

Negotiations with Lakha Properties – Santa Clara, LLC regarding issues associated with its ground lease and the potential land revaluation and ground rent adjustment due September 19, 2011, pursuant to certain terms of the ground lease

Property: 3101 Mission College Blvd.

Negotiators: Mark Perlberger and Alan Gennis/Howard Slavitt

Negotiating Parties: Lakha Properties – Santa Clara, LLC and the Land Corporation

Closed session adjourned at 5:37 p.m.

**7. Report of actions taken in Closed Session**

No action to report. The Board gave direction to negotiators.

**8. Review, consideration and possible action to accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of August 31, 2011**

There was a motion by Polk, seconded by Heimlich, to “accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of August 31, 2011.” Motion carried unanimously 7-0.

**9. Review, consideration and possible action to accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of September 30, 2011**

There was a motion by Polk, seconded by Owens, to “accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of September 30, 2011.” Motion carried unanimously 7-0. Director Stampolis questioned why there was no draw down on the Marketing Special Project budget item. Vice Chancellor Maduli noted that about \$50,000 in expenditures had been incurred but not yet billed to the Land Corporation. Director Owens noted concern that many of the expenditures are less than 10% of budgeted amount even though we are one quarter through the fiscal year.

**10. Review, consideration and possible action to approve and accept the Fiscal Year-End audit of the Land Corporation as prepared by Vavrinek, Trine, Day & Co., LLP for the fiscal year ended June 30, 2011**

There was a motion by Walsh, seconded by Owens, to “approve and accept the Fiscal Year-End audit of the Land Corporation as prepared by Vavrinek, Trine, Day & Co., LLP for the fiscal year ended June 30, 2011.” Motion carried unanimously 7-0.

**11. Review, consideration and possible action on a request from the District to provide funding in support of college instructional and student support programs for a multi-year period beginning July 2, 2012**

The President directed the Board’s attention to the memo from Chancellor Hendrickson related to this item. There was a motion by Walsh, seconded by Stampolis, to “approve \$1,500,000 for the 2012-2013 fiscal year to support College instructional and student support programs.” There was a motion to amend that motion by Grey, seconded by Lucas, to “approve \$1,500,000 in funding annually for the next three fiscal years with an annual option for the Board to rescind the allocation.”

There was lengthy discussion regarding the needs of the District, the purpose of the Land Corporation, and the appropriate length of commitment that should be made at this time. There was also discussion of the volatility in the State of California’s funding commitment and economic health of post secondary education. The Chancellor described this opportunity as unique and worthy of the Land Corporation’s investment in the District to support long-term planning and sustainable change. There was a suggested motion stated by Owens to amend the motion on the table. This motion was made by Walsh, seconded by Stampolis, to “instruct the Executive Director to add \$1,500,000 to the next three fiscal year’s proposed budgets for the purpose of supporting College instruction

and student support programs as a stand alone line item.” All makers accepted this amendment and the motion passed unanimously 7-0.

**12. Director’s Reports**

Director Stampolis requested that an agenda item on amending the Land Corporation’s Policy on Allocation of Funds to include support of College instructional and student support programs be placed on a future agenda.

**12. Adjournment**

Meeting adjourned at 6:34 p.m. by President Owens.