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- CCBD Meeting packet can be found at <https://downtownsandiego.org/build-your-business/bid/>

(3:30) CALL MEETING TO ORDER | Lindsay Kotas

- Board Members Roll Call
- Non-Agenda Public Comment
- Agenda Public Comment

(3:35) BUSINESS SPOTLIGHT

- Krysta Chai | **Operations Manager, Swami's Cafe** <https://www.swamiscafe.com/>

(3:43) SPEAKER

- Daniel Bezinovich | **Community Partnerships Manager at Spin**

(3:54) INTERIM CHAIR REPORT | Lindsay Kotas

- Board seat resignation of Michael Caldwell, Yoga One
- Review By-law Committee recommendations
 - Anti-harassment, Conflict of Interest, Diversity and Inclusion

(4:02) POLICY | Josh Coyne

- Review By-law recommendations from Downtown Partnership Policy Department

(4:07) ACTION ITEMS | Lindsay Kotas

- Motion to accept By-law recommendations
- Motion to appoint a BID Vice Chair
 - Nominees:
 - Jimmy Parker
 - Ciara Murillo
- Approval of Meeting Minutes for September 28, 2021

(4:13) DIRECTOR'S REPORT | Alex Gutierrez

BID Policy

- Discuss Board Member Nominations Process
- Discuss in-person Annual Board Meeting for January 25th, 2022

Marketing

- Instagram Giveaway Review | **Vanessa Kyriakides**

Events

- Holiday Market Toy Drive update

(4:20) LIAISON REPORT

- Kohta Zaiser | **Office of Mayor Todd Gloria, City of San Diego**
- Larry Turner | **SDPD Community Relations Officer, Central Division**
- Alonso Vivas | **Clean and Safe Program**
- Any other Elected Office Update

(4:30) CONCLUSION | Lindsay Kotas

- CCBD Board Meeting: Annual Meeting on January 25th, 2022

ADJOURN | Lindsay Kotas

City Center Business District Meeting Minutes

September 28, 2021
Zoom Meeting

Call to Order

The meeting was called to order by Lindsay Kotas at 3:35 p.m.

The following CCBD Board Members were present: Brendan Farley (BF), Jimmy Parker (JP), Katy McDonald (K), Lindsay Kotas (LK), Markalan Hamilton (MH), Michael Caldwell (MC), Javier Monteno (JM), and Betsy Brennan (BB)

The following staff members were present: Vanessa Kyriakides (VK), Alex Gutierrez (AG), Rebecca Rybczyk (RR), Josh Coyne (JC), Alonso Vivas (AV)

No members of the public were present.

Non-Agenda Public Comment

There was no Non-Agenda Public Comment.

NOTES:

Business Spotlight: Bob Watkins CEO R.J. Watkins & Company

- LK: Update on Bob Watkins; still not present in the meeting. Business spotlight postponed for next CCBD meeting.

Speaker: The House of Music: Catherine Rells, Executive Director & Co-founder and Chris Springer, President & Founder

- The House of Music gives back to the community by serving underprivileged youth with music lessons. They advocated for their 2022 Concert and fundraiser at the Symphony Shell.
- They are seeking a hotel sponsorship for the musicians and staff during the 2022 concert.

CEO Report: Betsy Brennan DSDP

- Spoke on the board resignation of Greg Block due to terminal illness. Mentioned the opportunity to provide a meal or letters for Greg Block.
 - Question - LK: Will there be a website or sheet for donations to Greg Block?
 - Answer - BB: There will be a signup sheet for donations.
 - Betsy and Josh will send out a signup sheet for donations.
- **Action:** Lindsey Kotas Interim BID Board Chair
 - Motion - Betsy Brennan
 - Second - Michael Caldwell
 - Voted in favor: Brendan Farley, Jimmy Parker, Katy McDonald, Markalan Hamilton, and Javier Monteno

Chair Report: Lindsay Kotas

- Board Resignation of Sarah Kirchoff of Palomar Hotel.
- Call for Nomination: Interim Vice Chair
- **Action:** Approval of Meeting Minutes for 7/27/21
 - Motions - Jimmy Parker
 - Seconds - Betsy Brennan
 - Voted in favor: Brendan Farley, Michael Caldwell, Katy McDonald, Markalan Hamilton, and Javier Monteno
- **Action:** Storefront Board Seat: Ciara Murillo; Blue Bottle Coffee
 - Motions - Katy McDonald
 - Seconds - Javier Monteno

- Voted in favor: Brendan Farley, Michael Caldwell, Jimmy Parker, Markalan Hamilton, and Betsy Brennan

Directors Update: Alex Gutierrez; BID Policy and Events

- BID Policy: Training on Inclusivity and Sexual Harassment; an update on times and dates of training in order to comply with the City.
- Activation of Civic Plaza: see Civic Plaza as a community area; presented in 2016 and is now planning to continue with the activation once it is approved by the City.
 - Question - JP: has there been any outreach to the tenants around civic plaza?
 - Answer - AG: No; outreach will start as soon as the City agrees. Then outreach will start.
 - Question - KM: What about the architectural space (Johnny Brown)? Will it be part of it?
 - Answer - AG: It has been leased; not sure
 - Comment - BB: Update; AIA withdrew their application; gave back the money because they were not sure about it and did not want to keep NP money.
 - Comment - BF: Civic Plaza is important for our organization; I appreciated the efforts for it to move forward.
 - Events: Holiday Toy Drive: Possible Date - December 17, 2021. Location: E Street and 9th Ave. Comment: We will be seeking sponsors, vendors, and entertainment.

Liaison Report:

- **Kohta Zaiser-Office of Mayor Todd Gloria, City of San Diego**
Updated on events and Todd Talks that were helped by the Downtown San Diego Partnership as well as an update on World Design Capital, with San Diego being a finalist.
 - Comment - BB: Thanks, Kohta, for the support at Todd Talk. Also gives thanks to the Center Plate Catering, Katy, and the Padres Staff at the Symphony Shell for helping with the event.
 - Comment - KM: Very happy with how the event turned out and what the purpose of the Symphony Shell is for those there to be proud of San Diego.
 - Comment - BB: Will send out an invitation to the board for the World Design Capital event; it's free. Event November 21, 2021.
 - Comment - KZ: Mentions the launch of the application for non-profits to apply for arts and culture funding; sends a link for application in chat.
- **Larry Turner-SDPD Community Relations Officer, Central Division**
Updated on what has been going on with SDPD; have had trouble but is working on getting access to the jail. Works closely with Clean and Safe.
- **Alonso Vivas- Clean and Safe Program**
Replaced missing trees in City Center; Broadway Project (Enhance Median Project), Family Unification Program up and running.
 - Comment - BF: Thanks Alonso and Clean and Safe team for the work in front of Balboa Theatre; helps a lot for our upcoming events
 - Answer - AV: Clean and Safe team is happy to help with any upcoming events that need clean streets; very flexible with schedule and can change it in as little as 24hr advance.
- **Josh Coyne- Downtown San Diego Partnership**
Redistricting meeting for district 4. Spaces as Places is moving forward to City Council.

Adjourn

The meeting was adjourned by Lindsay Kotas at 4:35 p.m.

SPIN

San Diego Operations Overview

Daniel Bezinovich & Marshall Anderson

Spin Overview

Founded in 2017, Spin is currently operating within over 80 cities and campuses across the world.

Our mission is to give people the freedom to move – to discover, meet, learn and experience more of the world around us at a moment's notice – bringing people, communities, and their environment closer together.



FORD SMART MOBILITY

SPIN

Downtown BID Bylaw Committee Recommendations

Anti-Harassment Policy 1.0 (To be Added to Article 3 DIRECTORS)

The Board of Directors of the Downtown BID expects of itself and its members ethical and business-like conduct. This commitment includes the proper use of authority and appropriate decorum in group and individual behavior when acting as directors. It is important that all representatives of the organization (Directors, Officers, Staff and Agents) understand and accept that their behavior, professional and personal, is reflective of the organization and its membership, at all times. Therefore, all relationships will be business-like and free of bias, prejudice, discrimination, and harassment.

POLICY: The Downtown Business Improvement District is committed to fostering an environment and organization free from harassment of any kind including but not limited to race, age, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias. We will champion and implement policies, services and a culture that increase equity, anti-racism, anti-sexism and simultaneously strive to eliminate ableism, heterosexism, classism, and socio-economic segregation, privilege, and power.

PROCEDURE: If a Board-member or employee feels that they have been harassed on the basis of their sex, race, national origin, ethnic background, or any other legally protected characteristic they should immediately report the matter to the Executive Director or the Board President. Once the matter has been reported, it will be promptly investigated, and any necessary corrective action will be taken where appropriate. All complaints of unlawful harassment will be handled as discreetly and confidentially as is possible.

PROCESS: Any Board-member or employee engaging in improper harassing behavior will be subject to disciplinary action, including the possible removal from the Board or termination of employment.

Conflict of Interest Policy 1.0 (Currently Referenced in Article 3: Sections 3.5 & 3.6)

No member of the Downtown Board of Directors staff task force or committees shall derive any direct personal profit or gain by reason of their participation with the Downtown BID. But it is accepted as a non-profit mutual benefit corporation, all member businesses of the Downtown BID are potentially subject to indirect benefit of actions of the Board of Directors, Committees and Task Forces and any member's participation on the Board, Committee, and/or Task Force should not be reasonably considered as a conflict of interest due to an indirect-mutual benefit.

POLICY: The Downtown Business Improvement District is committed to avoiding conflicts of interest. Board members shall avoid situations in which they may be in a position of conflict of interest or perceived conflict of interest. A conflict of interest arises in any situation where a member's duty to act solely in the best interests of the organization and to adhere to the member's fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the member. A conflict of interest also includes circumstances where the member's duties to

the organization are in conflict with other duties owed by the member such that the member is not able to fully discharge the fiduciary duties owed to the organization.

PROCEDURE: At the point of knowledge of any conflict of interest or potential conflict of interest, the member must:

- Fully disclose to the organization the nature of the interest.
- Withdraw from any discussion, lobbying and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

PROCESS: Failure to disclose a conflict of interest or potential conflict of interest may result in any or all of the following:

- Removal and disqualification of the member from the Board of Directors’.
- Voiding of any actions of the governing body related to the members conflict of interest.
- Disqualification of the member for seeking any future relationships with the Downtown BID and any its other potential entities, or Legal action.

Board Inclusivity Policy 1.0 (To be Added to Article 3 DIRECTORS)

All Board members must be owner or management of a member business that meets the qualifications of members. Any persons who is an owner and/or management of a member business as defined in ARTICLE 2, Section 2.1 may run for a seat on the Board of Directors as required by our establishment documents, based on State of California Law.

POLICY: The Downtown Business Improvement District is committed to fostering a diverse, inclusive, and equitable environment within the board and the community we serve. We strive to achieve these goals by actively seeking and acting on input received by both board and district members and by providing transparent proceedings and policies. We will commit resources to cultivating increased diverse leadership within our board and to soliciting input from the full range of diversity amidst our districts. We will investigate, acknowledge, and address inequities within our programs, policies, systems, services, and culture.

PROCEDURE: The Downtown BID shall be committed to achieve its stated goals of Inclusion, Equity and Diversity by establishing the following:

- The make-up of the districts’ membership.
- Measurement of the current make-up of the Board, Staff and Vendors against the current makeup of the districts’ membership.
- The ways and means for participation in Downtown governance, operations, and activities,
- Organizational policies, procedures and processes that encourage, facilitate, and enhance a members’ participation in the Downtown BID.

PROCESS: To achieve its stated goals of Inclusion, Equity and Diversity the Downtown BID will complete the following:

- Prepare and conduct annual survey of the membership to establish and confirm the current make-up of the districts' membership.
- Conduct an annual audit of the current make-up of the Board, Staff and Vendors to measure against the current makeup of the districts' membership.
- Explore and implement accepted best practices in enhancing and expanding access to and participation in the organization's meetings.
- Establish on an annual basis, Downtown By-Laws Review Committee to examine the procedures and policies outlined in these By-Laws in an effort to recognize and correct any and all language, policy, procedure and/or processes that excludes any members participation in the organization based on age, color, disability, familial status, marital status, national origin, political affiliation, race, religion, sex/gender (including gender identity and expression), sexual orientation, veteran or active-duty military status, or lack of physical or virtual access.

Downtown BID Bylaws Recommendations from Downtown Partnership Policy Department

Anti-Harassment Policy:

- Adopt the Committees recommended language to the Downtown BID By-laws.

Board Inclusivity Policy:

- Adopt the Committees recommended language to the Downtown BID By-laws.

Conflict of Interest Policy:

- Do NOT adopt new POLICY language to the Conflict-of-Interest currently referenced in Article 3: Sections 3.5 & 3.6 of the Downtown BID By-laws.
- Instead, move the By-law Committees recommendation for **procedure** and **process** to the Board of Directors compliance document; and adopt language to the current By-laws that state that a conflict-of-interest compliance document will be signed annually by the Board of Directors.

Current BID Conflict of Interest referenced below in Article 3: Sections 3.5 & 3.6

3.5 Interested Persons. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 3.5, an interested person is:

3.5.1 Any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or

3.5.2 Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Any violation of the provisions of this Section 3.5 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

3.6 Transactions in Which Directors Have Personal Interest.

3.6.1 Any transaction of the Corporation in which any of its Directors have a material financial interest shall be entered into or consummated only if:

3.6.1.1 The transaction is fair and reasonable as to the Corporation at the time the Corporation enters into the transaction;

3.6.1.2 The Corporation enters into the transaction for its own benefit; and

3.6.1.3 Prior to consummating the transaction or any part thereof the Board authorizes or approves the transaction in good faith by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors (although such Director or Directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken), and with knowledge of the material facts concerning the transaction and such Director's interest in the transaction.

3.6.2 If it is not reasonably practicable to obtain such approval by the Board prior to entering into the transaction, a committee or person authorized by the Board may approve the transaction in a manner consistent with the standards of Section 3.6.1; provided, however, that at its next meeting the Board:

3.6.2.1 Determines that it was not reasonably practicable to obtain approval by the Board prior to entering into the transaction;

3.6.2.2 Determines that the committee or person authorized by the Board approved the transaction in the required manner; and

3.6.2.3 Ratifies the transaction by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors (although such Director or Directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken).

3.6.3 Sections 3.6.1 and 3.6.2 shall not apply to:

3.6.3.1 An action of the Board fixing the compensation of a Director as a Director or Officer of the Corporation;

3.6.3.2 A transaction which is part of a public or charitable program of the Corporation if it:

3.6.3.2.1 Is approved or authorized by the Corporation in good faith and without unjustified favoritism; and

3.6.3.2.2 Results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefitted by the public or charitable program; or

3.6.3.3 A transaction of which the interested Director or Directors have no actual knowledge and which does not exceed the lesser of one percent (1%) of the gross receipts of the Corporation for the preceding fiscal year or One Hundred Thousand Dollars (\$100,000).

3.6.4 Any contract or other transaction (other than transactions subject to Sections 3.6.1 or 3.6.3 above) between the Corporation and any corporation, firm, association, or other entity of which one or more of this Corporation's Directors are directors or trustees shall be entered into or consummated only if:

3.6.4.1 The material facts relating to the transaction and to such Director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director or Directors; or

3.6.4.2 The contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

3.6.5 Notwithstanding any provision of this Section 3.6, at any time during which Section 4958 of the Internal Revenue Code (the "Code") applies to the Corporation, the Corporation shall consider the possible effect of Section 4958 on any

transaction which could constitute an excess benefit transaction as defined in Section 4958(c) of the Code. At any time during which Section 4941 of the Code applies to the Corporation, the Corporation shall not enter into any transaction which would constitute direct or indirect self-dealing as defined in Section 4941(d) of the Code.