Rick Lemmo,
*President*
Raul Porto,
*Vice President*
Helen McDonagh,
*Treasurer*
Joe Stitick,
*Secretary*
Dennis De Pietro
Carol Jacobs or
Larry Martin
Phil Lanzafame

downtown glendale association

# Downtown Glendale Association
# Board of Directors Meeting
# Tuesday, June 17th, 2014 – 9:30 a.m.
# 100 N. Brand Blvd. Basement Co-work Space, Glendale, CA 91203
# www.downtownglendale.com
# CLOSED SESSION OF BOARD TO DISCUSS PERSONNEL ISSUES HELD AT ITEM 8 ON THE AGENDA

## AGENDA

1. **Introductions – President Rick Lemmo**

2. **Approval of April 15th, 2014 Minutes** *Action Item*

3. **Approval and reaffirmation of decisions from May 27th Phone meeting of the Board of Directors related to the Chamber contribution** *Action Item*

4. **Announcements, public comment on agenda items**

5. **Proposed amendments to bylaws to allow for 2/3 written vote of Board without meeting, Article VIII, Section 11.** *Action Item*

6. **City Update on current projects:**
   a. Parklet/Phillipe
   b. Bob Perry Landscape Plan review - Dennis
   c. News rack removal – status and progress;

7. **Committee Reports:**
   ***(Executive Committee) – Rick Lemmo***
   a. Financial Report – Rough Draft *Action Item*
   b. Form 990 and Tax Filings
   c. Approval for background check on new Board members *Action Item.*
   d. Lilya as our outreach person to community groups - update

e. Funding for Rose Bowl Parade float – recommendation for no funding for 2014 ***Action Item***

f. Check with Congressional Rep on delay in status of 501c3

g. Authorize staff to meet with hotels to investigate amendment of CBD to include hotel assessments under a Tourism Improvement District ***Action Item***

h. Request for Reimbursement of 500 Brand Ltd., authorize Executive Committee to respond to concerns raised in letter of March 6th, 2014, update

***(Sidewalk Operations/Beautification/Order, SOBO) – Dennis De Pietro***

a. Ambassadors update – banked hours

b. Concrete planters solicitation brochure – update on sales

c. Operations Director report on services

***(Marketing Committee) – Helen McDonagh***

a. Report from Tim Gallagher – renewal of contract ***Action Item***

b. Alex Theatre upcoming events

c. Web site update

d. App development update

e. Other

***(Downtown Market)***

a. Financial report

***(Land Use Committee – Project Review)***

a. Meeting with City on June 12th

**8. CLOSED SESSION, ONLY BOARD OF DIRECTORS AND STAFF TO DISCUSS PERSONNEL/CONTRACTUAL ISSUES** ***Action Item***

**9. Re-open meeting to public and announce any decisions of the Board**

**10. Next Meeting: August 19th, 2014, 9:30 a.m., Nominations meeting**

**BROWN ACT:** ***Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at a place to be determined, but in the meantime at the Municipal Service Building, the City of Glendale, 633 E. Broadway, 2nd floor. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Lilya Avagnon at 818 476-0120 x 420 at least 48 hours prior to the meeting.***

3

downtown glendale association

Rick Lemmo,
*President*
Raul Porto,
*Vice President*
Helen McDonagh,
*Treasurer*
Joe Stitick,
*Secretary*
Dennis De Pietro
Carol Jacobs
Phil Lanzafame

**Downtown Glendale Association**
**Executive Committee Meeting**
**Thursday, April 15, 2014 – 9:30am**
**100 N Brand Blvd Cowork 100 Basement Glendale, CA 91203**
**www.downtownglendale.com**

**Present:** Rick Lemmo/ Caruso Affiliated, Joe Stitick/ Investment Property Services, Helen McDonagh/ Massage Envy, Raul Porto/ Porto's Bakery, Dennis De Pietro/ Frank De Pietro & Sons, Larry Martin/ Glendale Galleria, Phil Lanzafame/ City of Glendale

***Staff:*** Marco Li Mandri, Nick Lemmo, Lilya Avagyan

***Guests:*** Jaquelin Bartlow, Philippe Eskandar

**MINUTES**

| *Item* | *Discussion* | *Action Taken?* |
|---|---|---|
| **1. Introductions** | President Rick Lemmo called the meeting to order at 9:30nam and requested everyone to introduce themselves. | **No Action Taken** |
| **2. Approval of February 18th, 2014 Minutes** | Board of Directors committee reviewed the minutes of February 18th, 2014 | **Dennis De Pietro moved and Larry Martin seconded approval of the Feb. 18th minutes. Phil Lanzafame abstained due to his absence. The was approved.** |

| | | |
|---|---|---|
| **3. Approval of March 4th, 2014 BOD Conference Call Meeting Minutes** | Board of Directors committee reviewed the minutes of March 4th, 2014 conference call meeting. | **Joe Stitick moved and Raul Porto seconded the motion to approve the March 4th Board meeting by phone. The motion was approved.** |
| **4. Public Comments and Announcements** | Rick Lemmo opened the floor to public comments and announcement. | **No Action Taken** |
| **5. City Updates on Current Projects** | a. Parklets<br>Philippe Eskandar reported that they are conducting surveys, however they are, also, considering stopping the project, because of financial and some other issues. Discussion followed.<br>b. Banner Schedule<br>It has been discussed and agreed that usage of Banners on Brand Blvd has to be scheduled ahead of time and DGA has to be notified if any changes occur. The schedule of banners for the year was reviewed.<br>c. News Rock Removal<br>9 news racks had been removed. If the remaining aren't filled, then DGA will request for the rest to be removed as well. | **No Action Taken** |
| **6. Committee Reports** | **1. Executive Committee**<br>**a.** Financial Report<br>- Marco Li Mandri gave the financial report.<br>**b.** Staff Report<br>- None<br>**c.** Form 990 and Tax Filings<br>Forms will be prepared and provided to the Board of Directors for their review. | **a. Raul moved and Joe seconded approval of the rough draft financial report. The motion was approved unanimously.** |

| | | |
|---|---|---|
| | **d.** New Businesses<br>- It will be coordinated with the city of Glendale on New Business Attraction<br>**e.** Lilya Avagyan – Outreach person<br>- Marco Li Mandri announced that Lilya will be the outreach person to attend community events on behalf of Downtown Glendale Association.<br>**f.** Non – assessment district bank account<br>- Committee discussed opening a non-assessment account. Marco reported that non-assessment district funds (Farmers Market and corner planters, must be segregated from the assessment district funds through two separate bank accounts.<br>**g.** Glendale Police Department Foundation Sponsorship<br>- Board of Directors discussed and agreed to purchase Gold Sponsorship for Glendale Police Foundation Awards Luncheon<br>**h.** Request for Reimbursement of 500 Brand Ltd., authorize Executive Committee to respond to concerns raised in letter of March 6th, 2014<br>- Committee agreed on holding to making a decision before they gather more information.<br><br>**2. SOBO Committee**<br>**a.** Ambassadors update – banked hours<br>- Nick Lemmo reported that there are additional projects that ambassadors will be working on, and banked hours will be used for those extra hours. | **f. Raul moved and Joe seconded creating a separate bank account for non-assessment district revenues. The motion was approved unanimously.**<br><br>**g. Rick moved and Larry seconded the motion to purchase a Gold Sponsorship for the Glendale Police Dept Foundation advertisement. The advertisement will use non-assessment district funds. The motion was approved unanimously.**<br>**h. Larry moved and Phil seconded that the Exec Committee be authorized to respond to the 500 Brand Ltd. Assessment dispute. The motion was approved unanimously** |

| | | |
|---|---|---|
| | **b.** Concrete planters solicitation brochure<br>- Committee reviewed and approved the planter sponsorship brochure<br>**c.** Work with GPD on homeless issues<br>- Rick Lemmo reported that the Chief of Police is very involved with homeliness issues and is willing to work to solve the problems accrued. He announced that a meeting will be scheduled with the Chief Castro and City Representatives.<br>**d.** Bob Perry recommendations on landscape plan for Brand Blvd.<br>- Board of Directors reviews and agreed on recommendation made by Bob Perry. We would like to submit Bob's final report to the City now that they have been reviewed by the Committee. Dennis and Marco will write a cover letter to the City on Bob's findings.<br>**e.** New supplemental services agreement<br>- No discussion<br>**f.** Operations Director report on service<br>- Nick Lemmo reported on Downtown Glendale maintenance – trash and graffiti removal, pressure washing hours, homeless issues.<br><br>**3. Marketing Committee**<br>**a.** Report from Tim Gallagher<br>- No discussion<br>**b.** Alex Theater upcoming events<br>- An email will be sent to notify all the members about upcoming | **b. Rick moved and Helen seconded approval of the final Corner Planter Solicitation brochure. The motion was approved unanimously.**<br><br>**d. Joe moved and Raul seconded that the recommendations be sent to the City. Phil abstained from the motion. The motion was approved unanimously.** |

| | | |
|---|---|---|
| | events. Helen McDonagh mentioned that the Taste of Downtown Glendale hosted by Glendale Healthy Kids organization will be held on April 30th, and the DGA is a major sponsor.<br>**c.** Web site updates<br>- Lilya and Shant are working on updates of DGA Website<br>**d.** App development<br>- Nick Lemmo reported that app is ready, and Sedna Solutions is waiting for the approval from apple and android.<br>**e.** Thanksgiving Parade Task Force<br>- No discussion<br>**f.** Fall displays and holiday decorations<br>- No discussion<br>**4. Downtown Market**<br>**a.** Financial report<br>- None<br>**b.** Operational Issues<br>- According to Carole Gallegos weekday morning market does not have a potential to be as successful as evening market or a weekend market. Extending the closing of a market will create a time conflict with the other market that Carole Gallegos is managing, as well as cause majority of vendors to withdraw since they are also vendors of other Farmers Market which starts right after.<br>- Rick Lemmo addressed the issue regarding some vendors closing earlier than the closing time which is unacceptable, and all the vendors should comply with the rules set by the Board of | |

| | | |
|---|---|---|
| | Directors.<br>**c.** Growth of vendors<br>- Carole Gallegos mentioned that January, March, and April are slow months, and starting from May new produce comes out and that will bring new vendors in. Carole said about 5 - 6 vendors are waiting to join when new produce starts to come out.<br>**d.** Media Coverage<br>- Farmers Market has received great media coverage.<br>**e.** Outreach to office buildings and Armenian Community<br>- Lilya is working with Armenian Newspaper to advertise the Downtown Glendale Market. It is currently in progress.<br>**5. Land Use Committee – Project Review**<br>**a.** Interface with Glendale Chamber's Land Use / Project Review Committee<br>- No discussion | |
| **7. Other** | None | **No action taken.** |
| **8. Next Meeting** | Next meeting for the Board of Directors Committee will be held on June 17$^{h}$ at 9:30am at 100 North Brand Blvd., Cowork 100 Basement, Glendale CA 91203 | **No action taken.** |

**Minutes taken by Lilya Avagyan, and Marco Li Mandri, staff.**

9

downtown glendale association

Rick Lemmo,
*President*
Raul Porto,
*Vice President*
Helen McDonagh,
*Treasurer*
Joe Stitick,
*Secretary*
Dennis De Pietro
Carol Jacobs
Phil Lanzafame

# Downtown Glendale Association
## Board of Directors Committee Conference Call Meeting
## Tuesday, May 27, 2014 – 9:30am
## 100 N Brand Blvd Cowork 100 Basement Glendale, CA 91203
## www.downtownglendale.com

**Present:** Rick Lemmo/Caruso Affiliated, Joe Stitick/Investment Property Services, Helen McDonagh/Massage Envy, Larry Martin/ Glendale Galleria, Phil Lanzafame/ City of Glendale, Dennis De Pietro/ Frank De Pietro and Sons

***Staff:*** Marco Li Mandri, Nick Lemmo, Lilya Avagyan

***Guests:*** None

**MINUTES**

| *Item* | *Discussion* | *Action Taken?* |
|---|---|---|
| **1. Introductions** | President Rick Lemmo had verifies the quorum and began the Conference Call Meeting at 9:30am. | **No Action Taken** |
| **2. Chamber of Commerce Gala Sponsorship** | Rick Lemmo proposed to the Board to allocate an amount of $ 2,500 to purchase one table for ten with all of the related advertising in the program at the Glendale Chamber of Commerce Casino Royale fundraiser on June 6th, 2014, funds to be allocated from the Administration Miscellaneous line item in the budget. | **MSC - Rick Lemmo / Helen McDonagh – Motion Carried by Consensus** |
| **3. Decision Making via E-mail** | Marco Li Mandri suggested to authorize staff to come up wording to amend bylaws allowing for Board decision via e-mail | **MSC – Dennis De Pietro / Joe Stitick – Motion Carries** |

| | | |
|---|---|---|
| | without meeting, submit to next Board meeting, June 17th | **by Consensus** |
| **4. Other** | None | **No Action Taken** |
| **5. Adjournment** | Conference Call Meeting was adjourned at 9:50am | **No Action Taken** |

**Minutes taken by Lilya Avagyan, and Marco Li Mandri, staff.**

## ARTICLE VIII
## DIRECTORS

**Section 1: Number and Qualifications and Terms.**

a. *Authorized Number.* The authorized number of Directors of the Corporation shall not be less seven (7) nor more than thirteen (13) until changed by amendment of the bylaws. The exact number of Directors shall be fixed from time to time, within the limits specified in this Article VIII, Section 1, by the Board of Directors.

b. *Director Board Composition .*

(1) Any Property Owner shall be entitled to nominate one (1) nominee, in accordance with Article VIII, Section 1, for the Board to consider electing as a Director at the annual Election Meeting.

(2) Of the authorized number of Directors, a minimum of eighty five per cent (85%) shall be Property Owners within the District.

(3) All remaining Directors shall be referred to as "Community Directors". Community Directors may be-Business Tenants, or Community at Large Representatives, *provided* that at all times from and after the date the District is established at least one (1) Community Director should be a non-property owning Business Tenant.

c. *Term.* The term of office of each Director of the Corporation shall be two (2) years and until his or her successor has been elected and qualified. The Directors may be elected at any meeting of the Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified. A Director may succeed himself or herself in office.

d. *Staggering of First Year Terms*: The first nomination of Directors shall take place in the summer of 2013, after it has been confirmed that the Property owners of the CBD had met the requirements for appointment to the Board as per Article VII, Sections 1 and 2. During the first nomination process of Board members, 50% plus one, (or an approximation of that amount) of the incoming Directors shall be assigned two year terms and 49% of the Directors, (or an approximation of that amount), shall be elected for one year terms. In 2014 and succeeding years, Directors shall all be nominated for two year terms.

e. *No Limit on Term.* There shall be no limit to how many terms any individual may serve on the Board.

**Section 2: Annual Election Meeting and Powers.** The nominated Directors shall be elected by majority vote of the currently seated Board members, based upon the provisions stated in Article VIII, Section 1 at the Annual Election meeting of the Board. Subject to the provisions of the Code, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, *provided* that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 3: Compensation.** Directors shall serve as volunteers without compensation and will not be reimbursed for attending any Board meetings or Committees except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the exercise of their powers as specified in Section 2 of this Article; in each case only after adoption of a written Board policy concerning this provision. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless it is for reimbursement of direct expenses relating to Board business and is reasonable and is allowable under the provisions of Section 4 of this Article.

**Section 4: Restriction Regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

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

a. 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.

**Section 5: Place of Meetings.** Meetings shall be noticed, held and conducted in accordance with the open meeting laws set forth in the Ralph M. Brown Act. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

**Section 6: Regular and Annual Election Meetings.** Regular meetings of Directors shall be held on a day specified and publicly noticed by the Board. The

Annual Election meeting shall be held at a time and place as determined by the Board, however in no event shall the Board fail to hold an Annual Election Meeting at least once per calendar year. Normally, the Board should strive to have its Annual Election meeting between September and November each year to allow for the new Board to set the annual budget for the following calendar year.

**Section 7: Special Meetings.** Special meetings of the Board may be called by the President, the Vice President, the Secretary, or by any four Directors, (see Section IX), and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation, consistent with the open meetings provision of the Ralph M. Brown Act.

**Section 8: Notice of Meetings.**

a. Regular and annual meetings of the Board shall be held consistent with the open meetings provision of the Ralph M. Brown Act.

b. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, fax, or e-mail. Notice shall also be posted on the Corporation's web site. If sent by mail, fax or e-mail, the notice shall be deemed to be delivered on its deposit in the mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice shall be given of any adjourned regular or special meeting to directors Delivered personally or by telephone, fax or email. Notice shall also be posted on the Corporation's web site. If sent by fax or email, the notice shall be deemed to be delivered on its transmission. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient's designated voice mailbox or address on such a system. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 9: Contents of Notice.** Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting needs to be posted in the notice consistent with the open meetings provisions of the Ralph M. Brown Act.

**Section 10: Action at a Meeting: Quorum and Required Vote.**

a. A quorum shall consist of a majority of the sitting Board members;

b. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, and these Bylaws.

c. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

d. Directors may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in such meeting can hear one another and can actively participate in such meeting. Participation in a meeting pursuant to this subsection (d) constitutes presence in person at such meeting

***Section 11:*** ***ACTION BY TWO THIRDS WRITTEN CONSENT WITHOUT MEETING***

*Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if two thirds of the members of the full Board shall individually or collectively consent in writing to such action. Each Board member shall be notified of the need for written consent without a meeting through first class mail, a fax, e-mail or phone call. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the simple majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by two-thirds written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.*

**Section 12: Conduct of Meetings.** Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, *provided* that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.