

D O W N T O W N
V E N T U R A
P A R T N E R S



**Minutes of Boards of Directors' Meeting
December 23, 2009
Pacific Western Bank Conference Room**

DVO Directors present: Chair Dave Armstrong, Vice Chair David Comden, Secretary Jerry Breiner, Treasurer Greg Smith and directors Jim Rice, Cheryl Heitmann, Seana Marie, Doug Wood, Steve Hoganson, Michele Olsen, Jim Luttjohann, Lori Moll, Christy Weir, Lucas Johnston (absent were Jason Collis, Zoe Taylor, Clarey Rudd, Maria Fiore)

DVP Directors present: Chair Dave Armstrong, Vice Chair David Comden, Secretary Jerry Breiner, Treasurer Greg Smith and directors Mike Merewether, Cheryl Heitmann, Christy Weir, Jeff Smith, Ed Warren, and Mark Hartley (absent was Jeff Becker)

Other attendees: Executive Director Rob Edwards, Sid White, Patti Channer, Jane Lax.

Quorums were met and the meeting was called to order at 8:35 a.m. by Chair Armstrong.

Introductions – Dave Armstrong asked the members of the public to introduce themselves and their affiliations.

Old Business & Executive Committee Report | Comden – David Comden reminded the committee chairs that newsletter articles are due Jan 6..

Approval of previous board minutes – A motion was made to approve the previous DVP board minutes.. Seconded and approved with 9 in favor, no opposing, no abstention. A motion was made to approve the previous DVO board minutes. Seconded and approved with 12 in favor, no opposing, no abstention.

ED Report | R Edwards – Rob Edwards requested that the Board allow him to read a letter without interruption or questions. Rob then read the letter attached to these minutes while also making additional comments not included in the letter. Among the additional comments was an accusation that a former DVO board member had committed "embezzlement" and that Rob had been "muzzled" on reporting this issue. After finishing his letter, Rob stated that the rest of the agenda was on "autopilot" and excused himself for the rest of the meeting. In response to a question by a DVO board member regarding Rob's statements, Dave Armstrong explained that under the Brown Act, the DVP could not discuss personnel matters that are properly handled in closed session. Cheryl Heitmann noted that the Brown Act is very protective of employee privacy and requires that personnel issue be addressed during a closed session. She suggested that DVO board members wishing to address the issue do so in the Public Comment section of the meeting.

DVP Action Item: Bylaws | C Heitmann – Cheryl presented the final copies of the draft bylaws, having emailed them previously, for all DVP board members to review prior to approval vote. A motion was made and seconded to approve these edited versions of the bylaws by a vote of 10 in favor, 0 opposed and 0 abstentions with one absence. Dave discussed protocol, and noted that the exact job description of the committees will be worked on next, after the first of the year.

DVP November financial report | G Smith – Greg produced the November financials, noting we will have a shortfall between 12/31/09 and the first tranche from the county property tax receipts. There was a motion and second to approve the financials by a vote of 10 in favor, 0 opposed, 0 abstentions and one absence. Mike Merewether reiterated a suggestion he made to Greg a few weeks ago, and that is/was to reallocate the pot maintenance out of the Clean & Safe budget. Short discussion.

DVP 2010 Budget | G Smith – Greg noted that Finance Committee had met last week and discussed the two options for our Clean & Safe budget. It is the most important aspect of the budget for many reasons. Greg cautioned the board that the DVP Clean and Safe budget would not be able to accommodate everything that everyone wants and that we would have to prioritize our wishes. He then reported that the finance committee met on December 17th and 22nd as requested by the board to recommend either an independent contractor model or a 3rd party contract model for providing Clean and Safe services to the district. The committee had examined an extensive list of issues and criteria that had been raised by the

board and committee members relating to the 2 options. He noted among other criteria that the SGI proposal offered more hours on the street and lower administrative costs. Based on all of the criteria, which he read to the board, the Finance Committee voted unanimously to recommend that the Board: 1) Adopt the Third Party Clean and Safe option, and start negotiating with SGI as the provider. 2) Adopt Budget Option #2 modified to use our current landscape contractor for planter maintenance if possible. Jim Lutjohann asked what tourism interface company they used, as a previous question of his at the last board meeting was still unanswered. Greg said he would look in to it. Christy discussed the SGI references she received from the five of the six cities she contacted. A common theme was that the merchants and businesses loved the SGI personnel, their training and responsiveness. Discussion followed on the 60-day "out" clause, if we were unhappy with their work. We also talked about our requirement to them to hire locally only. Q: are we subject to the living wage ordinance if we go thru SGI? A: Christy said no we are not. Q: Do we have a copy of the contract we can review? A: Yes, and Jeff will email out their draft to that end. Q: Jim L. asked what the scope of services is for SGI, going forward? A: explained that the SGI contract describes the scope of services generally, that the specific services are not yet defined, and that SGI was very flexible and could change the emphasis of the services quickly. Q: How will our program blend with the existing services? A: Jerry replied that our aim will be to interface directly with the public works and parks departments of the City, as noted in a previous handout Rob and Jerry had prepared. Jerry stated that anyone with tasks they want to be addressed send them to Jerry for the contract negotiations. If we don't have something in the contract it won't be addressed without paying extra for it. Jerry mentioned that because of the City-provided list, SGI should and will be tracking the City progress on their commitment to and we, too, should participate in keeping the City true to its word. Christy thought that SGI would interface well with the city, based on the references she received. Mike asked if there was any liquidated damages clause. Jeff Smith responded that the sample contract did not contain one. Dave said that, if there wasn't any objection, that we direct the Finance Committee to return with a recommended contract at the January 13th meeting. It was also suggested that the Clean & Safe Committee meet with the Public Works as well as VPD to discuss the scope of services we want, including verbiage such as "...such tasks may include from time to time, the following...." Discussion.

Announcements – A big thank you to the Organization Committee for last week's Volunteer Appreciation night at Fiore. Lucas, along with Michele, Lynn and Kate all pitched in, and a big thanks as well to Maria Fiore for the use of the space. Jerry noted the kiosk panel is broken and the committee should address it, as the door now swings open for vandals to take root. Cheryl noted that the Downtown Rotary is still taking in coats for the Winter donation, and donations can be dropped off at the Festival office or at any Four Seasons Dry Cleaners citywide. Jim Lutjohann handed out the new VVCB map brochure. Christy noted that ArtCity is part off the Stone Foundation and their annual worldwide symposium will take place in Grant Park mid January.

Public Comments – Patti Channer said that our collective passion for downtown really shows out in the public realm, and she acknowledged the work DVO does – but especially Rob. She noted that his workability is based in large part on trust, respect and love. Michelle noted that it is so hard to comment, but considering it is 2 days before Christmas, we need to act as human beings – and she is very impressed by what Rob has accomplished thus far, seeing the changes and progress downtown due in large part to his work. She met Rob two years ago and living downtown and on the westside, she sees Rob everywhere. Jim Lutjohann stated that we are all human beings here and that the board should give full consideration to Rob as the "face" of downtown and his commendable work to date. Other board members added additional comments, all supporting these statements, noting in all instances his dedication to the job and the passion he brings to our collective task. Jim Lutjohan remarked at the end that there are a rare few who have given so much above what their salary dictates. Rob is surely a prime example of just that.

Adjourn DVO meeting

CLOSED DVP BOARD MEETING | Personnel Issue

CLOSE CLOSED SESSION

REOPEN OPEN SESSION – Dave reported out that the board voted 10 in favor with no objections nor abstentions and with one absent to grant Rob immediate medical leave, subject to later review. _

Meeting adjourned at 11:15 a.m. | Respectfully submitted, Jerry Breiner – secretary, 2009-2010
