

Board of Directors Meeting

October 10, 2018

Studio One Eleven

Retail Design Collaborative



CONSENT CALENDAR

2. SECRETARY REPORT

- Minutes from August 15, 2018 meeting

3. FINANCIAL REPORT

- Year-To-Date Financials through August 2018

All matters listed under the Consent Calendar are to be considered routine by the Board and will all be enacted by one motion.

ACTION: Approve consent items unless otherwise removed for discussion.

CHAIRPERSON'S REPORT

Ryan Altoon

Chair

4. Chairperson's Report

4A. President & CEO Annual Evaluation

4. Chairperson's Report

4B. Outgoing Chair Remarks – Altoon

4C. Incoming Chair Remarks – Shooshani

4. Chairperson's Report

4D. Amend Bylaws

- i. **ACTION:** Amend Bylaw Section 8.3 and 8.5e to add additional At-Large Director (appointed) and create 21-member voting Board as recommended by Executive Committee. (2/3 majority required).

- ii. **ACTION:** Amend Bylaw 8.5d and 8.7 to make all voting Board members eligible to serve on Executive Committee as recommended by Executive Committee. (2/3 majority required).

4. Chairperson's Report

4E. Election of 2018-19 Executive Committee

- i. **ACTION:** Vote by acclamation Silvano Merlo to serve as Chair-elect for one-year term, expiring September 30, 2019.
- ii. **ACTION:** Vote by acclamation Toliver Morris, Alan Pullman, Allison Kripp, Debra Fixen, and Laurie Gray to serve on the DLBA Executive Committee for one-year term, expiring September 30, 2019.

4. Chairperson's Report

4F. Board Seat Vacancies

i. **ACTION:** Appoint Loara Cadavona to fill the vacant At-Large seat, effective immediately and expiring on September 30, 2020 as recommended by the Governance Committee.

ii. **ACTION:** Appoint Bob Kelton to fill the vacant Downtown Council District (CD2) Residential Representative seat effective immediately for the remainder of its term expiring September 30, 2019 as recommended by the Governance Committee.

4. Chairperson's Report

4G. Approve Administrative Committees

- i. **ACTION:** Approve Hilda Sanchez, Bob Kelton, Cuong Phan and Jake Mooney to serve on the Finance Committee, effective immediately for one year, expiring September 30, 2019.
- ii. **ACTION:** Approve Bob Kelton (chair), Kristi Allen, Richard Lewis, John Sangmeister, and Cuong Phan to serve on the Audit Committee, effective immediately for one year, expiring September 30, 2019.
- iii. **ACTION:** Approve Silvano Merlo (chair), Ryan Altoon, Jeremy Harris, Griselda Suarez, and Toliver Morris to serve on the Governance Committee, effective immediately for one year, expiring September 30, 2019.

President and CEO Report

Kraig Kojian

5. President and CEO Report

5A. Presentation of Form 700, Conflict of Interest, Brown Act, and Public Information Act – Amy Webber, Deputy City Attorney

THE BROWN ACT

Presented by the
Long Beach City Attorney's Office
October, 2018

What is the Brown Act?

- California Government Code section 54950:
- All meetings shall be open and public
- Actions and deliberations must be taken openly
- All persons shall be permitted to attend and participate in the meetings
- Only matters on the agenda can be discussed

Who is subject to the Brown Act?

- Applies to “legislative bodies” including commissions or committees created by formal action of the City Council
- Includes business improvement districts and parking and business improvement areas (“P-BIDs” and “PBIAs”) (see *Epstein v. H’wd Entertainment Dist. II BID* (2001) 87 Cal. App. 4th 862; Cal. Sts. & H’wys. Code § 36612)
- Applies to standing subcommittees created by formal action
 - But not temporary ad hoc advisory committees made up solely of Board members and constituting less than a quorum

What constitutes a meeting?

- Any congregation of a majority of the members at the same time and place to hear, discuss, or deliberate on any item that is within the subject matter jurisdiction of the Board
- Also known as a quorum, a “majority” is defined as 50% + 1 of seats
- A quorum of members is required for all purposes except to adjourn the meeting and to take action to seek a quorum
- The quorum requirement is “protection against totally unrepresentative action in the name of the body.”

Closed Sessions

- Very limited: only for litigation; real estate negotiations; public employee evaluations; labor negotiations
- Brown Act provides “safe harbor” only for enumerated exceptions
- Narrowly construed; not enough that the subject is embarrassing, sensitive or controversial
- “Secrecy breeds distrust”

Pitfalls: Serial Meetings/Series Communications

- Beware of email communications
 - A majority cannot email each other to discuss topics before the Board for the purpose of developing a “collective concurrence” on an issue or topic.
- Beware of “serial” contacts -- “A to B” and “B to C” can lead to a “collective concurrence.” Applies to staff as well.
- Beware of “Hub & Spoke” contacts – central point provides information to obtain a concurrence

What is not a meeting?

- Individual contacts between a Board member and another person
- Majority of the members at a:
 - Conference open to the public
 - Local public meeting that is publicly noticed and open to all
 - Open meeting of another government body
 - Social or ceremonial events

But cannot discuss Board matters among themselves at these events

When can meetings be held?

- Regular meetings:
 - Agenda must be posted 72 hours before meeting
- Special meetings:
 - Called by Chair or majority of Board members, agenda must be posted 24 hours before the meeting

Where can meetings be held?

- Within the boundaries of the City, unless a specific exemption applies
- Meetings must be accessible under the Americans with Disabilities Act of 1990
- “Special accommodations” such as interpreters or assistive listening devices should be listed as available upon advance request on the agenda

Agenda Requirements

- Must state meeting time and place and be posted in a location “freely accessible” to the public
- Must contain a “brief general description of each item of business to be transacted or discussed at the meeting”
- Bad Example: “Consideration of contract with ABC Consulting” – not adequate
- Good example: “Consideration of a contract with ABC Consulting in the amount of \$10,000 for traffic study in Bixby Knolls”
- Director’s report: brief report on notable topics of interest, not listed on the agenda – permissible as long as it does not result in extended discussion or action by the board

Public Right to Comment

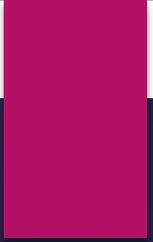
- Regular meeting
 - Public may comment on any matter within the Board's subject matter jurisdiction even if not on the agenda (non-agenda public comment)
 - Public must also be allowed to comment on agenda items
 - Reasonable regulations, including time limits, may be adopted
 - Immediate response to comment by board is not required or advisable

Public Right to Attend

- Public has a right to record the meeting with an audio or video tape recorder, or take photographs
- Public has a right to review agendas and other writings distributed to a majority of the board members
- No secret ballots allowed
- Results of vote must be announced

Violations of the Brown Act

- Civil Actions
 - Any interested party may begin action
 - The Board will have an opportunity to cure and correct actions taken
 - With judgment, action is void, with certain exceptions
 - Costs & attorney fees may be awarded
- Criminal penalties
 - With intent to deprive public of information
 - Guilty of a misdemeanor



Statement of Economic Interests

LONG BEACH CITY ATTORNEY'S OFFICE

OCTOBER, 2018

Financial disclosure

- ▶ State law requires public officials to disclose assets and income that may be materially affected by their official actions by filing a "Statement of Economic Interests" (also known as a "Form 700.")
- ▶ City elected officials and board and commission members must file the Form 700, including boards receiving City funds.
- ▶ Form 700s may be completed online.
- ▶ They must be completed within 30 days of assuming office, and annually thereafter, covering the preceding calendar year.

Required disclosures

- ▶ Required disclosures include:
- ▶ Investments in business entities that do business in the jurisdiction (examples: stock holdings, businesses, partnerships);
- ▶ Interests in real property in the jurisdiction, not including personal residences;
- ▶ Sources of personal income, including gifts, loans and travel payments; and
- ▶ Positions of management or employment with business entities that do business in the jurisdiction.

Completing the Form

- ▶ Name, mailing address, daytime phone number
- ▶ Section 1: Name of Board or Commission
- ▶ Section 2: Jurisdiction: City of Long Beach
- ▶ Section 3: Type of Statement – Assuming Office, Annual, Leaving Office; applies to the preceding calendar year

Schedules

- ▶ Read the instructions for each schedule of the Form 700 and use the appropriate schedule for each type of interest.
- ▶ Common reportable interests should be made on the following schedules:
- ▶ Schedule A-1: Stocks, including those held in an IRA or 401K
- ▶ Schedule A-2: Business entities, sole proprietorships, partnerships, LLCs, corporations and trusts.
- ▶ Schedule B: Rental property in the jurisdiction
- ▶ Schedule C: Non-governmental salaries of public official and spouse
- ▶ Schedule D: Gifts from businesses
- ▶ Schedule E: Travel payments from third parties (not your employer)

Common Non-Reportable Interests

- ▶ You need not report these interests:
- ▶ Schedule A-1: Insurance policies, government bonds, diversified mutual funds, exchange-traded funds and investments in certain retirement accounts.
- ▶ Schedule A-2: Savings and checking accounts; annuities.
- ▶ Schedule B: Personal residences
- ▶ Schedule C: Governmental salary
- ▶ Schedule D: Gifts from family members
- ▶ Schedule E: Travel paid for by your employer

submitting the form

- ▶ When you have completed the Form and Schedules, attach them to the cover page.
- ▶ If you have no interests which must be disclosed, check the “No Reportable Interests” box and file only the cover page.
- ▶ Sign/verify the cover page. The Form 700 must be signed under penalty of perjury.
- ▶ Once filed, the Form 700 is a public document, and is available to the public.
- ▶ Annual filings are due on or before April 1 each year. Late filers may face fines or other penalties.

Questions

- ▶ Questions relating to the filing of the Form 700 should be directed to the Office of the City Clerk.
- ▶ Questions of a legal nature may be directed to the City Attorney's Office.
- ▶ You may also contact the Fair Political Practices Commission's toll-free help line at 866-275-3772, or through the FPPC's website at www.fppc.ca.gov.

5. President and CEO Report

5B. Pedestrian Wayfinding

- i. **ACTION:** In accordance with DLBA bylaws, authorize President and CEO to enter into a service agreement with Sign Age in amount not to exceed \$125,000 for the fabrication and installation of 12 pedestrian wayfinding signs in Downtown Long Beach.

5. President and CEO Report

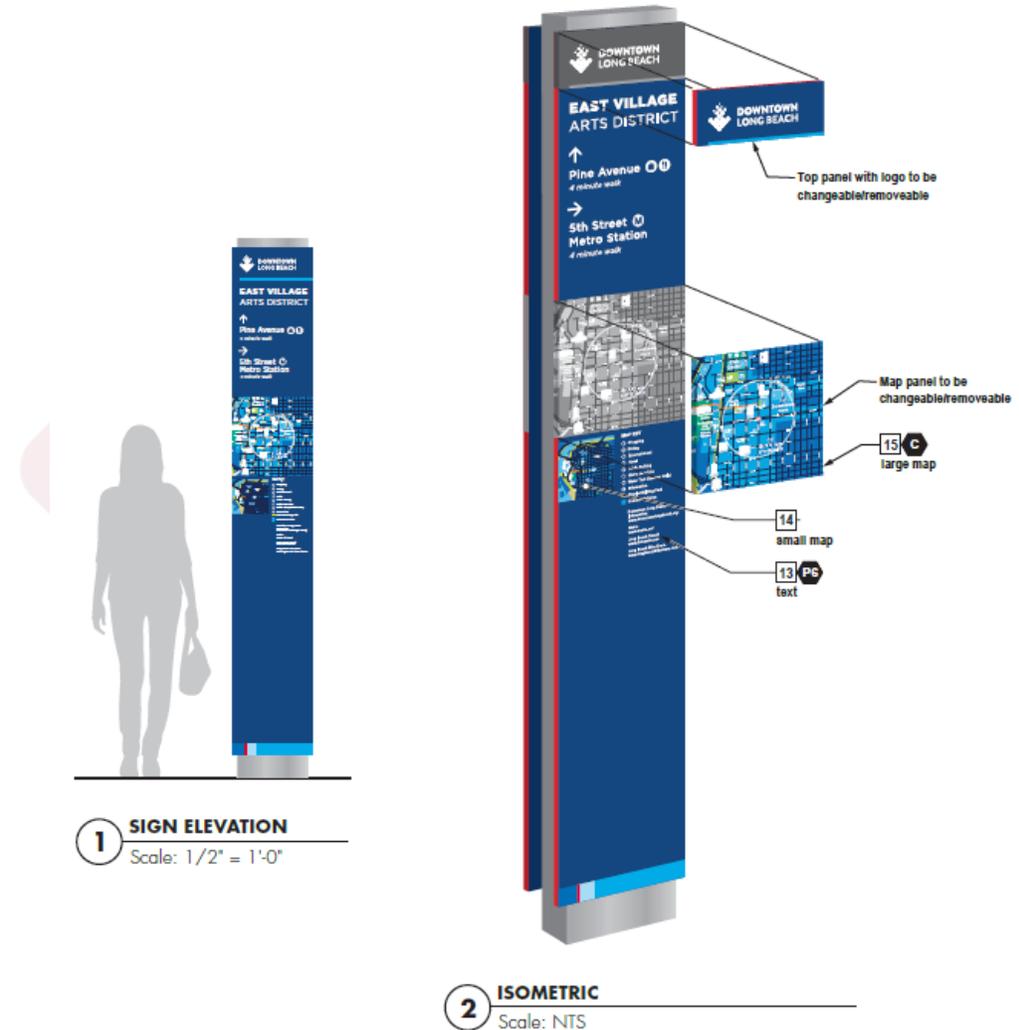
Pedestrian Wayfinding Background & Timeline

- Partnership with City of Long Beach
 - DLBA – Pedestrian Signage Design
 - City – Gateways and Vehicular Signage Design
- Project Goals
 - Enhance pedestrian experience in DTLB
 - Program the street experience to create a welcoming sense of place and activity
 - Facilitate connections between neighborhoods
 - Call attention to destinations and attractions

5. President and CEO Report

Pedestrian Wayfinding Timeline

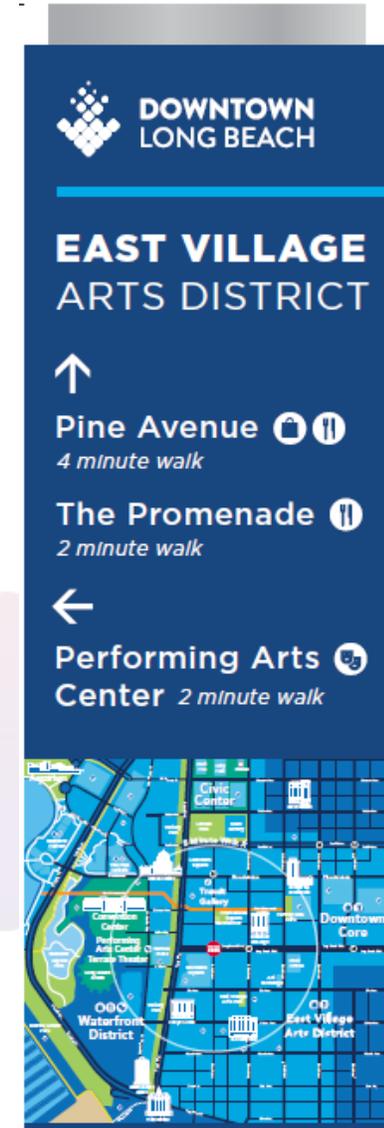
- June 2016 – Project Kick-off
- July 2016 – Stakeholder Workshop at DLBA Public Realm Committee meeting
- Fall 2016 – City-side Wayfinding Survey
- Fall 2016 – Wayfinding Sign Design
- April 2017 – Comprehensive City-wide Wayfinding presentation at City Council
- April 2017 – DLBA Pedestrian Wayfinding Sign Program Community Meeting



5. President and CEO Report

Pedestrian Wayfinding Timeline

- May 2017 – Finalize Sign Locations and Messages (74 locations)
- May 2017 – Prepare cost estimates for construction, installation, and sign removal
- July 2017 – Final Pedestrian Wayfinding Sign Program at Public Realm Committee
- February 2018 – Complete Pedestrian Sign Construction Drawings
- August 2018 – Release Phase I RFP
- October 2018 – Selection of Fabricator/Installer Contractor
- Spring 2019 – Phase I Installation



5. President and CEO Report

Request for Proposals

- Released August 14, 2018
- 7 Submissions Received by September 17 Deadline
- Review Panel consisting of DLBA Staff, Public Realm Committee members, Downtown Stakeholders, and City Staff
- 3 Firm Invited to Interview – Sign Age, DCL, and Jones Sign
- Sign Age selected as preferred firm
- Sign Age Background
 - Located in Santee, CA
 - Extensive experience delivering similar type signage
 - Provides in-house fabrication, permitting and installation

5. President and CEO Report

Next Steps

- Negotiate and Finalize Contract – October 2018
- Kick-off Meeting and Site Visit – October 2018
- Finalize Shop Drawings and Submittals – December 2018
- Permits – January 2019
- Fabrication including Prototype – February 2019
- Site Work and Installation – March 2010

6. Old Business

7. New Business

8. Public Comment (three minutes on all non-agenda items)

9. Adjournment

DLBA MEETINGS AND UPCOMING EVENTS

Meeting / Event	Date	Time	Location
Economic Development Committee	October 11	2:00PM	DLBA
Marketing & Communications Committee	October 11	4:30PM	DLBA
Live After Five	October 18	5PM – 9PM	The Loop & West Gateway
Public Safety	October 23	4:00PM	DLBA
Governance Committee	October 24	10:00AM	DLBA
Public Realm	October 29	4:00PM	DLBA
Finance Committee	November 30	10:00AM	DLBA