

## Board of Directors Joint Meeting Agenda

Date of Meeting:	11/30/2022	Time:	4:00PM
Board Chairs:	Barrett Lipomi/David Boring	Location:	953 10 <sup>th</sup> Street (Greens)
1. Discussion Items			
#	Topics	Presenter	
1	Open Meeting (2 min)	Barrett L.	
2	DID Approval of Minutes (2 min)	David B.	
3	DMP Approval Minutes (2 min)	Barrett L.	
4	Public Comments (The Board of Directors welcomes participation in meetings. This time on the agenda is provided for members of the public to address the Board of Directors of DMP on matters of concern that fall within the jurisdiction of the Board that are not on the agenda. Speakers are encouraged to consult with management prior to agenda preparation regarding any DMP operation or responsibility. As per the Brown act, no action can be taken on non-agenda issues. It is not required, but speakers may provide their name and address. Because these are non-agenda matters, no discussion or comment by the Board should be expected except to properly refer the matter for review or action as appropriate. Public Comments will be limited to five minutes per speaker.) (5 min)	Any	
5	Downtown Administrative Report (Recap of recent activities and upcoming initiatives: Experience Engineers, First Fridays, DoMo Walls, RAD Card, Window Improvements, Pink Friday, Horse Carriage Rides) (15 Min)	Josh B./ Heidi S.	
6	DMP Action: Discuss Financials (5 min)	Josh B.	
7	DID Action: Discuss Financials (5 min)	Heidi S./ David B.	
8	DMP & DID Action: Joint Executive Teams Recommendation – Discuss RAD Card Funding Event (10 min)	Josh B.	
8	DID Action: Discuss setting aside unrestricted funds from normal operating funds by creating a reserve savings account (5 min)	Heidi S./ David B.	
9	DMP & DID Action: Joint Executive Teams Recommendation – Discuss Strategic Direction and 2023 Annual Action Plan (15 min)	Josh B.	
10	DMP Action: Executive Team Recommendation – Discuss FY 2023 Operating Budget (10 min)	Josh B./ Michelle M.	
11	DMP Action: Executive Team Recommendation – Discuss 2023 Board Member and Officer Nominations (10 min)	Barrett L.	
12	Board Member Forum (5 min)	Any	
13	Adourn Regular Meeting	Barrett L.	

Description	Brought by
DID Minutes 9/21/22	Richelle Hartsock
DMP Minutes 9/21/22	Richelle Hartsock
DMP Financials	Richelle Hartsock
DID Financials	Richelle Hartsock
Strategic Direction and 2023 Annual Action Plan	Richelle Hartsock
2023 DMP Operating Budget	Richelle Hartsock
2023 DMP Board and Officer Nominations	Richelle Hartsock



## Board of Directors Meeting Minutes

Date of Meeting:	09/21/2022	Time:	4:00PM
Minutes Prepared By:	Richelle Hartsock	Location:	953 10 <sup>th</sup> Street (Greens)

### Attendance

<b>Present</b>	DMP: Barrett Lipomi, Kirstie Boyett, Ann Endsley, Kathryn Davis, Charles Doll, David Boring, Josh Bridegroom DID: Charles Doll, Lauren Trevino (by proxy vote), David Boring, Maria Apodaca, Amanda Heitlinger
<b>Absent</b>	DMP: Erin Doran, David Darmstandler, Blake Humble, Fred Silva, Ryan Swehla
<b>Others</b>	Heidi Savage, Stephanie Foster, Elizabeth Buenrostro, Richelle Hartsock, George Boodrookas

### Discussion

#	Topics	
1	Open Meeting - Barrett opened the meeting at 4:34 p.m.	Barrett L.
2	DID Approval of 5/18/22 Minutes - David called for approval of the minutes for the meeting of 5/18/2022 o Board approved the minutes as presented (C. Doll/A. Heitlinger; Unanimous)	David B.
3	DID Approval of 7/12/22 Minutes - David called for approval of the minutes for the meeting of 7/12/2022 o Board approved the minutes as presented (A. Heitlinger/M. Apodaca; Unanimous)	David B.
4	DMP Approval of 5/18/22 Minutes - Barrett called for approval of the minutes for the meeting of 7/12/2022 (A. Endsley/C. Doll; Unanimous)	Barrett L.
5	DID Action: Discuss the resignations of Thomas Lopes and Bart Barringer - David recommended approval of the resignations of Thomas Lopes and Bart Barringer o Board approved the resignations, as recommended (A. Heitlinger/ C. Doll; Unanimous)	David B
6	Public Comments - No public comments were made	Any.
7	Downtown Administrative Report - Josh and Heidi recapped recent activities and upcoming initiatives.	Heidi S.

8	DMP Action: Discuss Financials <ul style="list-style-type: none"> <li>- Josh presented the financials and recommended approval with the board recognizing the inclusion of accounting services listed at the bottom. This wasn't anticipated as a line item when the budget was adopted and has subsequently been outsourced. <ul style="list-style-type: none"> <li>o Board approved financials for YTD 8/31/2022 recognizing outsourced accounting services, as presented (K. Davis/ D. Boring; Unanimous)</li> </ul> </li> </ul>	Josh B.
9	DID Action: Discuss Financials <ul style="list-style-type: none"> <li>- Heidi presented the financials to the board <ul style="list-style-type: none"> <li>o Board approved financials for YTD 8/30/2022 as presented (C. Doll/ D. Boring; Unanimous)</li> </ul> </li> </ul>	Heidi S.
10	DMP and DID Action: Discuss Strategic Direction <ul style="list-style-type: none"> <li>- George led the group through a lengthy and productive strategic direction exercise.</li> </ul>	George B.
11	Board Member Forum <ul style="list-style-type: none"> <li>- No items were discussed</li> </ul>	Any
12	Adjourn Regular Meeting <ul style="list-style-type: none"> <li>- David adjourned meeting at 7:05pm</li> </ul>	Barrett L





















**Next Meeting (if applicable)**

Date: 11/16/2022

Time: 4:00 p.m.

Location: 1003 10<sup>th</sup> St.

### By the Numbers -October

	October 2022	Month over Month September 2022 to October 2022	Year over Year October 2021 to October 2022
<b>Pounds of Trash Collected</b>	20,560	 +13	 + 32
<b>Graffiti Spots Removed</b>	382	 +09	 +26
<b>Business Interactions</b>	252	 +05	 +27
<b>Calls for Service</b>	86	 +04	 +17
<b>Homeless Engagements</b>	473	 +04	 +13
<b>Homeless Referred to Services</b>	141	 +04	 +08
<b>Anti-Social Behavior Abated</b>	99	 +06	 +23
<b>Patron Interactions</b>	732	 +04	 +28
<b>Patrons Referred to Businesses/Services</b>	264	 +02	 +29
<b>Rank Security Calls Serviced</b>	47	 +01	 +12

Downtown Modesto Partnership  
 RAD Card Activity  
 January 1, 2022 through October 31, 2022

**RAD Card  
 Payable**

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Beginning Balance		\$ 3,878,346.92
County Deposits	\$ 2,862,262.50	
Square Deposits	3,571,458.66	
Merchant Deposits	5,850.20	
Bank Interest	<u>13.01</u>	
<b>Total Deposits</b>		<b>6,439,584.37</b>
Processing Fees - Square	(537,185.03)	
Processing Fees - Merchant	(529.84)	
Vendor Payments - Tipalti	<u>(7,570,016.37)</u>	
<b>Total Expenditures</b>		<b><u>(8,107,731.24)</u></b>
<b>Ending Balance (Liabilities)</b>		<b><u>\$ 2,210,200.05</u></b>
Cash - OVCB	\$ 1,670,382.89	
Less: Indicated Cash Bal (Admin)	(436,126.37)	
Cash - Tipalti	522,730.52	
Posted Receivables	<u>453,213.01</u>	
<b>Ending Balance (Assets)</b>		<b><u>\$ 2,210,200.05</u></b>

**RAD Card  
 Administration**

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Beginning Balance - Carryover from Prior Years		\$ 153,321.88
RAD Income - Admin Fees		485,362.50
RAD Expenses		
Customer Service	\$ 7,214.07	
Amazon Web Services	218.87	
App Development	136,962.00	
Credit Card Fees	244.71	
Subscriptions	474.46	
Insurance - Cyber Liability	5,563.23	
Payroll (Liz & Sara)	12,668.30	
Marketing & Website	<u>39,212.37</u>	
<b>Total RAD Expenses</b>		<b><u>202,558.01</u></b>
Net RAD Admin Income		<u>282,804.49</u>
Total RAD Available Ending Balance		436,126.37
Less: Fraud Contingency		<u>(50,000.00)</u>
Available after Contingency		<b><u>\$ 386,126.37</u></b>
Posted Receivables	\$ -	
Indicated Cash Balance - RAD Admin	<u>436,126.37</u>	
		<b><u>\$ 436,126.37</u></b>



**Downtown Modesto Partnership  
Budget v Actual 10/31/22  
General Administration**

	YTD Actual (10/31/22)	YTD Budget	YTD Variance	Annual Budget	% of Annual Budget
<b>Revenue</b>					
31020 Board Donations	-	-	-	1,200.00	0.00%
31030 CBD Income	731,349.24	700,000.00	31,349.24	700,000.00	104.48%
31040 Contracted Services	59,023.72	94,684.17	(35,660.45)	113,621.00	51.95%
31060 Sublease	8,728.73	13,000.00	(4,271.27)	15,600.00	55.95%
31070 Events & Activities	69,573.52	66,667.00	2,906.52	130,860.00	53.17%
31085 Sponsorship/Advertising	24,500.00	25,000.00	(500.00)	30,000.00	81.67%
31015 Bank Interest	668.81	625.00	43.81	750.00	89.17%
<b>Total Revenue</b>	<b>893,844.02</b>	<b>899,976.17</b>	<b>(6,132.15)</b>	<b>992,031.00</b>	<b>90.10%</b>
<b>Expenditures</b>					
41000 Advertising/Marketing	26,018.20	22,155.00	3,863.20	26,586.00	97.86%
Bank Fees	85.00	-	85.00	-	0.00%
41010 Benefits					
Health Insurance	45,375.24	45,333.33	41.91	54,400.00	83.41%
Pension	13,735.33	15,166.67	(1,431.34)	18,200.00	75.47%
41020 Board Meetings & Convenings				1,000.00	0.00%
41040 Dues, Subscriptions & Licenses	5,476.59	3,333.33	2,143.26	4,000.00	136.91%
41041 Employee Parking	2,665.50	3,333.33	(667.83)	4,000.00	66.64%
41050 Events/Activities	54,635.67	45,833.33	8,802.34	55,000.00	99.34%
41070 Liability Insurance	1,510.87	3,833.33	(2,322.46)	4,600.00	32.85%
41090 Office Improvements & Maint.	622.61	7,083.33	(6,460.72)	8,500.00	7.32%
41100 Office Equipment & Supplies	6,664.53	7,500.00	(835.47)	9,000.00	74.05%
41110 Outside Services					
Auditor/CPA	4,250.00	4,250.00	-	5,500.00	77.27%
Eco Counter	-	-	-	8,765.00	0.00%
Rank Security	19,114.00	20,000.00	(886.00)	24,000.00	79.64%
SinglePoint	7,659.06	6,250.00	1,409.06	7,500.00	102.12%
StreetPlus	155,767.84	208,333.33	(52,565.49)	250,000.00	62.31%
41120 Payroll	261,794.57	304,166.67	(42,372.10)	365,000.00	71.72%
41130 Payroll Tax Expense	22,004.76	27,375.00	(5,370.24)	32,850.00	66.99%
41140 Postage & Delivery	432.83	333.33	99.50	400.00	108.21%
41150 Professional Development	51.18	4,166.67	(4,115.49)	5,000.00	1.02%
41155 Public Space Beautification	333.88	16,666.67	(16,332.79)	20,000.00	1.67%
41160 Rent	44,440.00	40,400.00	4,040.00	48,480.00	91.67%
41170 Sponsorship	8,300.00	8,333.33	(33.33)	10,000.00	83.00%
41170 Travel & Entertainment	5,856.67	7,500.00	(1,643.33)	9,000.00	65.07%
41180 Utilities	10,698.12	10,833.33	(135.21)	13,000.00	82.29%
41190 Vehicle Expenses	1,730.73	3,333.33	(1,602.60)	4,000.00	43.27%
41200 Workers Compensation	1,412.50	2,083.33	(670.83)	2,500.00	56.50%
<b>Total Expenditures</b>	<b>700,635.68</b>	<b>817,596.67</b>	<b>(116,960.99)</b>	<b>991,281.00</b>	<b>70.68%</b>
Accounting Services	17,976.01				
Sponsorship - Children's Museum	250,000.00				
<b>Net Revenue</b>	<b>(74,767.67)</b>				
Valley First Credit Union	179,638.48				
Oak Valley Savings	392,784.41				
<b>Total Cash On Hand</b>	<b>572,422.89</b>				

**Modesto Downtown Improvement District  
Budget vs. Actuals: FY23 P&L**

July - October, 2022

	Total			
	Actual	Budget	over Budget	% of Budget
<b>Revenue</b>				
41000 Mill Tax DID	140,544.34	235,000.00	-94,455.66	59.81%
City DID Administration Fee		-6,392.00	6,392.00	0.00%
<b>Total Revenue</b>	<b>\$ 140,544.34</b>	<b>\$ 228,608.00</b>	<b>-\$ 88,063.66</b>	<b>61.48%</b>
<b>Gross Profit</b>	<b>\$ 140,544.34</b>	<b>\$ 228,608.00</b>	<b>-\$ 88,063.66</b>	<b>61.48%</b>
<b>Expenditures</b>				
<b>51000 Marketing Expense</b>				
Advertisement and Sponsorship	300.00	23,000.00	-22,700.00	1.30%
Social Media	2,401.75	9,000.00	-6,598.25	26.69%
Website Development		8,000.00	-8,000.00	0.00%
<b>Total 51000 Marketing Expense</b>	<b>\$ 2,701.75</b>	<b>\$ 40,000.00</b>	<b>-\$ 37,298.25</b>	<b>6.75%</b>
52000 Board Meetings	115.93	1,500.00	-1,384.07	7.73%
52025 Contractor Reimbursable - Field Services	10,000.00	31,500.00	-21,500.00	31.75%
52050 Dues & Subscriptions	694.58	4,000.00	-3,305.42	17.36%
52075 Liability Insurance	-229.11	3,300.00	-3,529.11	-6.94%
52100 Office Lease	3,412.78	10,300.00	-6,887.22	33.13%
52150 Office Supplies & Misc.	250.69	8,000.00	-7,749.31	3.13%
52175 Payroll Expenses	\$ 19,683.44	\$ 68,199.00	-\$ 48,615.56	28.72%
52200 Postage & Shipping		100.00	-100.00	0.00%
52300 Professional Development		1,500.00	-1,500.00	0.00%
52325 Board Member Development		1,500.00	-1,500.00	0.00%
52350 Professional Services		1,500.00	-1,500.00	0.00%
Accounting Services	1,225.00	1,500.00	-275.00	81.67%
CPA Services		750.00	-750.00	0.00%
Misc. Professional Services		825.00	-825.00	0.00%
<b>Total 52350 Professional Services</b>	<b>\$ 1,225.00</b>	<b>\$ 4,575.00</b>	<b>-\$ 3,350.00</b>	<b>26.78%</b>
52400 Programs & Events	229.30		229.30	
Beautification/Area Enhancement	1,488.00	12,000.00	-10,512.00	12.40%
Promotions/Events	348.03	28,609.00	-28,260.97	1.22%
<b>Total 52400 Programs &amp; Events</b>	<b>\$ 2,065.33</b>	<b>\$ 40,609.00</b>	<b>-\$ 38,543.67</b>	<b>5.09%</b>
52500 Travel & Entertainment	72.36	5,000.00	-4,927.64	1.45%
52700 Utilities & Telephone	363.24	1,500.00	-1,136.76	24.22%
59050 Bank Charges & Fees	21.00	125.00	-104.00	16.80%
Contingency Reserves		6,900.00	-6,900.00	0.00%
<b>Total Expenditures</b>	<b>\$ 40,276.99</b>	<b>\$ 228,608.00</b>	<b>-\$ 188,331.01</b>	<b>17.62%</b>
<b>Net Operating Revenue</b>	<b>\$ 100,267.35</b>	<b>\$ 0.00</b>	<b>\$ 100,267.35</b>	
<b>Net Revenue</b>	<b>\$ 100,267.35</b>	<b>\$ 0.00</b>	<b>\$ 100,267.35</b>	

Saturday, Nov 12, 2022 - Cash Basis



**Downtown Modesto  
STRATEGIC DIRECTION and ANNUAL ACTION PLAN – November 2022**

<i>Building our Consortium</i>	<i>Amplifying Use of Downtown Spaces</i>	<i>Expanding Our Influence</i>
Partner with the City to develop a downtown operations document – DMP Lead	Develop and maintain a database of vacant & potential tenants – DMP Lead	Host at least three community conversations on urbanism – DMP Lead
Memorialize our role with the City of Modesto – DMP/DID Shared	Develop annual business promotion program and implement at least one new promotion – DID Lead	Launch downtown music series with at least six shows – DID/DMP Shared
	Add three additional days per week to the Back of House Food Tour– DMP Lead	

**Downtown Modesto Partnership  
Projected 2023 General Operating Budget**

	YTD Actual (10/31/22)	YTD Budget (10/31/22)	YTD Variance (10/31/22)	2022 Annual Budget	Projected 2023	% of Annual Budget
<b>Revenue</b>						
31020 Board Donations	-	-	-	1,200.00	1,200.00	0.00%
31030 CBD Income	731,349.24	700,000.00	31,349.24	700,000.00	750,000.00	104.48%
31040 Contracted Services	59,023.72	94,684.17	(35,660.45)	113,621.00	50,000.00	51.95%
Grants	-	-	-	-	-	0.00%
31060 Sublease	8,728.73	13,000.00	(4,271.27)	15,600.00	-	55.95%
Events & Activities	69,573.52	66,667.00	2,906.52	130,860.00	35,200.00	53.17%
Micro-Enterprises Net (detail)	-	-	-	-	5,360.50	NA
RAD Admin Reallocation	-	-	-	-	50,000.00	NA
DoMo Walls Administration	(Incorporated into Events and Activities Revenue)					
31085 Sponsorship/Advertising	24,500.00	25,000.00	(500.00)	30,000.00	-	81.67%
31015 Bank Interest	668.81	625.00	43.81	750.00	750.00	89.17%
<b>Total Revenue</b>	<b>893,844.02</b>	<b>899,976.17</b>	<b>(6,132.15)</b>	<b>992,031.00</b>	<b>892,510.50</b>	<b>90.10%</b>
<b>Expenditures</b>						
Bank Fees	85.00	-	85.00	-	-	0.00%
<b>41010 Benefits</b>						
Health Insurance	45,375.24	45,333.33	41.91	54,400.00	42,000.00	83.41%
Pension	13,735.33	15,166.67	(1,431.34)	18,200.00	16,045.00	75.47%
<b>41020 Board Meetings &amp; Convenings</b>						
41040 Dues, Subscriptions & Licenses	5,476.59	3,333.33	2,143.26	4,000.00	5,000.00	136.91%
41041 Employee Parking	2,665.50	3,333.33	(667.83)	4,000.00	4,800.00	66.64%
41050 Events/Activities	54,635.67	45,833.33	8,802.34	55,000.00	30,396.00	99.34%
41070 Liability Insurance	1,510.87	3,833.33	(2,322.46)	4,600.00	4,600.00	32.85%
41090 Office Improvements & Maint.	622.61	7,083.33	(6,460.72)	8,500.00	5,000.00	7.32%
41100 Office Equipment & Supplies	6,664.53	7,500.00	(835.47)	9,000.00	9,000.00	74.05%
<b>41110 Outside Services</b>						
Auditor/CPA	4,250.00	4,250.00	-	5,500.00	5,500.00	77.27%
Accounting	-	-	-	-	30,000.00	0.00%
41000 Advertising/Marketing	26,018.20	22,155.00	3,863.20	26,586.00	17,064.90	97.86%
Eco Counter	-	-	-	8,765.00	8,765.00	0.00%
Rank Security	19,114.00	20,000.00	(886.00)	24,000.00	24,000.00	79.64%
SinglePoint	7,659.06	6,250.00	1,409.06	7,500.00	8,500.00	102.12%
StreetPlus	155,767.84	208,333.33	(52,565.49)	250,000.00	225,000.00	62.31%
41120 Payroll	261,794.57	304,166.67	(42,372.10)	365,000.00	320,900.00	71.72%
41130 Payroll Tax Expense	22,004.76	27,375.00	(5,370.24)	32,850.00	32,090.00	66.99%
41140 Postage & Delivery	432.83	333.33	99.50	400.00	400.00	108.21%
41150 Professional Development	51.18	4,166.67	(4,115.49)	5,000.00	5,000.00	1.02%
41155 Public Space Beautification	333.88	16,666.67	(16,332.79)	20,000.00	10,000.00	1.67%
41160 Rent	44,440.00	40,400.00	4,040.00	48,480.00	49,449.60	91.67%
41170 Sponsorship	8,300.00	8,333.33	(33.33)	10,000.00	10,000.00	83.00%
41170 Travel & Entertainment	5,856.67	7,500.00	(1,643.33)	9,000.00	9,000.00	65.07%
41180 Utilities	10,698.12	10,833.33	(135.21)	13,000.00	13,000.00	82.29%
41190 Vehicle Expenses	1,730.73	3,333.33	(1,602.60)	4,000.00	3,000.00	43.27%
41200 Workers Compensation	1,412.50	2,083.33	(670.83)	2,500.00	3,000.00	56.50%
<b>Total Expenditures</b>	<b>700,635.68</b>	<b>817,596.67</b>	<b>(116,960.99)</b>	<b>991,281.00</b>	<b>892,510.50</b>	<b>70.68%</b>
Accounting Services	17,976.01					
Sponsorship - Children's Museum	250,000.00					
<b>Net Revenue</b>	<b>(74,767.67)</b>					
Valley First Credit Union	179,638.48					
Oak Valley Savings	392,784.41					
<b>Total Cash On Hand</b>	<b>572,422.89</b>					

# **Downtown Modesto Partnership**

## **Board of Directors Nominees for Year 2023**

- Blaine Cox – Damrell, Nelson, Schrimp, Pallios & Silva
- Sue Zwahlen – Mayor of Modesto
- Barrett Lipomi – Red Inc. Architects
- David Boring – Never Boring Design

## **Board Officers Nominees for Year 2023**

- Chair: Barrett Lipomi – Red Inc. Architects
- Vice-President: Kathryn Davis - Valley First Credit Union
- Treasurer: Erin Doran - Doran Industries
- Secretary: Charles Doll - Omega Pacific Insurance Solutions