



DOWNTOWN ACTION ORGANIZATION (DAO)

Board Meeting

January 20, 2021

Noon

Virtual Meeting

Zoom Meeting ID: 806 654 7370

Passcode: Downtown

Phone: 669-900-9128, Meeting ID: 806 654 7370, Passcode: 93058399

A G E N D A

- 1.0 CALL TO ORDER** Natalie Balfour
- 2.0 PUBLIC COMMENTS ON NON-AGENDA ITEMS (limited to three minutes each)**
Comments from the public will be allowed on all agenda items at the time each item is called.
- 3.0 CONFLICTS OF INTEREST OR ABSTENTIONS** Natalie Balfour
- 4.0 CONSENT ITEMS** Natalie Balfour
4.1 January 13, 2021 Meeting Minutes
- 5.0 ANNUAL REVIEW** Cadance Hinkle Allinson
Overview of work conducted in 2020 and plans for 2021 (Attachment A)
- 6.0 VOTE** Cadance Hinkle Allinson
ACTION ON 500 BLOCK STREET CLOSURE Bernie Schwartz
Discussion around closure of 500 Block of 4th Street and decision on whether DAO will request that the City reopen the Block to vehicular traffic
- 7.0 VOTE** All
CRITERIA FOR SELECTION TO BOARD
Board will review and approve Nomination Process and Qualifications for Selection to DAO Board detailed in Attachment B
- 8.0 VOTE** All
2021 BOARD NOMINEES
Chair will review Procedure to Elect DAO Board Members detailed in Attachment C and Board will act to appoint new members of DAO board by one or more motions of appointment
- 9.0 ADJOURNMENT** Natalie Balfour

Downtown Action Organization (DAO) does not discriminate on the basis of disability in the admissions or access to, or treatment of or employment in, its programs or activities. Disability-related aids or services, including printed information in alternate formats, to enable persons with disabilities to participate in public meetings and programs are available by contacting reception at (707) 545-1414 one week prior to the meeting. Meeting information can also be accessed via the internet at <https://www.downtownsantarosa.org/districtnews>.

DOWNTOWN ACTION ORGANIZATION (DAO)
Board Meeting
January 13, 2021, 9am
Zoom Meeting ID: 806 654 7370, Password: Downtown
Phone: 669-900-9128

Present: Natalie Balfour, Andrea Ballus, Sonu Chandi, Raissa de la Rosa, Joe Dietzen, Charles Evans, Hugh Futrell, Michael Hyman, Sue Kade, Rick Mossi, Tom Robertson, Bernie Schwartz, Doug Van Dyke

Absent: Sara Woodfield

Santa Rosa Metro Chamber Staff: Cadance Hinkle Allinson, Peter Rumble

MINUTES

1.0 CALL TO ORDER

Chair Natalie Balfour called the meeting to order at 9:02 am.

Chair requested to amend Item 9.0 to include the review and discussion of criteria for selecting new board members. Motion to approve was unanimously passed.

Chair requested to move Item 8.0 before Item 7.0. Motion to approve was unanimously passed.

2.0 PUBLIC COMMENTS ON NON-AGENDA ITEMS (limited to two minutes each)

There were no public comments at this time.

3.0 CONFLICTS OF INTEREST OR ABSTENTIONS

There were no conflicts of interest or abstentions.

4.0 CONSENT ITEMS

Motion to approve consent items, December 16, 2020 Board Meeting Minutes, as presented was unanimously passed.

5.0 FINANCIAL REPORT

Tom Robertson reviewed the financial statements ending December 31 and shared that the assessment check was received and was slightly more than anticipated at \$347,663.16 and that the budget was in good shape.

Motion to approve the financial report, as presented was unanimously passed.

6.0 EXECUTIVE DIRECTOR REPORT

Cadance provided the following update.

StreetPlus is fully staffed and have been very busy engaging with the current homeless population Downtown, which continues to grow as shelters are not taking in new people.

The holidays were a very difficult time for businesses Downtown, but general reports are positive. Both businesses and community members were pleased with the Winter Lights experience, which created a safe, festive experience for the community.

Meetings have been held with each block on 4th Street to gather their feedback on what they might like to see in Downtown moving forward. A Community Engagement Committee will be formed to come up with a COVID-19 recovery plan and figure out safe ways to engage the community over the coming year. There will be representatives from each block on 4th Street, as well as North and South of 4th Street.

The Asawa Fountain project is working through what is hopefully the last hurdle prior to breaking ground, which will hopefully happen this quarter.

Regarding 2021 Priorities, the Design & Improvement Committee will be meeting in the next month to discuss options for expanded lighting as well as powder coating light poles. Research has begun to find someone to review the trees Downtown and determine a potential plan for pruning and replacement. The feasibility of the Ice Rink has not moved forward, but the goal will be to find out details around the power supply issue prior to the next board meeting.

Cadance asked if any business owners had concerns about the 15-minute parking zones being removed. These were originally installed when the streets were closed, but the Parking District has recently gotten requests to remove them. It was suggested that restaurants would have an opinion. Cadance shared she had reached out to some and would touch base with others.

Cadance shared that she'll be sending out new calendar requests. She also shared that anyone interested in serving on the Executive Committee should email their interest to her by February 8. Executive Committee officers will be selected at the February 17 board meeting by a simple majority vote. She will share the list of those interested in serving as officers in the agenda packet for the February meeting.

Bernie Schwartz addressed the continued closure of the 500 block and shared that having it closed is bad for business on his block. There is currently no outdoor dining allowed. He asked the board to discuss and consider temporarily suspending the block majority rule that had been used to allow businesses on each block to determine what happens on their block. It was clarified that the DAO board does not have the authority to take that action as the City maintains the street closures.

Discussion ensued and general support was shared for reopening the street as soon as possible. It was requested that this item be placed on the agenda for the annual meeting to give others the chance to weigh in and determine whether the DAO should take a position and write a letter to the City requesting the road to be reopened.

8.0 COUNTY CENTER LOCATION DISCUSSION

Hugh Futrell provided background information on the County's decision to appoint an ad hoc committee to look further into the potential of relocating the county center to Downtown. He asked for feedback on whether the DAO should take a leading role to provide technical assistance and support of the ad hoc committee.

Discussion ensued about the various benefits of the relocation and potential challenges. Raissa shared that the issue is extremely complex. There was general agreement that the DAO should offer as much assistance as possible to help the county's ad hoc committee in their work.

Tom Robertson made a motion that the chair should write and send a letter to the Board of Supervisors advocating for a Downtown relocation of the county center. Hugh suggested that the

motion be amended to also authorize the chair to appoint an ad hoc committee to work with both the City and county on the issue.

Tom made the motion to authorize the Chair to appoint an ad hoc committee to work with both the City and county on the issue as well as write and send a letter to the Board of Supervisors advocating for a Downtown relocation of the county center.

Motion was amended and unanimously approved.

7.0 2021 PROPOSED BUDGET

Tom Robertson shared the proposed budget, which had nothing of note. Cadance shared that there is \$45,000 allocated to annual priorities this year, but this is due to carry-over funds from 2020 and it is not expected that this amount will remain as high in coming years.

Proposed Budget for 2021 Fiscal Year beginning January 1, 2021

	2020 Budget	2020 Projected	2020 Difference	2021 Proposed Budget	Notes
Income					
District Assessment	\$ 529,686.00	\$ 533,025.00	\$ 3,339.00	\$533,025.26	
Interest Income	\$ 1,000.00	\$ 1,465.00	\$ 465.00	\$ 1,000.00	
TOTAL INCOME	\$ 530,686.00	\$ 534,490.00	\$ 3,804.00	\$534,025.26	
Expense					
Primary District Services	\$ 320,200.00	\$ 281,395.00	\$ (38,805.00)	\$325,000.00	
SR Metro Chamber Contract	\$ 145,000.00	\$ 145,000.00	\$ -	\$150,000.00	StreetPlus and DAO office use, utilities, IT, supplies and equipment, HR support, accounting and bookkeeping, Chamber employee salary/benefits
Insurance/Taxes	\$ 10,000.00	\$ 7,541.00	\$ (2,459.00)	\$ 10,000.00	
Annual Priorities	\$ 50,000.00	\$ 58,140.00	\$ 8,140.00	\$ 45,000.00	
Project Maintenance	\$ -	\$ -	\$ -	\$ 5,000.00	
Website/Marketing	\$ 1,500.00	\$ 614.00	\$ (886.00)	\$ 1,500.00	
Misc Direct Expenses	\$ 2,400.00	\$ 1,010.00	\$ (1,390.00)	\$ 2,400.00	
Contingency	\$ 31,781.00	\$ -	\$ (31,781.00)	\$ 32,000.00	Provides 6% contingency
TOTAL EXPENSE	\$ 560,881.00	\$ 493,700.00	\$ (67,181.00)	\$570,900.00	
NET INCOME	\$ (30,195.00)	\$ 40,790.00	\$ 70,985.00	\$ (36,874.74)	

A motion was made to approve the 2021 budget as presented. Motion was unanimously passed.

9.0 2021 PROPOSED BOARD NOMINEES

Natalie Balfour repeated that this item had been adjusted to include a review of the nomination process and qualifications. She shared that the board is open to suggestions and edits, as this is the first year of the formal nomination process and there is undoubtedly room for improvement. Natalie explained that keeping at least two thirds property owners was a key factor in the decision making, as was creating a board with diversity of experience and background. Cadance talked through the steps leading up to the selection process, which were outlined at the November and December board meetings.

Sonu Chandi and Charles Evans both spoke about how challenging it was to make recommendations as a Nominating Committee, given that there were 21 very qualified nominees. Charles shared that it was important to give current board members who wanted to return and who erroneously had a one-year term in 2020, the opportunity to serve a full three term.

Natalie opened the floor for discussion on improvements and direction to staff.

Raissa asked if there were term limits in place and suggested that it would be helpful to share a full list of nominees and not just the recommended slate.

It was reiterated that the board wanted the process to be as open, inclusive and transparent as possible and general agreement was that incorporating interviews could help.

Tom Robertson made a motion to thank Michael, Sue, Andrea and Sara (not present) for their involvement and support. The motion was unanimously passed.

The floor opened for public comment and Chris Denny shared how important the long-term viability of the DAO was. He shared his perspective on the nomination process, including the importance of putting any changes into effect this year, rather than in future years. He repeated the need for the DAO to be transparent and intentional to build trust with business owners.

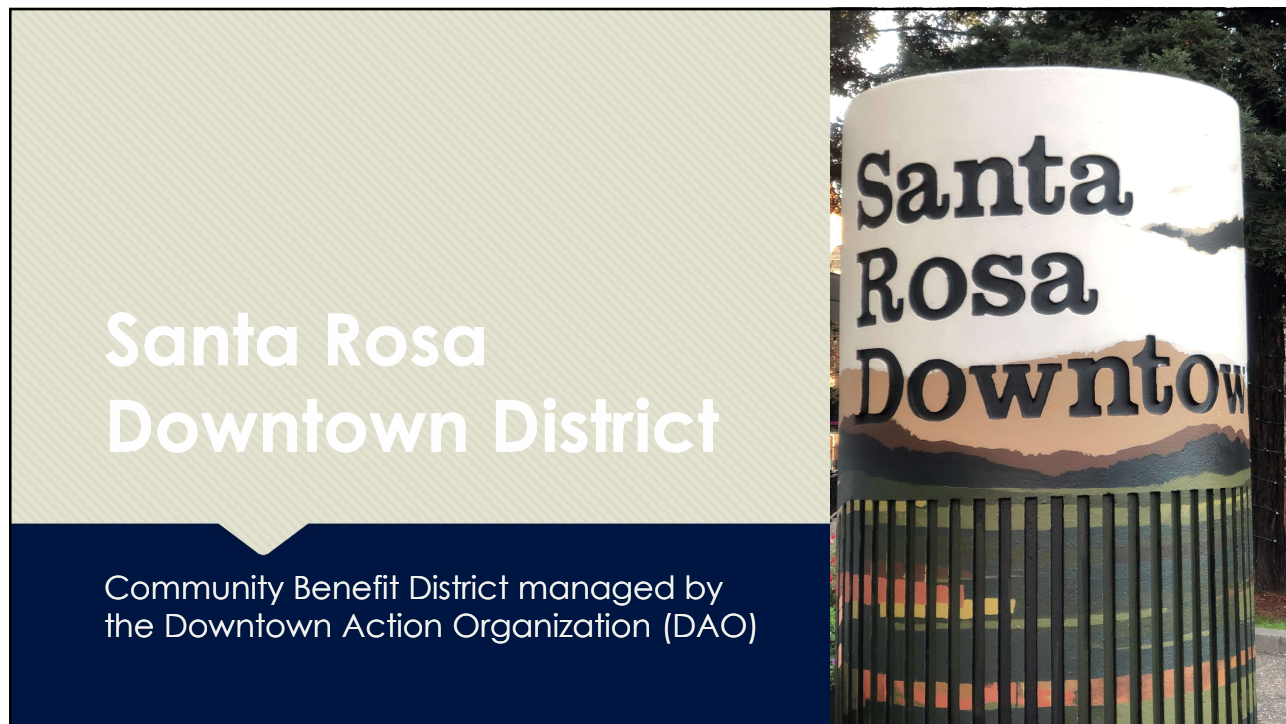
Pauline Block mirrored comments made from Chris Denny and added that all businesses and property owners want to see Downtown thrive and inspire, as the success impacts the whole City and region. She shared that evaluating nominees based on written information was not sufficient and that further evaluation should be done by nominating committee members. She asked for full transparency around the process and structures so that there was no question as to how the nomination and selection process was conducted.

Discussion ensued with overwhelming support to make the process more transparent and open and that doing so would strengthen the DAO as an organization. Board members also shared that they believed that the Nominating Committee evaluated candidates fairly, but that it was still important to make the changes.

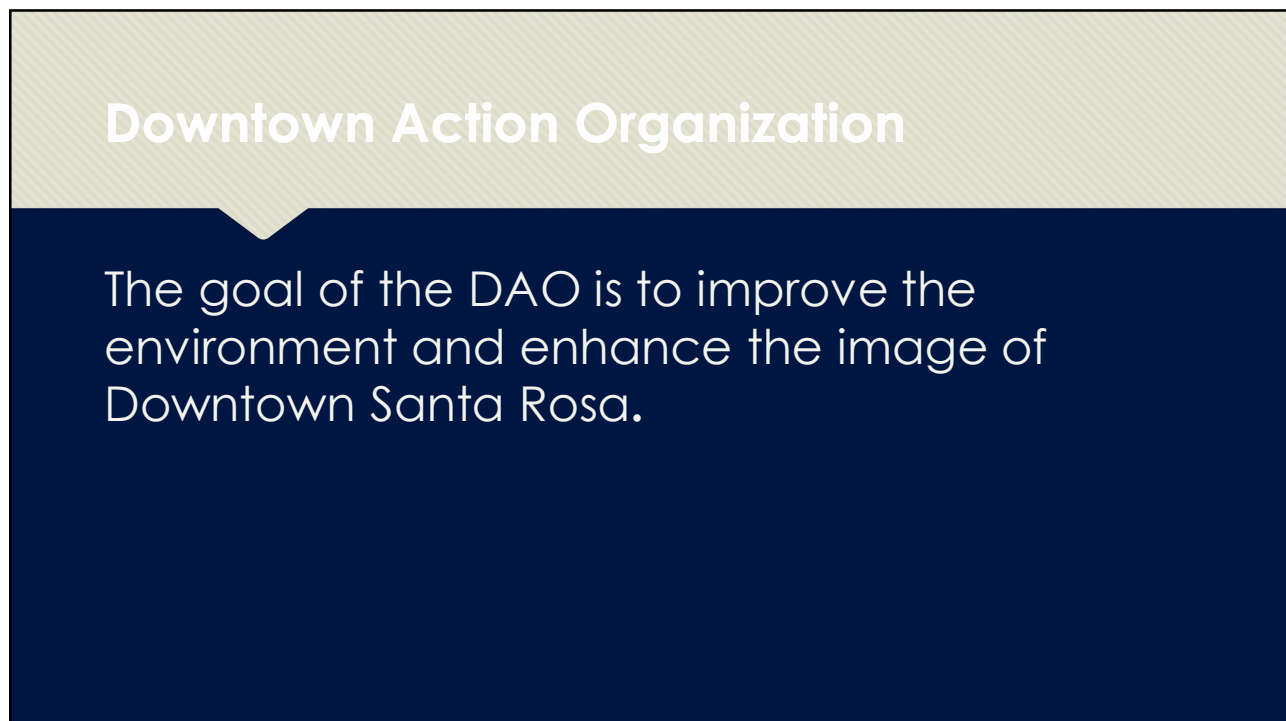
It was determined that Cadance would ask all nominees if they were still interested in joining the board. Nominating Committee members would then arrange to speak to all of the nominees still interested as soon as possible. Afterward, the Nominating Committee would meet to review their selections. The recommendations of the Nominating Committee, and full list of all nominees, will be provided in the annual meeting agenda packet and voted on by the board at the annual meeting. There will also be work done to update and formalize the nomination process.

10.0 ADJOURNMENT

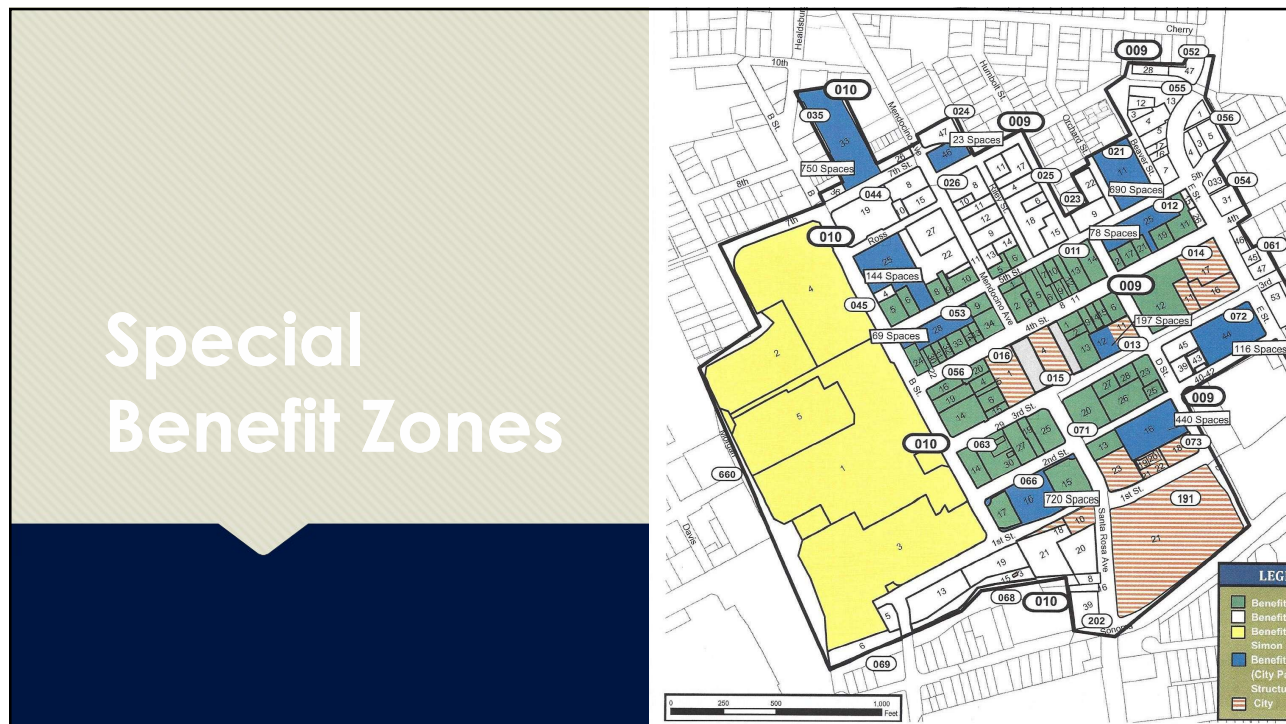
Chair Natalie Balfour adjourned the meeting at 11:15am.



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2



3

2020 DAO Board of Directors

Chair: Natalie Balfour, Airport Business Center
Vice-Chair: Hugh Futrell, Hugh Futrell Corporation
Secretary: Sonu Chandi, Chandi Hospitality Group
Treasurer: Tom Robertson, SCI Office, Inc.

Andrea Ballus, Sift Dessert Bar
 Zach Berkowitz, Downtown Property Owner
 Raissa de la Rosa, City of Santa Rosa
 Joe Dietzen, Westamerica Bank
 Charles Evans, Downtown Property Owner
 Michael Hyman, Downtown Property Owner
 Sue Kade, Downtown Property Owner
 Rick Mossi, Exchange Bank
 Bernie Schwartz, California Luggage
 Doug Van Dyke, E.R. Sawyer Jewelers
 Sara Woodfield, Harrison Woodfield Architects

4

2020 Budget		Budgeted	Year End
	Income		
	Assessment Income	\$529,686	\$533,025
	Interest Income	\$1,000	\$1,465
	Total:	\$530,686	\$534,490
	Special Benefit Expense		
	Primary District / Street Level Services	\$320,200	\$281,395
	Beautification & Improvements	\$50,000	\$58,140
	District Management & Administration	\$158,900	\$154,165
	Contingency/Reserve	\$31,781	\$0
	Total:	\$560,881	\$493,700

5

Ongoing Administration & Management
<ul style="list-style-type: none"> • Oversight of StreetPlus contract and street level work • Collaboration with City staff and City council on issues relevant to Downtown • Coordinate monthly board and committee meetings, including agenda posting on DAO website • Manage website and social media accounts • Financial management and accounting • Monthly newsletters and outreach • Ongoing communication and engagement with business owners

6

2020 Review - First Quarter

- Beginning of second year of DAO - priorities determined to be installation of festive lighting, holiday engagement and refurbishment of planters
- Crape Myrtle trees and benches installed in Old Courthouse Square
- Coordinate evening employee parking program with Parking District



7

2020 Review – Second Quarter

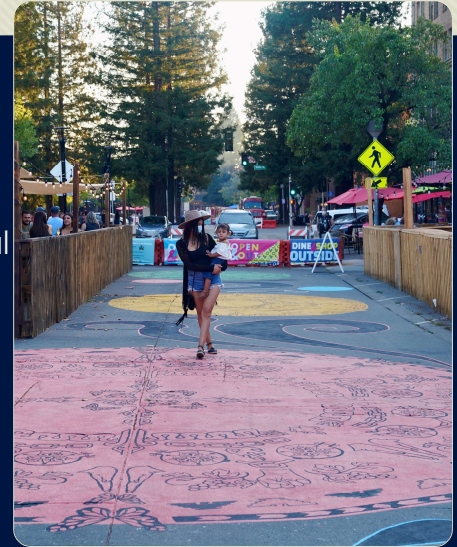
- Ongoing communication and outreach around Shelter in Place order and impact to Downtown businesses
- Hosted Live from Santa Rosa video series
- Repaint and replant planters throughout 4th Street



8

2020 Review – Third Quarter

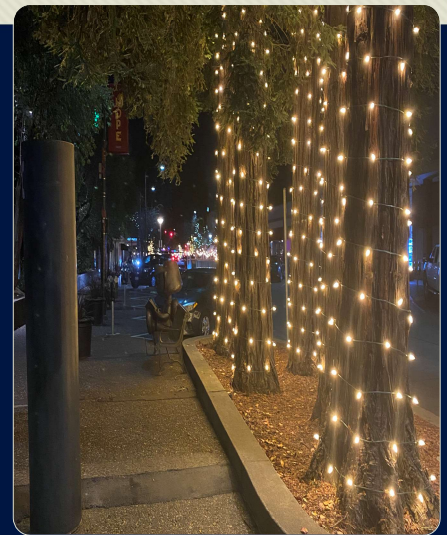
- Open & Out program begins and runs through October 2020 including installation of 23 visual works of art, 2 cultural performances and 24 performances by local musicians
- Coordinate volunteer installation of parklets with Bayside Church
- Installation of lighting in Jeju Way as part of Open & Out



9

2020 Review – Fourth Quarter

- Secured all funding needed for rebuilding of Asawa Fountain (anticipated installation first half 2021)
- Installation of festive lighting on 44 redwood trees on 4th Street
- Distribution of holiday decorations to businesses
- Installation of new holiday banners, designed by The Engine is Red
- Management of Winter Lights Experience



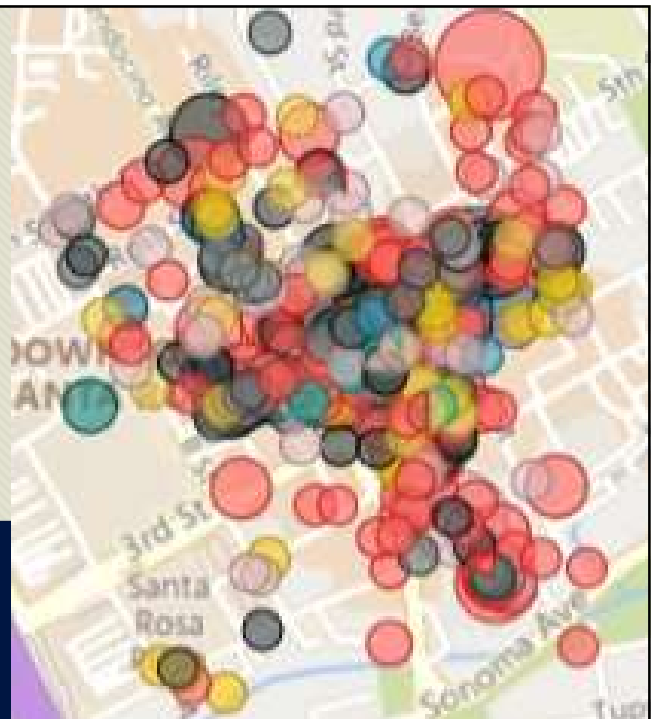
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2020 Street Level Services

- **8,742** hours worked
- **17,481** pounds of trash collected
- Information provided to visitors **449** times
- **883** visits to Downtown businesses
- Provided **7** safety escorts
- **1,128** interactions with Downtown homeless
- Removed **466** works of graffiti
- **342** hours supporting Downtown Events

11

2020 Heat Map of Street Level Services



12

2021 Budget

	Budgeted
Anticipated Income	
Assessment Income	\$533,025
Interest Income	\$1,000
Total:	\$534,025
Special Benefit Expense	
Primary District / Street Level Services	\$325,000
Annual Priorities & Project Maintenance	\$50,000
District Management & Administration	\$163,900
Contingency/Reserve	\$32,000
Total:	\$560,881

13

2021 Plans and Priorities

- Install additional lighting*
- Powder coat light poles*
- Establish plan to prune/replace trees along 4th Street*
- Look into feasibility of Ice Rink in Courthouse Square*
- Establish Community Engagement Committee to coordinate plan for future of Downtown “events” post COVID-19
- Reinstall Asawa Fountain
- Look into feasibility of BIA to promote branding and marketing efforts of District

14

2022 and Beyond

"Unum" by Blessing Hancock installed in Courthouse Square

- Coordinated by Art in Public Places committee

DAO to take over programming in Courthouse Square

- Attract new and regular programming

Enhanced Wayfinding and Signage

- Beyond City installations to highlight businesses



15

DAO Resources

2021 Meeting Dates, Agendas & Minutes all located at
www.downtownsantarosa.org/districtnews

@downtownsantarosa on social media

16

Attachment B

MEMO

To: DOA Board of Directors
From: Nominating Committee
Date: January 18, 2021

Re: Nomination of members to serve on the 2021 DAO Board of Directors

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The Nominating Committee appreciates the Board feedback regarding the nomination and selection process for board members of the DOA. As such, it suggests the board consider adopting the following procedure, at the Annual Meeting on January 20, 2021, to formalize the nomination process and qualifications for joining the DAO Board.

Nomination Process

1. Annually, the Board Chair shall appoint a Nominating Committee of up to five (5) board members, preferably who are not seeking a seat in the coming year, who shall constitute an ad hoc nominating committee.
2. The Executive Director shall notify downtown stakeholders and members of the public and solicit from them nominations for the Board at least one month prior to first meeting of the fiscal year.
3. The Executive Director shall contact all nominees to qualify validity and to share the expectations of board members and qualifications upon which nominees will be reviewed. Executive Director will also request nomination documents, which could include a bio and a statement from the nominee outlining qualifications and interest.
4. Chairperson, or designated members of the Nominating Committee, will discuss candidacy with individual nominees and conduct interviews, asking questions that determine candidates' ability to meet preferred qualifications. Any board members seeking an additional term will be exempt from the interview process.
 - Nominating Committee will report its recommended nominees to the Board at least ten (10) days before the first meeting of the fiscal year and will provide information received from all nominees. Recommended nominees will be those the Nominating Committee determines best meet the stated qualifications and requirements outlined in DAO by-laws.
5. Appointment of new members will be an agenda item for the Board. The Board, by simple majority vote of those present, will act to appoint new members by one or more motions of appointment.

Qualifications

1. Minimum Qualifications
 1. All new members, and the Board as a whole, shall meet the qualifications set forth in the by-laws.
2. Preferred Additional Qualifications
 1. Devotion of Time and Interest: Any new board member shall have shown a willingness to devote sufficient time and attention to attend all or nearly all Board meetings, take part in Board discussions and decisions, serve on committees, take part in advocacy on behalf of the organization, and read and understand agenda materials, organizational materials such as the Management Plan and

Budget, and, in general act as a fully responsible and involved member of the Board.

2. Diversity of Background and Interest: The Board shall endeavor to ensure that its membership represents a diversity of viewpoints, skills, and background, reflecting the needs of the adopted Management Plan which controls the expenditures and objectives of the district.
3. Collaboration and Collegiality: New board members should be committed to collaboration and collegiality in working with other board members and staff of the organization.

As such, the Nominating Committee nominates the following people, whose names were brought forward by both members of the Board of Directors as well as Non-Directors who own real property, businesses or work or reside within the boundaries of the District, to serve on the DAO Board starting on January 20, 2021. These individuals (except returning members, whose interest in continuing on the Board was discussed with the Chair or the Executive Director) were all interviewed by members of the Nominating Committee between January 14 and 15. The Nominating Committee is confident that these individuals meet with the preferred additional qualifications outlined above and will add experience, commitment and innovation to the organization.

Leeanna Ausiello, AGA Acquisitions LLC / Ausiello's 5th Street Grill, 3 year term

Zach Berkowitz, Property Owner, 2 year term

Pauline Block, Cornerstone Properties / coLAB, 3 year term

Raissa de la Rosa, City of Santa Rosa, 2 year term

Joe Dietzen, WestAmerica Bank, 2 year term

Caitlin Kurasek, La Rosa Tequileria & Grill, 3 year term

Bernie Schwartz, California Luggage, 2 year term

Stevan Stankovich, Simon Properties / Santa Rosa Plaza, 3 year term

Peter Stanley, Archilogix, 3 year term

Doug Van Dyke, ER Sawyer / Property Owner, 2 year term

Nominees Stankovich and Block both represent property owners paying among the largest assessments to the district, and bring the commitment of their organizations, as well as their own technical expertise and personal focus, to the mission of the DAO. Redevelopment of the Simon Mall and Cornerstone properties are critical elements for downtown's future and these two organizations have a broad perspective about the downtown core and are continuing to make massive investments in the city center.

Nominees Ausiello and Kurasek bring street-level experience, sophistication and problem-solving about the serious challenges facing restaurants and retailers, a diverse background and commitment to the DAO.

Nominee Stanley brings architectural/design knowledge and project management, a long history of working with the ins and outs of city staffs and policies and policy advocacy, and a professional understanding of budgets and costs.

Two current board members have indicated their willingness to step back from the board, Rick Mossi and Michael Hyman. Michael would continue to have a leading role over parking issues and policies, and Rick (and the Exchange Bank) would continue to be available for his expertise and wisdom.

Attachment C

Procedure to Elect DAO Board Members

1. The Nominating Committee will present its recommendation.
2. Prior to Board discussion, the Chair will ask for any public comment on this item. Following public comment, discussion will be limited to board members and DAO staff.
3. The Chair will open the floor for board comment. Motions will not at this time be entertained. Board members will seek recognition through the Chair.
4. (a) The Chair will close discussion and open the floor for motions. Members will seek recognition from the Chair. A motion must be clearly stated and receive a second prior to discussion of the motion.

(b) Possible motions include:
 - i. approval of the Nominating Committee without change;
 - ii. modification of the recommendation by deleting one or more individuals and substituting one or more others;
 - iii. proposing an entirely different slate of new members; or
 - iv. taking up individual appointments one at a time until all vacancies are filled.
5. Should any motion result, if approved, in a violation of the by-laws because less than a two-thirds proportion of board membership by property owners will result, the Chair will afford the maker and second an opportunity to withdraw and restate the motion.
6. The Board will discuss the motion. Members will seek recognition from the Chair.
7. When discussion on the motion has ended, the Chair will ask for the ayes and nays by voice vote. Individual votes on the motion will be recorded in the minutes. The Chair will announce the results of the vote. Should the motion pass, persons approved shall be board members.
8. Should the motion fail, or should further appointments be necessary, steps 4 through 7 will be repeated until all appointments are made.