



Hillcrest Business Association
Board of Directors Meeting
Public Meeting
August 14, 2012, 5pm
Joyce Beers Center, 1230 Cleveland Ave., San Diego CA 92103

AGENDA

Call to order and introductions	M. Wright	2 minutes
Public comment (1 minute per speaker)		5 minutes
Reports:		
1. President's report	N. Moede	5 minutes
2. Treasurer's special review: Hillcrest Taste 'n Tinis & Hillcrest Mardi Gras	G. Younger	5 minutes
3. Executive Director's report	B. Nicholls	5 minutes
Consent items (action):	M. Wright	5 minutes
1. Approval of minutes ¹		
2. Approval of organizational financials ²		
Action items:		
1. Proposal to fly transgender flag at half mast on November 20	B. Nicholls	10 minutes
2. Proposed bylaw changes ³	J. Vicola	10 minutes
3. Proposal to host board and staff get together	B. Nicholls	5 minutes
4. Approval of slate of candidates for annual meeting ⁴	J. Vicola	5 minutes
5. Contract to implement Fifth Ave. lighting project ⁵	B. Nicholls	10 minutes
6. Proposal to host business forum to discuss San Diego Planning Departments preliminary maps for Uptown Community Plan	G. Younger	10 minutes
Information items:		
1. Parking Committee report	N. Moede	5 minutes
2. Marketing Committee report	A. Capano	5 minutes
3. Special Events Committee report	J. Hale	5 minutes
4. Report regarding HTC homeless strategy	S. Cute	5 minutes

Attachments:

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|---------------------------|---|
| 1. July 2012 minutes | 4. Proposed slate of candidates for annual election |
| 2. June 2012 financials | 5. Contract to install street lights on Fifth Ave. |
| 3. Proposed bylaw changes | |
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BOARD OF DIRECTORS MEETING MINUTES

Tuesday, July 10, 2012
Joyce Beers Community Center
1220 Cleveland Ave., San Diego, CA 92103

Board members in attendance: Michael Brennan, Edward Camarillo, Amy Capano, Sean Cute, Jillian DiCola, Pete Katz, Nick Moede, Alonzo Ortiz, Michael Wright,

Board members absent: Reem Ali, Ron Baranov, Johnathan Hale, Dalour Younan, Glenn Younger

Others in attendance: Anthony Bernal, Beth Robrahn

Staff in attendance: Mary Joseph, Benjamin Nicholls, Lisa Weir

Public Comment

- B. Robrahn from SANDAG said that she is working with the City of San Diego on bike corridor projects in Hillcrest and said she will update the Parking Committee on the status of the projects.
- A. Bernal from Councilmember Gloria's office stated that the City of San Diego is working on land development code revisions for regulatory relief for sidewalk patio café's in San Diego.

President's report

- N. Moede stated that the Pride of Hillcrest Block Party will occur Friday, July 20 and requested promotional support from the group.

Executive Directors report

- B. Nicholls reported that the HBA's Annual Audit process had begun and that staff were gathering the required preliminary documents for the auditor. M. Brennan stated that construction began on the Hillcrest Pride Flag Monument on July 9 and that the HBA is expecting completion on Friday, July 13. B. Nicholls stated that promotions for Pride of Hillcrest are ongoing and that 136 tickets have been sold. He stated that 37 percent of arts and crafter booths have been sold and 60 percent of food booths have been sold for CityFest. He said sponsorship sales have been very successful this year, as we are at \$27,000 vs \$14,000 at this time last year.

Treasures report

- B. Nicholls stated that Taste n Tinis will be included in next months BOD packet for review.



Informational items

- B. Nicholls stated that M. Brennan had been accepted to the Uptown Community Parking District's Board of Directors.
- A. Capano stated that the Marketing Committee has been working with various media outlets to determine best strategies to move forward with our "Fabulous Hillcrest" branding campaign. She stated that the HBA Banner Sponsor Program went live on July 2 with the Pride of Hillcrest Block Party street banners. She stated that the Marketing Committee applied for the SDSU Fall Semester Consulting Project with Business Administration and was selected among hundreds of organizations and they'll be working with a group of 5 SDSU business students in the fall for the ongoing HBA Business Development Package. The Marketing Committee successfully partnered with the GSDBA for "Check in/out San Diego" a business networking scavenger hunt that featured eastern end businesses, they reached their ticket sales goal and received positive feedback from HBA members. She asked the group to save the date for the next HBA Member Open House on Wednesday August 1 at Snooze from 5:30 PM to 7 PM.
- B. Nicholls stated that the Amazing High Heel Race raised \$11,500 for the Hillcrest Pride Flag. He also stated that the Pride of Hillcrest Block Party and CityFest promotions are well underway.
- S. Cute stated that the Hillcrest Vagrancy Task Force meet and is working on gathering a list of local hot spots for homelessness and also gathering letters of agency on behalf of local businesses.

Action items

- N. Moede presented the consent agenda, which included the June 2012 Board of Directors' meeting minutes and the May 2012 organizational financials.
 - Motion to approve the June 2012 Board of Directors meeting minutes and the May 2012 organizational financials. S. Cute / J. DiCola. 9/0/0. The motion passed unanimously.
- B. Nicholls stated that Eddie Reynoso was nominated by the Nominations Committee for the Board of Directors to fill a vacancy.
- J. DiCola stated that the Nominations Committee met to discuss slate of candidates for the Board of Directors. She stated that a few members are up for re-election and that M. Wright will not run, thus leaving two vacancies to be filled. She stated that the committee has identified two candidates including Eddie Reynoso. B. Nicholls stated that committee will hold the annual meeting at a local business and notify the meeting appropriately.
- B. Nicholls stated that the HBA is seeking a Car 2 Go membership for staff transportation and to avoid excess parking costs.
 - Motion to approve a Car 2 Go membership for the HBA. M. Brennan / M. Wright. 9/0/0. The motion passed unanimously.



- B. Nicholls stated that the Executive Committee discussed the Pride of Hillcrest Block Party's proceeds, and recommends that the board approve all proceeds toward the Hillcrest Pride Flag.
 - Motion to approve proceeds from the Pride of Hillcrest Block Party going towards the Hillcrest Pride Flag. M. Brennan / E. Camarillo. 9/0/0. The motion passed unanimously.

The meeting adjourned at 5:39 p.m.

HBIA
Profit & Loss Prev Year Comparison - Taste 'N Tinis
 July 2011 through May 2012

	<u>Jul '11 - May 12</u>	<u>Jul '10 - May 11</u>
Income		
40115 - Taste 'N Tinis	20,367.36	13,127.98
Total Income	<u>20,367.36</u>	<u>13,127.98</u>
Expense		
51000 - Neighborhood/Promotion		
51527 - Taste 'N Tinis	14,206.85	15,088.29
Total 51000 - Neighborhood/Promotion	<u>14,206.85</u>	<u>15,088.29</u>
Total Expense	<u>14,206.85</u>	<u>15,088.29</u>
Net Income	<u><u>6,160.51</u></u>	<u><u>-1,960.31</u></u>

HBIA
Profit & Loss Prev Year Comparison - Mardi Gras
 July 2011 through June 2012

	<u>Jul '11 - Jun 12</u>	<u>Jul '10 - Jun 11</u>	<u>\$ Change</u>
Income			
40090 - Mardi Gras	85,404.54	14,895.86	70,508.68
Total Income	<u>85,404.54</u>	<u>14,895.86</u>	<u>70,508.68</u>
Expense			
51000 - Neighborhood/Promotion			
53170 - Mardi Gras	71,654.20	2,280.16	69,374.04
Total 51000 - Neighborhood/Promotion	<u>71,654.20</u>	<u>2,280.16</u>	<u>69,374.04</u>
Total Expense	<u>71,654.20</u>	<u>2,280.16</u>	<u>69,374.04</u>
	<u><u>13,750.34</u></u>	<u><u>12,615.70</u></u>	<u><u>1,134.64</u></u>

HBIA
Profit & Loss by Class
 July 2011 through June 2012

	110 GENERAL	210 CITY FEST	410 BID CONTRACT	510 MAD	610 SBEP	TOTAL
Income						
40010 - City Fest Income						
Beer & Wine	0.00	25,154.00	0.00	0.00	0.00	25,154.00
Booth	0.00	63,293.00	0.00	0.00	0.00	63,293.00
Grants						
Commission for Arts & Culture	0.00	10,000.00	0.00	0.00	0.00	10,000.00
SBEP City Services	0.00	9,300.48	0.00	0.00	0.00	9,300.48
Total Grants	0.00	19,300.48	0.00	0.00	0.00	19,300.48
Sponsorship						
All Seasons	0.00	1,500.00	0.00	0.00	0.00	1,500.00
Brighter Concepts	0.00	1,500.00	0.00	0.00	0.00	1,500.00
Carmel Partners	0.00	1,750.00	0.00	0.00	0.00	1,750.00
Coamerica	0.00	2,000.00	0.00	0.00	0.00	2,000.00
Coors	0.00	10,000.00	0.00	0.00	0.00	10,000.00
DCSS	0.00	500.00	0.00	0.00	0.00	500.00
Devcon	0.00	1,500.00	0.00	0.00	0.00	1,500.00
PETCO	0.00	1,500.00	0.00	0.00	0.00	1,500.00
Scott Becker	0.00	404.00	0.00	0.00	0.00	404.00
Three Day Blinds	0.00	1,500.00	0.00	0.00	0.00	1,500.00
Young's Market	0.00	3,000.00	0.00	0.00	0.00	3,000.00
Total Sponsorship	0.00	25,154.00	0.00	0.00	0.00	25,154.00
Total 40010 - City Fest Income	0.00	132,901.48	0.00	0.00	0.00	132,901.48
40020 - Farmers Market	187,206.15	0.00	0.00	0.00	0.00	187,206.15
40030 - SBEP	0.00	0.00	0.00	0.00	24,304.00	24,304.00
40040 - MAD	0.00	0.00	0.00	94,475.17	0.00	94,475.17
40045 - MAD Reserve	0.00	0.00	0.00	20,050.68	0.00	20,050.68
40050 - BID	0.00	0.00	101,339.68	0.00	0.00	101,339.68
40060 - PROW	259.00	0.00	0.00	0.00	0.00	259.00
40090 - Mardi Gras	85,404.54	0.00	0.00	0.00	0.00	85,404.54
40110 - Taste	39,394.75	0.00	0.00	0.00	0.00	39,394.75
40115 - Taste 'N Tinis	20,367.36	0.00	0.00	0.00	0.00	20,367.36
40120 - Interest	159.63	0.00	0.00	0.00	0.00	159.63
40125 - Amazing High Heel Race	7,150.00	0.00	0.00	0.00	0.00	7,150.00

HBIA
Profit & Loss by Class
 July 2011 through June 2012

	110 GENERAL	210 CITY FEST	410 BID CONTRACT	510 MAD	610 SBEP	TOTAL
40135 · Hillcrest Hoedown	39,743.68	0.00	0.00	0.00	0.00	39,743.68
40140 · Banner Space	4,552.71	0.00	0.00	0.00	0.00	4,552.71
40145 · Pride Flag	18,000.00	0.00	0.00	0.00	0.00	18,000.00
40180 · Other Income	13,488.43	0.00	0.00	0.00	0.00	13,488.43
Total Income	415,726.25	132,901.48	101,339.68	114,525.85	24,304.00	788,797.26
Expense						
50000 · Personnel						
50005 · Salaries	85,252.73	0.00	38,124.77	0.00	22,170.22	145,547.72
50025 · Employer Taxes - Federal	6,585.36	0.00	2,945.07	0.00	1,711.98	11,242.41
50030 · Employer Taxes - State	1,273.43	0.00	295.02	0.00	167.55	1,736.00
50035 · Health Insurance	6,650.86	0.00	0.00	0.00	0.00	6,650.86
50040 · Workers Comp Insurance	897.45	0.00	599.64	0.00	254.25	1,751.34
Total 50000 · Personnel	100,659.83	0.00	41,964.50	0.00	24,304.00	166,928.33
50045 · Operating						
50050 · Rent Office Space	4,180.00	0.00	4,496.00	0.00	0.00	8,676.00
50055 · Storage	1,740.00	0.00	0.00	0.00	0.00	1,740.00
50060 · Accounting	18,136.31	0.00	0.00	0.00	0.00	18,136.31
50065 · Audit	0.00	0.00	2,625.00	3,375.00	0.00	6,000.00
50070 · Equipment Purchase	2,445.88	0.00	0.00	0.00	0.00	2,445.88
50075 · Intern/Consultant	6,016.00	0.00	0.00	0.00	0.00	6,016.00
50080 · Bank & Credit Card Charges	258.21	0.00	0.00	0.00	0.00	258.21
50085 · Repair and Maintenance	1,943.32	0.00	0.00	0.00	0.00	1,943.32
50090 · Office Supplies	2,482.71	0.00	473.23	0.00	0.00	2,955.94
50095 · Postage and Delivery	182.95	0.00	0.00	0.00	0.00	182.95
50100 · Printing/Photocopy	1,944.51	0.00	1,016.13	0.00	0.00	2,960.64
50120 · Meetings	3,482.93	0.00	0.00	0.00	0.00	3,482.93
50125 · Legal	138.50	0.00	0.00	0.00	0.00	138.50
50130 · Telephone & Internet	3,959.32	0.00	2,482.26	0.00	0.00	6,441.58
50135 · Parking/Mileage	2,467.99	0.00	0.00	0.00	0.00	2,467.99
50140 · Depreciation	606.55	0.00	0.00	0.00	0.00	606.55
50330 · D & O / Liability Insurance	7,430.31	0.00	325.00	0.00	0.00	7,755.31
50045 · Operating - Other	18.00	0.00	0.00	0.00	0.00	18.00
Total 50045 · Operating	57,433.49	0.00	11,417.62	3,375.00	0.00	72,226.11

HBIA
Profit & Loss by Class
 July 2011 through June 2012

	110 GENERAL	210 CITY FEST	410 BID CONTRACT	510 MAD	610 SBEP	TOTAL
51000 - Neighborhood/Promotion						
51525 - Promotion/Marketing	2,776.26	0.00	3,553.17	0.00	0.00	6,329.43
51526 - Taste	18,579.17	0.00	0.00	0.00	0.00	18,579.17
51527 - Taste 'N Tinis	14,206.85	0.00	0.00	0.00	0.00	14,206.85
51528 - Amazing High Heel Race	2,072.15	0.00	0.00	0.00	0.00	2,072.15
51530 - Banners	811.95	0.00	2,107.00	0.00	0.00	2,918.95
51535 - Web Site	3,046.25	0.00	0.00	0.00	0.00	3,046.25
51540 - Business Mixers	2,925.81	0.00	0.00	0.00	0.00	2,925.81
51545 - Newsletter	1,887.92	0.00	1,746.03	0.00	0.00	3,633.95
51555 - Farmer's Market	29,739.48	0.00	0.00	0.00	0.00	29,739.48
51570 - Hillcrest Hoedown.	41,415.54	0.00	0.00	0.00	0.00	41,415.54
51575 - Pride Flag Project	37,661.82	0.00	0.00	0.00	0.00	37,661.82
53170 - Mardi Gras	71,654.20	0.00	0.00	0.00	0.00	71,654.20
Total 51000 - Neighborhood/Promotion	226,777.40	0.00	7,406.20	0.00	0.00	234,183.60
51520 - City Fest						
Advertising	0.00	5,593.34	0.00	0.00	0.00	5,593.34
Ambulance	0.00	1,440.00	0.00	0.00	0.00	1,440.00
BID Crew & Equipment	0.00	2,381.33	0.00	0.00	0.00	2,381.33
City Fees (SDPD/Fire)	0.00	13,611.40	0.00	0.00	0.00	13,611.40
Cleaning Fees	0.00	699.50	0.00	0.00	0.00	699.50
Concessions	0.00	6,768.38	0.00	0.00	0.00	6,768.38
Entertainment	0.00	8,072.50	0.00	0.00	0.00	8,072.50
Equipment Rental	0.00	1,907.48	0.00	0.00	0.00	1,907.48
Event Management	0.00	9,990.03	0.00	0.00	0.00	9,990.03
Ice Trailer	0.00	660.66	0.00	0.00	0.00	660.66
Permits	0.00	464.00	0.00	0.00	0.00	464.00
Power	0.00	5,408.86	0.00	0.00	0.00	5,408.86
Promotions	0.00	1,274.31	0.00	0.00	0.00	1,274.31
Radios	0.00	285.00	0.00	0.00	0.00	285.00
Rentals	0.00	5,906.78	0.00	0.00	0.00	5,906.78
Safety Equipment	0.00	3,476.77	0.00	0.00	0.00	3,476.77
Security	0.00	6,176.54	0.00	0.00	0.00	6,176.54
Shuttle Services	0.00	1,195.73	0.00	0.00	0.00	1,195.73
Sound & Lights	0.00	6,140.00	0.00	0.00	0.00	6,140.00

HBIA Profit & Loss by Class

July 2011 through June 2012

	110 GENERAL	210 CITY FEST	410 BID CONTRACT	510 MAD	610 SBEP	TOTAL
Staging	0.00	4,920.00	0.00	0.00	0.00	4,920.00
Supplies/Printing	0.00	2,289.24	0.00	0.00	0.00	2,289.24
Toilets/Sinks	0.00	4,337.34	0.00	0.00	0.00	4,337.34
Total 51520 - City Fest	0.00	92,999.19	0.00	0.00	0.00	92,999.19
53000 - Physical Improvements						
53125 - Hillcrest Sign Utilities/Maint.	0.00	0.00	0.00	552.23	0.00	552.23
53130 - Security	0.00	0.00	0.00	38,714.86	0.00	38,714.86
53135 - Street Cleaning	7,276.30	0.00	26,132.22	21,527.48	0.00	54,936.00
53137 - Pressure Washing	0.00	0.00	6,607.30	7,593.37	0.00	14,200.67
53150 - Dumpsters	3,211.78	0.00	0.00	1,070.48	0.00	4,282.26
53155 - Tree Trimming & Maintenance	6,167.89	0.00	7,811.84	16,792.66	0.00	30,772.39
53160 - Capital Projects	10,258.16	0.00	0.00	24,899.77	0.00	35,157.93
53165 - Contingency	40,035.45	0.00	0.00	0.00	0.00	40,035.45
Total 53000 - Physical Improvements	66,949.58	0.00	40,551.36	111,150.85	0.00	218,651.79
Total Expense	451,820.30	92,999.19	101,339.68	114,525.85	24,304.00	784,989.02
	-36,094.05	39,902.29	0.00	0.00	0.00	3,808.24

HBIA
Balance Sheet
As of June 30, 2012

	<u>Jun 30, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
10020 - CHASE - Checking	3.16
10025 - CA. Bank & Trust	40,997.20
10035 - Comerica - Checking	249,849.13
10040 - CHASE - Money Market	
General	<u>80,657.38</u>
Total 10040 - CHASE - Money Market	<u>80,657.38</u>
Total Checking/Savings	371,506.87
Accounts Receivable	
12000 - Accounts Receivable	<u>8,500.00</u>
Total Accounts Receivable	8,500.00
Other Current Assets	
10115 - SBEP City Services	4,940.90
10125 - MAD Receivable	32,162.71
10135 - City Fest Receivable	9,300.48
10155 - Prepaid Expense	4,495.82
10160 - Prepaid CityFest	4,558.35
10165 - Workers Compensation Deposit	<u>842.00</u>
Total Other Current Assets	<u>56,300.26</u>
Total Current Assets	436,307.13
Fixed Assets	
10200 - Office Furniture & Equipment	13,139.00
10220 - Accumulated Depreciation	<u>-12,185.85</u>
Total Fixed Assets	<u>953.15</u>
TOTAL ASSETS	<u><u>437,260.28</u></u>
LIABILITIES & EQUITY	
Liabilities	

HBIA
Balance Sheet
As of June 30, 2012

	<u>Jun 30, 12</u>
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	1,573.50
Total Accounts Payable	<u>1,573.50</u>
Other Current Liabilities	
20210 · Accrued Expenses	4,701.98
20215 · BID Assessment	-817.90
20235 · City Fest Deferred Revenue	42,614.08
20240 · Deferred Revenue	8,354.77
21000 · Payroll Liabilities	
Vacation Payable	3,681.33
Total 21000 · Payroll Liabilities	<u>3,681.33</u>
Total Other Current Liabilities	<u>58,534.26</u>
Total Current Liabilities	<u>60,107.76</u>
Total Liabilities	60,107.76
Equity	
31100 · Unrestricted Net Assets	373,344.28
Net Income	3,808.24
Total Equity	<u>377,152.52</u>
TOTAL LIABILITIES & EQUITY	<u><u>437,260.28</u></u>

HBIA
Profit & Loss Budget vs. Actual
 July 2011 through June 2012

				TOTAL		
	Jun 12	Budget	Variance	Jul '11 - Jun 12	Budget	Variance
Income						
40010 - City Fest Income	0.00			132,901.48	130,000.00	2,901.48
40020 - Farmers Market	16,969.27	12,620.00	4,349.27	187,206.15	151,000.00	36,206.15
40030 - SBEP	0.00	2,119.00	-2,119.00	24,304.00	21,400.00	2,904.00
40040 - MAD	0.00	1,337.00	-1,337.00	94,475.17	90,183.00	4,292.17
40045 - MAD Reserve	20,050.68	4,084.00	15,966.68	20,050.68	25,000.00	-4,949.32
40050 - BID	7,702.60	7,094.00	608.60	101,339.68	102,000.00	-660.32
40060 - PROW	104.00			259.00		
40080 - Newsletter/Advertising	0.00	120.00	-120.00	0.00	1,000.00	-1,000.00
40090 - Mardi Gras	0.00	0.00	0.00	85,404.54	17,000.00	68,404.54
40110 - Taste	0.00	0.00	0.00	39,394.75	34,500.00	4,894.75
40115 - Taste 'N Tinis	0.00			20,367.36	17,000.00	3,367.36
40120 - Interest	3.18	100.00	-96.82	159.63	1,200.00	-1,040.37
40125 - Amazing High Heel Race	4,800.00			7,150.00		
40135 - Hillcrest Hoedown	0.00			39,743.68		
40140 - Banner Space	350.00	700.00	-350.00	4,552.71	4,000.00	552.71
40145 - Pride Flag	3,000.00			18,000.00		
40180 - Other Income	25.00	185.00	-160.00	13,488.43	2,000.00	11,488.43
Total Income	53,004.73	28,359.00	24,645.73	788,797.26	596,283.00	192,514.26
Expense						
50000 - Personnel						
50005 - Salaries	14,748.27	9,463.00	5,285.27	145,547.72	117,020.00	28,527.72
50025 - Employer Taxes - Federal	1,005.27	974.00	31.27	11,242.41	11,333.00	-90.59
50030 - Employer Taxes - State	0.00	0.00	0.00	1,736.00	1,517.00	219.00
50035 - Health Insurance	1,211.93	525.00	686.93	6,650.86	6,300.00	350.86
50040 - Workers Comp Insurance	0.00	132.00	-132.00	1,751.34	1,540.00	211.34
Total 50000 - Personnel	16,965.47	11,094.00	5,871.47	166,928.33	137,710.00	29,218.33
50045 - Operating						
50050 - Rent Office Space	0.00	0.00	0.00	8,676.00	8,700.00	-24.00
50055 - Storage	145.00	150.00	-5.00	1,740.00	1,800.00	-60.00
50060 - Accounting	1,508.70	1,500.00	8.70	18,136.31	18,000.00	136.31
50065 - Audit	0.00			6,000.00	7,500.00	-1,500.00
50070 - Equipment Purchase	0.00	225.00	-225.00	2,445.88	2,700.00	-254.12

HBIA
Profit & Loss Budget vs. Actual
 July 2011 through June 2012

				TOTAL		
	Jun 12	Budget	Variance	Jul '11 - Jun 12	Budget	Variance
50075 · Intern/Consultant	975.00	700.00	275.00	6,016.00	8,400.00	-2,384.00
50080 · Bank & Credit Card Charges	0.00	50.00	-50.00	258.21	600.00	-341.79
50085 · Repair and Maintenance	70.00	100.00	-30.00	1,943.32	1,200.00	743.32
50090 · Office Supplies	120.90	274.00	-153.10	2,955.94	3,200.00	-244.06
50095 · Postage and Delivery	0.00	38.00	-38.00	182.95	500.00	-317.05
50100 · Printing/Photocopy	0.00	340.00	-340.00	2,960.64	4,080.00	-1,119.36
50120 · Meetings	165.08	250.00	-84.92	3,482.93	3,000.00	482.93
50125 · Legal	0.00	337.00	-337.00	138.50	4,000.00	-3,861.50
50130 · Telephone & Internet	330.03	455.00	-124.97	6,441.58	5,350.00	1,091.58
50135 · Parking/Mileage	200.00	200.00	0.00	2,467.99	2,400.00	67.99
50140 · Depreciation	0.00	100.00	-100.00	606.55	1,200.00	-593.45
50330 · D & O / Liability Insurance	0.00			7,755.31	5,938.00	1,817.31
50045 · Operating - Other	0.00			18.00		
Total 50045 · Operating	3,514.71	4,719.00	-1,204.29	72,226.11	78,568.00	-6,341.89
51000 · Neighborhood/Promotion						
51520 · CityFest	0.00			92,999.19	87,000.00	5,999.19
51525 · Promotion/Marketing	1,734.26	1,250.00	484.26	6,329.43	15,000.00	-8,670.57
51526 · Taste	0.00	0.00	0.00	18,579.17	7,700.00	10,879.17
51527 · Taste 'N Tinis	0.00			14,206.85	15,000.00	-793.15
51528 · Amazing High Heel Race	1,965.48			2,072.15		
51530 · Banners	0.00	478.00	-478.00	2,918.95	6,000.00	-3,081.05
51535 · Web Site	1,938.43	142.00	1,796.43	3,046.25	1,660.00	1,386.25
51540 · Business Mixers	243.18	330.00	-86.82	2,925.81	3,850.00	-924.19
51545 · Newsletter	0.00	488.00	-488.00	3,633.95	5,900.00	-2,266.05
51555 · Farmer's Market	1,823.97	1,233.00	590.97	29,739.48	15,924.00	13,815.48
51570 · Hillcrest Hoedown.	349.09			41,415.54		
51575 · Pride Flag Project	3,780.25			37,661.82		
53170 · Mardi Gras	700.00			71,654.20		
Total 51000 · Neighborhood/Promotion	12,534.66	3,921.00	8,613.66	327,182.79	158,034.00	169,148.79
53000 · Physical Improvements						
53125 · Hillcrest Sign Utilities/Maint.	52.82	100.00	-47.18	552.23	1,200.00	-647.77
53130 · Security	6,438.62	3,000.00	3,438.62	38,714.86	36,000.00	2,714.86

HBIA
Profit & Loss Budget vs. Actual
 July 2011 through June 2012

				TOTAL		
	Jun 12	Budget	Variance	Jul '11 - Jun 12	Budget	Variance
53135 - Street Cleaning	7,648.00	3,909.00	3,739.00	54,936.00	46,908.00	8,028.00
53137 - Pressure Washing	0.00	0.00	0.00	14,200.67	20,204.00	-6,003.33
53150 - Dumpsters	309.28	300.00	9.28	4,282.26	3,600.00	682.26
53155 - Tree Trimming & Maintenance	0.00	1,954.00	-1,954.00	30,772.39	23,360.00	7,412.39
53160 - Capital Projects	8,888.00	0.00	8,888.00	35,157.93	36,000.00	-842.07
53165 - Contingency	0.00	250.00	-250.00	40,035.45	54,699.00	-14,663.55
Total 53000 - Physical Improvements	<u>23,336.72</u>	<u>9,513.00</u>	<u>13,823.72</u>	<u>218,651.79</u>	<u>221,971.00</u>	<u>-3,319.21</u>
Total Expense	<u>56,351.56</u>	<u>29,247.00</u>	<u>27,104.56</u>	<u>784,989.02</u>	<u>596,283.00</u>	<u>188,706.02</u>
	<u>-3,346.83</u>	<u>-888.00</u>	<u>-2,458.83</u>	<u>3,808.24</u>	<u>0.00</u>	<u>3,808.24</u>

BYLAWS OF
HILLCREST BUSINESS IMPROVEMENT ASSOCIATION, INCORPORATED

ARTICLE I

Purposes

Section 1. Purposes. The purposes for which this corporation is formed are those set forth in the Articles of Incorporation. All activities shall be non-partisan, non-sectarian, non-discriminatory against any person by reason of race, creed, color, sex or national origin and shall not further the election of any candidate for political office.

ARTICLE II

Offices

Section 1. Principal Offices. The principal office for the transaction of business of this corporation is hereby fixed and located in the County of San Diego at such place as may from time to time be designated by the Board of Directors.

ARTICLE III

Membership

Section 1. Eligibility. The members of the corporation shall be:

- (a) Those persons (including corporations and other associations) paying business improvement district charges assessed by the City of San Diego and can demonstrate that they are actively conducting business within the boundaries of the Hillcrest Parking and Business Improvement District.
- (b) Owners of commercial property within the boundaries of the Hillcrest Parking and Business Improvement District who become members by paying dues as specified under Section 2(b) directly to the Hillcrest Business Improvement Association.

All members shall have the right to vote on all matters requiring a vote of the members of the corporation under the law, or the Articles of Incorporation, or these By-Laws; and shall be eligible for election to the Board of Directors.

Section 2. Dues.

(a) The Board of Directors shall from time to time establish dues or charges in accordance with the provisions of the Parking and Business Improvement Area Law of 1979 (State Assembly Bill 1693) following public hearing and approval by the San Diego City Council. All businesses paying the Parking and Business Improvement Area charges collected by the City of San Diego will automatically be members and the charges paid will be their dues in full.

(b) ~~Property-Commercial property~~ owners may become members by paying dues which are non-assessable by the City to the Association office. These dues shall be equal to the charge approved by the City Council for a Category A business in the Business Improvement District zone in which the member's property is located.

Section 3. Representation. Any member may, by written instrument, designate a representative with full power and standing to act for such member.

Section 4. Associate Membership. Residents of the Parking and Business Improvement Area may become associate members of the corporation, upon payment of a reasonable fee to be determined by the Board of Directors. These associate memberships shall be non-assessable by the City and shall not give any voting rights to such associate members.

Section 5. Resignations. Any member paying dues to the Association may resign his or her membership by sending a written resignation to the Association office.

Section 6. Termination. Any member paying dues to the Association in arrears for the payment of dues shall be so notified by the Secretary and, if the same are not paid within thirty (30) days thereafter, the name of such member so in arrears may, upon resolution of the Board of Directors, be dropped from the roll of membership.

Section 7. Expulsion. If any member paying dues to the Association shall at any time be deemed responsible for any act which is prejudicial to the corporation or to the purpose for which it is formed, it shall be notified to appear at a meeting of the Board of Directors to hear the complaint and determine the merits. Full opportunity shall be given to present its position. By a majority vote of the Directors at such meeting, such member may be expelled from membership in this corporation.

ARTICLE IV

Meeting of Members

Section 1. Annual Meetings. Annual meetings of the members of this corporation shall be held on the 2nd Tuesday of October of each year ~~in~~ San Diego, California, as may be designated by the Board in a notice of such meeting given at least thirty (30) days prior to

Bylaws of Hillcrest Business Improvement Association

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Bylaws of Hillcrest Business Improvement Association, Incorporated (9/9/08)

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such meeting. Three percent of the members in good standing, present or in person or by written or electronic proxy, shall constitute a quorum. If the quorum present in person or by proxy at a given meeting is less than one-third of the members in good standing, the only matters that can be acted upon at the meeting are those that were specified in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members of this corporation may be called at any time by the President, or shall be called by him or her upon written application of one hundred fifty (150) members. The object of such meetings shall be stated in the notice of such meeting, which shall be given at least one (1) week prior to such meeting, and shall designate also the time and place of such meeting. A majority of members in good standing, present in person or by written proxy, shall constitute a quorum and no business shall be transacted other than that stated in the notice of such meeting.

Section 3. Voting. There shall be no cumulative voting. Members may vote by written proxy. A majority of the members present in person or by written proxy shall be sufficient to decide the matter specially noticed.

ARTICLE V

Board of Directors

Section 1. Government. The affairs of the corporation shall be conducted by the Board of Directors.

Section 2. Number of Directors. The number of Directors shall be not less than fifteen or more than 21. The Board of Directors shall fix the exact number of Directors, within these limits.

Section 3. Quorum. A majority of the Directors in office at any time shall constitute a quorum for the transaction of business.

Section 4. Election and Term of Office.

~~Of the original Directors, seven (7) shall serve an initial term expiring the 2nd Tuesday of September, 1985 or as soon thereafter as their successor may be elected and qualify.~~

~~Eight (8) Directors shall serve an initial term expiring the 2nd Tuesday of September, 1985 or until as soon thereafter as their successor shall be elected and qualify.~~

~~At the end of the term of original Directors, successor~~ Directors shall be elected by written ballot at the annual meeting of the corporation, and shall hold office for the succeeding two years. A term of office shall run from after election to two years thereafter.

Bylaws of Hillcrest Business Improvement Association

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A Nominating Committee of at least three (3) members will be appointed by the President, with the advice and consent of the Board of Directors. They will be charged to call for individuals to submit names, requesting consideration for election as members of

~~Bylaws of Hillcrest Business Improvement Association, Incorporated (9/9/08)~~

the Board of Directors of this Association. The Nominating Committee will consider these applications and from them, will recommend a slate of candidates to be mailed to the Board and made public prior to the annual meeting. At the annual meeting, additional nominations may be made from the floor provided that the nominee so named has submitted in writing a statement indicating their interest in serving. Those eligible to vote may cast as many votes by written ballot as there are vacancies to be filled; provided, however, no one may cast more than one (1) vote for any candidate. A candidate must receive affirmative votes from a majority of eligible voters casting ballots to be elected. If all vacancies should not be filled, then successive ballots for the remaining vacancies will be held in a manner similar to the first balloting. A member may empower another to cast his or her vote by giving a written proxy. A member may only serve as proxy for one other member during an election. A member may request a mail in ballot by writing and may use that ballot to vote in the first round of voting provided the ballot is received prior to the start of the election.

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Section 5. Powers of the Board Directors. Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove all the other officers, agents, employees of the corporation, prescribe such powers and duties as ~~and the~~ Articles of Incorporation or these Bylaws may require, and fix their compensation.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.
- (c) To change the principal office for the transaction of the business of the corporation from one location to another within the same city; to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal at all times comply with the provisions of law.
- (d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore; ~~S~~subject to the approval of the membership at a noticed meeting as provided in Article IV, Sections 1 and 2.

(e) To appoint other Committees as the Board of Directors may deem necessary and proper, consisting of such persons, and having such power and authority, as shall be specified by the Board of Directors.

Bylaws of Hillcrest Business Improvement Association, Incorporated (9/9/08)

Section 6. Operating Procedures. The conduct not specifically stated herein, of the Board, the Officers and the members shall be prescribed by the Statement of Operating Procedures adopted by the Board from time to time.

Section 7. Vacancies. Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, removal, or otherwise, shall be filled by the remaining Board then in office. The term of the new member will expire when the term of the vacated member was to have expired. The election to fill a vacancy must be held no later than the third meeting following the determination of a vacancy. The nominating Committee will present a slate of candidates compiled from the remainder of its previously called for roster used at the immediate past election. The election procedure will follow Article V, Section 5; provided, however, that only the Directors shall vote.

Section 8. Place of Meeting. Meetings of the Board of Directors shall be held at any place within the Hillcrest Parking and Business Improvement District area which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 9. Organizing Meeting. At the next regular meeting, following the annual meeting of members, the Board of Directors shall set aside time for the purpose of organization, election of officers and the transaction of other business. All meetings ~~other than regular meetings~~ shall be duly noticed. In accordance with the Ralph M. Brown Act, notice of meetings shall be posted in a publicly-accessible location at least seventy-two (72) hours prior to the meeting. The posted notice shall include the date, time, and location of the meeting, and the nature of the business to be transacted. Only items on the posted notice may be considered at the meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any five (5) Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to them at their address as it is shown upon the records of the corporation, or

if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice should be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting. In lieu of written notice of meetings referred to, the Secretary or other officers may telephone each member of the Board of Directors at least seventy-two (72) hours prior to the time of holding said meeting. Notice shall also be posted, in accordance with the Ralph M. Brown Act, in a publicly accessible location at least twenty-four (24) hours prior to the meeting. The posted notice shall include the date, time, and location of the special meeting, and the nature of the business to be transacted. Only items on the posted notice may be considered at the meeting.

~~The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though done at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.~~

~~Bylaws of Hillcrest Business Improvement Association, Incorporated (9/9/08)~~

Section 11. Adjournment. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 12. Compensation. The Directors shall receive no compensation for their services as such.

Section 13. Vote of Directors. Each Director may cast one vote on any question or proposition to be voted on at a meeting. Votes may not be cast by proxy except for election of Directors.

Section 14. Rules and Regulations. The Board of Directors shall have power to make such reasonable rules and regulations not inconsistent with these Bylaws or Council Policy 600-24 of the City of San Diego as it deems necessary for the conduct of its business.

Section 15. Public Meetings. All meetings shall be public except those devoted to litigation or personnel. The public shall be informed in advance of all public meetings through the local newspaper and/or other appropriate means. Notice of meetings shall be provided in accordance with the provisions of the Ralph M. Brown Act, and proceedings for meetings and notice thereof shall be subject to any amendments of the Ralph M. Brown Act.

ARTICLE VI

Officers

Bylaws of Hillcrest Business Improvement Association

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Section 1. Officers. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint.

Section 2. Election. The Board of Directors shall elect all officers of the corporation for terms of one year, or until other successors are elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4. President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. She/He shall preside at all meetings of the Members and Directors; and shall have other powers and duties as may be prescribed from time to time by the Board of Directors. He/She shall, each year, submit to the general membership a report on past year accomplishments and next year objectives.

Section 5. Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the

Bylaws of Hillcrest Business Improvement Association, Incorporated (9/9/08)

powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, and of the members, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping in the principal office of the corporation of the minute books of the corporation, which shall include a copy of these Bylaws. She/He shall keep a record of attendance, notify the Directors when vacancies occur, and record how ~~vacancies~~ was filled. She/He shall be responsible for filing all financial reports which shall include but not be limited to all state and financial tax returns.

Section 7. Treasurer. The Treasurer shall be responsible for general supervision of the financial affairs of the corporation, ~~and to~~ make regular financial reports to the Board of Directors and to the regular members, and ~~shall~~ perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VII

Miscellaneous

Section 1. Control of Funds. Funds of the corporation shall be paid out only on the checks of the corporation signed by any two of such persons as may be designated by the Board of

Bylaws of Hillcrest Business Improvement Association

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Directors, one of whom must be either the President, Vice President, Secretary or Treasurer, who is a member of the Board of Directors.

Section 2. Members to Have no Personal, Proprietary or Beneficial Interest in the Property of the Corporation. No member shall have any personal, proprietary, or beneficial interest in the property of the corporation, either during its corporate existence or after the termination thereof or dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligation of the corporation shall be conveyed, transferred, and assigned to the City of San Diego with request that the excess funds be devoted to the benefit of the community of Hillcrest.

Section 3. Payments to Officers or Directors. No fees, salaries, compensation, reimbursements, or other sums shall be paid, directly or indirectly to any officer or Director of the corporation except upon prior vote of a majority of the Board of Directors other than the Director or Directors to whom such payment is to be made.

Section 4. Family Relationships. No two individuals who are related by marriage, domestic partnership, sibling relationship, parental relationship or individuals who are not legally related but who reside together, by serve as on Directors or Officers of the Corporation at the same time.

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ARTICLE VIII

Special Procedures

Section 1. All Committee meetings shall be open to the public save for matters of litigation or personnel as allowed by the Ralph M. Brown Act.

Section 2. A time will be set aside during each meeting for limited communication from the public. The President, with the concurrence of the Board of Directors will take appropriate action on each communication.

Section 3. The President shall take appropriate steps to insure that the public is informed in advance of meetings of the Board of Directors.

Section 4. These Bylaws may be amended or repealed, and new Bylaws adopted, upon a vote of 2/3 of the Board of Directors, and subsequent approval by three percent of the membership of the

Bylaws of Hillcrest Business Improvement Association

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organization, at any regular meeting or special meeting where the notice of intent has been given at least seven (7) days.

CERTIFICATE OF SECRETARY

I, _____, certify as follows:

1. I am the duly elected and acting Secretary of Hillcrest Business Improvement Association Incorporated, a California Nonprofit Corporation;
2. That these Bylaws, consisting of 8 pages, inclusive, are the Bylaws of the corporation as adopted by the Board of Directors on _____, 2012;
3. That these Bylaws have not been amended or modified since that date.

Secretary

Michael Wright, President

Date

[Bylaws of Hillcrest Business Improvement Association](#)

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[Bylaws of Hillcrest Business Improvement Association, Incorporated \(9/9/08\)](#)



Proxy Ballot

This is the **proxy ballot** for the 2012 Hillcrest Business Association Board of Directors election. The election will be held at the Hillcrest Business Association Annual Meeting on October 9, 2012.

This ballot should be used by those who wish to vote but can not be present at the Annual Meeting.

This election will fill eight two year vacancies whose term will expire October 2014. This election will appoint two business members to the Uptown Community Parking District whose term will expire. The election will also decide whether to change the bylaws to allow for mail in ballots by request and restrict proxy voting to one proxy vote per member.

To find out more about the bylaw changes or read candidate biographies please visit www.hillcrestbia.org.

Business owners who have fully paid their BID assessment as of September 1, 2012 are eligible to vote.

Votes may be cast by mail using this proxy ballot or in person at the **Hillcrest Business Association Annual Meeting at 5pm on October 9, 2012**. The meeting will be held at Pita Jungle 1045 University Avenue. Nominations may be made from the floor at the Annual Meeting provided nominees have expressed their interest to run in writing prior to the meeting.

Failure to follow directions on this ballot will disqualify the ballot.

Please Vote:

Business owners nominated to the HBA Board of Directors for a two year term.

Please vote for up to nine candidates by placing an X in the box next to the candidate:

- | | |
|---|---|
| <input type="checkbox"/> Ronald Baranov ~ Baranov Properties | <input type="checkbox"/> Cecelia Moreno ~ Crest Cafe |
| <input type="checkbox"/> Edward Camirillo ~ The Range Kitchen and Cocktails | <input type="checkbox"/> Nicholas Papantonakis ~ Snooze AM Eatery |
| <input type="checkbox"/> Johnathan Hale ~ Hale Media | <input type="checkbox"/> Eddie Reynoso ~ Urban Mo's |
| <input type="checkbox"/> Pete Katz ~ Katz Realestate | <input type="checkbox"/> Glenn Younger ~ Grah Security |

Business owners nominated to the Uptown Community Parking District for a three year term.

Please vote for up to two candidates by placing an X in the box next to the candidate:

- | | |
|--|--------------------------|
| <input type="checkbox"/> Delour Younan ~ Hillcrest Shell | <input type="checkbox"/> |
|--|--------------------------|

Proposed bylaw changes by placing an X in the box below:

- Yes, I support the proposed bylaw changes.

Please complete the information below to validate your ballot:

Name: _____ Business Name: _____

Business Tax ID: _____ Address: _____

Contact Phone Number: _____

Signature: _____

Please mail or deliver your ballot to the Hillcrest Business Association offices before 5pm on October 8, 2012.

Please deliver to:

Hillcrest Business Association ~ 3737 5th Ave. #202 ~ San Diego, CA 92103

Fax: (619) 299-4230 benjamin@hillcrestbia.org



Hillcrest Business Association
3737 Fifth Ave. #202
San Diego, CA 92103

OFFICIAL BALLOT!

***Read candidate biographies and
learn more at www.hillcrestbia.org!***

Contracting Agreement

August XX

This agreement is executed by Hillcrest Business Association, a California not for profit corporation (hereinafter referred to as "HBA") whose address is 3737 Fifth Avenue #202, San Diego, CA 92103 and Southern Contracting Company (hereinafter referred to as "Contractor"), whose address is PO Box 445, San Marcos, CA 92079.

The City of San Diego, though not a party to this agreement, is referred to in this agreement as the "City".

Recitals

The HBA is seeking to complete installation and construction of permanent street lighting in the sidewalk on Fifth Ave. between Washington St. and University Ave. This project will be referred to as the Fifth Ave. Lighting Project.

Agreement

Services to be provided

Contractor shall provide construction services described in attachment #A.

Term and terminations

The term of this agreement shall be six months from the date of its execution. All work shall be completed within the term of this agreement. This agreement may be canceled by either party for any reason with thirty days notice. If this agreement is cancelled for any reason by either party, there will be no liability on the part of either party regarding this agreement.

Independent contractor status

Contractor is not an employee of the City or HBA. All staff costs relating to the project must be borne by Contractor. Contractor shall have no authority to bind the City or HBA in any manner or to incur any obligation, debt, or liability of any kind, on behalf of or against the City or HBA. Signing this agreement does not assign any rights, obligations, and/or duties of Hillcrest Business Association under this agreement to any third party. This agreement does not create a contractual relationship between the City or HBA and any third party.

Governing law

Contractor shall at all times comply with all applicable laws, statutes, ordinances, and regulations of the City, county, state, and federal governments. Subcontractor shall also comply with all notices issued by the City under the authority of all current or future laws, statutes, ordinances, or regulations.

Conflict of interest

Contractor shall comply with all federal, state, and local laws, including conflict of interest laws, statutes, ordinances, regulations, and policies of the City related to public contracts and procurement practices to the extent applicable. HBA and Contractor are unaware of any financial or economic interest of any public officer or employee of the City relating to this agreement. Contractor has been made aware of the HBA's Conflict of Interest policy (attachment B).

Insurance

Contractor shall defend, indemnify, protect, and hold harmless the City and HBA, their elected officials, departments, officers, employees, representatives, and agents from and against any and all claims asserted, or liability established, for damages or injuries to any person or property. Contractor shall provide Commercial General Liability [CGL] Insurance, naming HBA and the “The City of San Diego, its elected officials, officers, employees, representatives, and agents” as additionally insured. Contractor shall provide Workers’ Compensation Insurance, as required by the laws of the State of California for all of Contractor’s employees who are subject to this agreement, with Employers’ Liability coverage with a limit of at least one million dollars (\$1,000,000). “The City of San Diego, its elected officials, officers, employees, representatives, and agents” shall be named as additionally insured in the CGL. The policies shall be kept in force for the duration of the term and any extended use. The certificate(s) of insurance shall be delivered to HBA at the execution of this contract. All insurance required by the terms of this agreement must be provided by insurers licensed to do business in the State of California which are rated at least "A-, VI" by the current AM Best Ratings Guide. Non-admitted surplus lines insurers may be accepted provided they are included on the most recent list of California eligible surplus lines insurers (LESLI list) and otherwise meet City requirements. If the City is made a party to any judicial or administrative proceeding to resolve the dispute between HBA and Contractor, Contractor shall defend and indemnify the City as described herein.

Payment

HBA agrees to pay an amount not to exceed (without written authorization) \$107,051.25. Billing shall be in the form of a monthly invoice which shall detail work completed for the period and shall clearly detail time spent as it relates to the items described in attachment #A.

The invoices shall be itemized in the following categories and shall not exceed the maximums indicted for materials and labor in each category:

- Trench, conduit, asphalt and concrete removal and replacement \$53,750.00
- 100 amp VIT “Strongbox” stainless steel meter pedestal \$7,945.00
- 14’ pole, foundation, LED fixture and pull boxes \$45,356.00

Agreements with third parties

Prior to signing the Contractor shall disclose and provide copies of all agreements with third parties relating to the project including rental agreements, service contracts, entertainment agreements, sponsorships, in-kind donations, special payments, and mutual benefit arrangements. Unwritten agreements shall be unacceptable.

Equal employment and nondiscriminatory provisions

Contractor shall not discriminate in any manner against any person or persons on account of race, color, religion, gender, sexual orientation, medical status, national origin, age, marital status, or physical disability in Contractor's activities pursuant to this agreement, including but not limited to the providing of goods, services, facilities, privileges, advantages, and accommodations, and the obtaining and holding of employment. Contractor shall comply with City Council Ordinance No.18173 (San Diego Municipal Code sections 22.2701 through 22.2708, as amended), EQUAL EMPLOYMENT OPPORTUNITY OUTREACH PROGRAM, a copy of which is on file in the Office of the City Clerk and by this reference is incorporated into this agreement. Contractor is individually responsible to abide by its contents. Contractor shall comply with Title VII of the Civil Rights Act of 1964, as amended; Executive Orders 11246,

11375, and 12086; the California Fair Employment Practices Act; and any other applicable federal and state laws and regulations hereafter enacted. Contractor shall not discriminate against any employee or applicant for employment on any basis prohibited by law. Contractor may be required to comply, and require each of its Subcontractors to comply, with the provisions of the City's Living Wage Ordinance. It is the responsibility of the Contractor to determine if compliance is required. Contractor is required where applicable to comply with the Americans with Disabilities Act, the City of San Diego Drug Free Workplace requirements, and Storm Water Management and Discharge Control Ordinance.

Arbitration. If a dispute arises out of or relates to this agreement, or the breach thereof, the parties agree first to try in good faith to resolve the dispute by mediation administered by the American Arbitration Association under its rules, before resorting to arbitration. Thereafter, any unresolved controversy or claim arising out of or relating to this agreement, or breach thereof, shall be resolved by arbitration administered by the American Arbitration Association in accordance with its Arbitration Rules, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof pursuant to applicable law.

Materials, supplies and equipment. Contractor shall furnish all materials, supplies and equipment necessary to fully perform the services specified herein. Contractor shall not rely on any third party contribution or donated materials unless disclosed and agreed upon by HBA.

Authorization. HBA hereby represents and warrants that while not the owner of the premises where services are to be provided the HBA is fully authorized by the owner to enter into this agreement.

Supervision. Contractor shall provide supervision adequate to insure that the services rendered pursuant to this agreement are of high quality.

No joint venture or partnership. This agreement shall not be construed or interpreted to create or establish any joint venture or partnership between the parties.

IN WITNESS WHEREOF, the parties have executed this agreement

on _____, at _____, California.

HILLCREST BUSINESS
ASSOCIATION

Contractor

By:

Benjamin Nicholls
Executive Director
3737 Fifth Avenue, #202
San Diego, California 92103
(619) 299-3330 Tel.
(619) 299-4230 Fax

By: _____

Attachment A: scope of work

Contractor agrees to provide the following:

- Obtain all required building permits for a Process 1 Public Right of Way permit from the City of San Diego Development Services Department to install the five lights shown on the attached documents (Attachment A and B).
- Obtain all materials needed to install the infrastructure described in the attached documentation including but not limited to lights, poles, and conduit (Attachment A and B).
- Provide all labor required for installation of the design attached. All personal must be fully licensed, bonded and insured to an industry standard in the state of California and City of San Diego.
- All installation services must coordinate with and take advantage of existing installed infrastructure on site (please see attachment C).
- Installation quote shall include all required heavy equipment costs (such as transportation to site, crane service and installation).

Plan submittal and fees are not included and will be the responsibility of the HBA.

HBA agrees to provide the following:

- Payment based on the above schedule.

Attachment B: conflict of interest policy

No contract may be entered into by the Hillcrest Business Association if one of its officers, members, directors, committee members, staff members or volunteers has a material financial interest in the contract or transaction, except in the following circumstances:

- (1) the material facts as to the contract or transaction and as to the party's interest are fully disclosed or known to the member, board or committee voting on the matter;
- (2) the contract or transaction is approved by the members, board or committee in good faith, by a vote sufficient without counting the vote of the interested party or parties;
- (3) the interested party or parties abstains from voting on the matter;
- (4) the contract or transaction is just and reasonable to the Hillcrest Business Association at the time it was authorized, approved or ratified;
- (5) the interested party or parties shall not actively participate in the decision about the contract or transaction, except to answer questions or provide a broad explanation;
- (6) the action is recorded in meeting minutes, noting which members voted, how the members voted, and identifying any members who abstained from voting.

A violation of any provision of this policy shall be grounds for removal of the officers, directors, members, committee members, staff members or volunteers from their positions with the HBA. A contract or transaction entered into in violation of this Conflict of Interest Policy shall be void and unenforceable.