

## Board of Directors Joint Meeting Agenda

Date of Meeting:	<b>5/17/2023</b>	Time:	<b>4:00PM</b>
Board Chairs:	Barrett Lipomi/David Boring	Location:	953 10 <sup>th</sup> Street
<b>1. Discussion Items</b>			
<b>#</b>	<b>Topics</b>	<b>Presenter</b>	
1	Open Meeting (2 min)	Barrett L.	
2	DID Approval of 03/15/2023 Joint Board Minutes (2 min)	David B.	
4	DMP Approval of 03/15/2023 Joint Board Minutes (2 min)	Barrett L.	
5	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 or DID 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 or DID 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	
6	Downtown Administrative Report (Recap of recent activities and upcoming initiatives: New Digital Marketing Manager, Experience Engineers, First Fridays, Downtown Music Series, RAD Card, 10 <sup>th</sup> and J Street Improvements, Downtown Parking, Mapping/Listing Project, Window Facade Program, Banner Management ) (20 Min)	Josh B./Heidi S.	
7	DMP Action: Discuss Financials (5 Min)	Josh B.	
8	DID Action: Discuss Financials (5 Min)	Heidi S.	
9	DMP Action: Discuss Sponsorship of Gallo Center Brown Bag Series	Josh B.	
10	DMP Action: Executive Team Recommendation - Discuss Sponsorship Limits for CEO (5 min)	Barrett L.	
11	DID Action: Discuss Removing Bart Barringer and adding Charles Doll as a signer for all DID bank accounts.	Heidi S.	
12	DID Action: Discuss recommendation of 2023/24 budget.	Heidi S.	
13	DID Action: Discuss donation to Modesto Garden Club for 100 <sup>th</sup> Year Anniversary Celebration	Heidi S.	
14	Board Member Forum	Any	
15	Adjourn Regular Meeting	Barrett L.	

## 2. Closed Session - Government Code Section 54957(b)(1)

1. DID Action: Executive Team Recommendation – Discuss Executive Director Compensation, Bonus and Performance Criteria

## 3 Pework/Preparation (documents/handouts to bring, reading material, etc.)

<b>Description</b>	<b>Brought by</b>
03/15/23 Joint DMP/DID Board Meeting Minutes	Elizabeth B.
Experience Engineers Work YTD	Elizabeth B.
RAD Card P&Ls	Elizabeth B.
DMP Financials	Elizabeth B.
DID Financials	Elizabeth B.
DID Draft 2023/2024 Budget	Elizabeth B.

## Board of Directors Meeting Minutes

Date of Meeting:	<b>3/15/2023</b>	Time:	<b>4:00 PM</b>
Minutes Prepared By:	Elizabeth Buenrostro	Location:	953 10 <sup>th</sup> Street (Greens)

### Attendance

**Present** DMP: Barrett Lipomi, Ann Endsley, Kathryn Davis, Charles Doll, David Boring, Erin Doran, Sue Zwahlen, Blaine Cox, Josh Bridegroom

DID: Charles Doll, David Boring, Maria Apodaca, Paul Adams, Julie Betts-Albert, Esperanza Vargas

**Absent** DMP: Blake Humble, David Darmstandler  
DID: Amanda Heitlinger

**Others** Heidi Savage, Stephanie Foster, Elizabeth Buenrostro, Sara Lowry

### Discussion

#	Topics	
1	Open Meeting - Barrett opened the meeting at 4:17 p.m.	Barrett L.
2	DID Approval of 02/16/2023 Minutes - David called for approval of the minutes for the meeting of 02/16/2023 o DID Board approved the minutes as presented (C. Doll/ E. Vargas; Unanimous)	David B.
3	DMP Approval of 01/18/2023 Minutes - Barrett called for approval of the minutes for the meeting of 01/18/2023 o DMP Board approved the minutes as presented (K. Davis/ E. Doran; Unanimous)	Barrett L.
4	Public Comments No public comments were made	Any
5	Downtown Administrative Report - Josh and Heidi recapped recent activities and upcoming initiatives.	Josh B./ Heidi S.
7	DMP Action: Discuss Financials - Josh presented the financials to the board o Board approved financials for YTD 2/28/2023 as presented (K. Davis/ C. Doll; Unanimous)	Josh B.
8	DID Action: Discuss Financials - Heidi presented the financials to the board o Board approved financials for YTD 2/28/2023 as presented (C. Doll/ E. Vargas; Unanimous)	Heidi S.

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9	DMP Action: Executive Team Recommendation – Discuss Annual Report <ul style="list-style-type: none"><li>- Stephanie presented the draft annual report to the board<ul style="list-style-type: none"><li>o The board approved the annual report as presented (C. Doll/ B. Cox; Unanimous)</li></ul></li></ul>	Josh B./ Steph. F.
10	Board Member Forum <ul style="list-style-type: none"><li>- There was general discussion around the table.</li></ul>	Any
11	Adjourn Regular Meeting <ul style="list-style-type: none"><li>- Barrett adjourned the meeting at 5:28 pm</li></ul>	Barrett L.

NEXT MEETING ( if applicable )

Date: 05/17/2023

Time: 4:00 p.m.

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

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Downtown Modesto Partnership  
RAD Card Activity  
January 1, 2023 through April 30, 2023

<b>RAD Card Payable</b>	
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Beginning Balance	\$ 3,138,059.53
County Deposits	\$ -
Merchant Deposits	-
Chargeback Recovery	231,509.46
Bank Interest	<u>141.06</u>
 Total Deposits	 231,650.52
Processing Fees - Merchant	(139,987.43)
Chargebacks - Merchant	(244,382.79)
Vendor Payments - Tipalti	<u>(1,710,090.35)</u>
 Total Expenditures	 <u>(2,094,460.57)</u>
Ending Balance (Liabilities)	<u>\$ 1,275,249.48</u>
 Cash - OVCB	 \$ 1,448,375.43
Less: Indicated Cash Bal (Admin)	(278,822.06)
Cash - Tipalti	127,661.76
Other	<u>-</u>
 Ending Balance (Assets)	 <u>\$ 1,297,215.13</u>

<b>RAD Card Administration</b>	
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Beginning Balance - Carryover from Prior Years	\$ 349,463.02
RAD Income - Admin Fees	-
RAD Expenses	
Customer Service	\$ 4,970.00
Amazon Web Services	-
App Development	35,545.00
Credit Card Fees	139.80
Bank Fees	150.00
Subscriptions	-
DoMo Admin Realloc	-
Insurance - Cyber Liability	15,926.18
Payroll (Liz & Sara)	9,909.98
Marketing & Website	<u>4,000.00</u>
 Total RAD Expenses	 <u>70,640.96</u>
 Net RAD Admin Income	 <u>(70,640.96)</u>
Total RAD Available Ending Balance	278,822.06
 Less: Fraud Contingency	 <u>(50,000.00)</u>
Available after Contingency	<u>\$ 228,822.06</u>
 Posted Receivables	 \$ -
Indicated Cash Balance - RAD Admin	<u>278,822.06</u>
	<u>\$ 278,822.06</u>

**Downtown Modesto Partnership  
Budget v Actual 4/30/23  
General Administration**

	YTD Actual	YTD Budget	YTD Variance	Annual Budget	% of Annual Budget
<b>Revenue</b>					
31020 Board Donations	-	-	-	1,200.00	0.00%
31030 CBD Income	443,560.90	443,560.90	-	750,000.00	59.14%
31040 Contracted Services	15,400.00	16,666.67	(1,266.67)	50,000.00	30.80%
Events & Activities	6,816.40	6,816.40	-	35,200.00	19.36%
Micro-Enterprises Net (detail)***	-	-	-	5,360.50	0.00%
RAD Admin Reallocation	-	-	-	50,000.00	0.00%
31015 Bank Interest	172.10	250.00	(77.90)	750.00	22.95%
<b>Total Revenue</b>	<b>465,949.40</b>	<b>467,293.97</b>	<b>(1,344.57)</b>	<b>892,510.50</b>	<b>52.21%</b>
<b>Expenditures</b>					
Bank Fees	-	-	-	-	0.00%
41010 Benefits					
Health Insurance	13,867.77	14,000.00	(132.23)	42,000.00	33.02%
Pension	5,250.58	5,348.33	(97.75)	16,045.00	32.72%
41020 Board Meetings & Convenings	-	333.33	(333.33)	1,000.00	0.00%
41040 Dues, Subscriptions & Licenses	2,261.87	1,666.67	595.20	5,000.00	45.24%
41041 Employee Parking	4,400.00	4,400.00	-	4,800.00	91.67%
41050 Events/Activities	6,474.39	6,474.39	-	30,396.00	21.30%
41070 Liability Insurance	663.48	1,533.33	(869.85)	4,600.00	14.42%
41090 Office Improvements & Maint.	513.96	1,666.67	(1,152.71)	5,000.00	10.28%
41100 Office Equipment & Supplies	3,691.11	3,000.00	691.11	9,000.00	41.01%
41110 Outside Services					
Auditor/CPA	-	-	-	5,500.00	0.00%
Accounting	10,700.00	10,000.00	700.00	30,000.00	0.00%
Advertising/Marketing	5,850.34	5,850.34	-	17,064.90	34.28%
Eco Counter	-	2,921.67	(2,921.67)	8,765.00	0.00%
Rank Security	6,004.00	8,000.00	(1,996.00)	24,000.00	25.02%
SinglePoint	3,509.85	2,833.33	676.52	8,500.00	41.29%
StreetPlus	86,747.68	75,000.00	11,747.68	225,000.00	38.55%
41120 Payroll	102,746.29	106,966.67	(4,220.38)	320,900.00	32.02%
41130 Payroll Tax Expense	10,658.88	10,696.67	(37.79)	32,090.00	33.22%
41140 Postage & Delivery	-	133.33	(133.33)	400.00	0.00%
41150 Professional Development	-	-	-	5,000.00	0.00%
41155 Public Space Beautification	-	-	-	10,000.00	0.00%
41160 Rent	16,256.00	16,483.20	(227.20)	49,449.60	32.87%
41170 Sponsorship	1,500.00	-	1,500.00	10,000.00	15.00%
41170 Travel & Entertainment	3,172.78	3,000.00	172.78	9,000.00	35.25%
41180 Utilities	4,799.23	4,333.33	465.90	13,000.00	36.92%
41190 Vehicle Expenses	518.58	1,000.00	(481.42)	3,000.00	17.29%
41200 Workers Compensation	647.14	1,000.00	(352.86)	3,000.00	21.57%
<b>Total Expenditures</b>	<b>290,233.93</b>	<b>286,641.26</b>	<b>3,592.67</b>	<b>892,510.50</b>	<b>32.52%</b>
Accounting Services	-				
Sponsorship - Children's Museum	-				
<b>Net Revenue</b>	<b>175,715.47</b>				
Valley First Credit Union	233,657.39				
Oak Valley Savings	393,011.53				
<b>Total Cash On Hand</b>	<b>626,668.92</b>				

\*\*\* Activity contained to sub-schedules until events seasons are completed

**Modesto Downtown Improvement District**  
**Budget vs. Actuals: FY23 P&L**  
**July 2022 - April 2023**

	Total			
	Actual	Budget	Variance	% of Budget
<b>Revenue</b>				
41000 Mill Tax DID	258,044.34	\$ 235,000.00	\$23,044.34	109.81%
City DID Administration Fee		-\$6,392.22	\$6,392.00	0.00%
<b>Total Revenue</b>	<b>\$258,044.34</b>	<b>\$ 228,608.00</b>	<b>\$29,436.34</b>	<b>112.88%</b>
<b>Gross Profit</b>	<b>\$258,044.34</b>	<b>\$ 228,608.00</b>	<b>\$29,436.34</b>	<b>112.88%</b>
<b>Expenditures</b>				
51000 Marketing Expense			\$0.00	
Advertisement and Sponsorship	\$ 2,439.39	\$ 23,000.00	-\$20,560.61	10.61%
Branding	\$ 50.00		\$50.00	
Social Media	\$ 7,295.00	\$ 9,000.00	-\$1,705.00	81.06%
Website Development	\$ 300.00	\$ 8,000.00	-\$7,700.00	3.75%
<b>Total 51000 Marketing Expense</b>	<b>\$ 10,084.39</b>	<b>\$ 40,000.00</b>	<b>-\$29,915.61</b>	<b>25.21%</b>
52000 Board Meetings	\$ 876.70	\$ 1,500.00	-\$623.30	58.45%
52025 Contractor Field Services	\$ 25,000.00	\$ 31,500.00	-\$6,500.00	79.37%
52050 Dues & Subscriptions	\$ 1,229.58	\$ 4,000.00	-\$2,770.42	30.74%
52075 Insurance	\$ 2,573.31	\$ 3,300.00	-\$726.69	77.98%
52100 Office Lease	\$ 8,543.97	\$ 10,300.00	-\$1,756.03	82.95%
52150 Office Supplies & Misc.	\$ 726.90	\$ 8,000.00	\$7,273.10	9.09%
52175 Payroll Expenses	\$ 50,999.17	\$ 68,199.00	-\$17,199.83	74.78%
52200 Postage & Shipping	\$ 24.00	\$ 100.00	-\$76.00	24.00%
52300 Professional Development	\$ 1,146.54	\$ 1,500.00	-\$353.46	76.44%
52325 Board Member Development		\$ 1,500.00	-\$1,500.00	0.00%
<b>52350 Professional Services</b>	<b>\$ 330.00</b>	<b>\$ 1,500.00</b>	<b>\$170.00</b>	<b>22.00%</b>
Accounting Services	\$ 3,525.00	\$ 1,500.00	\$2,025.00	235.00%
CPA Services	\$ 650.00	\$ 750.00	-\$100.00	86.67%
Misc. Professional Services		\$ 825.00	-\$825.00	0.00%
<b>Total 52350 Professional Services</b>	<b>\$ 4,505.00</b>	<b>\$ 4,575.00</b>	<b>-\$70.00</b>	<b>98.47%</b>
52400 Programs & Events	\$ 229.30		\$229.30	
Beautification/Area Enhancement	\$ 1,521.92	\$ 12,000.00	-\$10,478.08	12.68%
Promotions/Events	\$ 1,571.26	\$ 28,609.00	-\$27,037.74	5.49%
Window Improvement Program	\$ 4,239.86		\$4,239.86	
<b>Total 52400 Programs &amp; Events</b>	<b>\$ 7,562.34</b>	<b>\$ 40,609.00</b>	<b>\$33,046.66</b>	<b>18.62%</b>
52500 Travel & Entertainment	\$ 2,564.82	\$ 50.00	-\$2,435.18	51.30%
52700 Utilities & Telephone	\$ 866.29	\$ 1,500.00	-\$633.71	57.75%
59050 Bank Charges & Fees	\$ 59.50	\$ 125.00	-\$65.50	47.60%
Contingency Reserves		\$ 6,900.00	-\$6,900.00	0.00%
<b>Total Expenditures</b>	<b>\$116,762.51</b>	<b>\$ 228,608.00</b>	<b>-\$111,845.49</b>	<b>51.08%</b>
<b>Net Operating Revenue</b>	<b>\$141,281.83</b>	<b>\$ -</b>	<b>\$ 141,281.83</b>	
<b>Net Revenue</b>	<b>\$141,281.83</b>	<b>\$ -</b>	<b>\$ 141,281.83</b>	

## Modesto Downtown Improvement District

### Proposed 2022/2023 FY Budget

	<b>Anticipated Budget</b>
<b>Revenue</b>	
41000 Mill Tax DID	\$ 209,000.00
City DID Administration Fee	\$ (6,392.00)
<b>Total Revenue</b>	<b>\$ 202,608.00</b>
<b>Expenditures</b>	
51000 Advertising & Marketing	
Social Media	\$ 7,200.00
Website, Maintenance	\$ 1,400.00
PR, Advertising, Sponsorships	\$ 4,900.00
52400 Programs & Events	
Beautification/Area Enhancement	\$ 6,800.00
Promotions/Events	\$ 8,000.00
52010 Contractor Reimb. - Field Services	\$ 31,500.00
52000 Board Meetings	\$ 1,500.00
52050 Dues and Subscriptions	\$ 2,000.00
52075 Insurance	\$ 3,500.00
52100 Office Lease	\$ 10,300.00
52150 Office Supplies & Misc.	\$ 2,000.00
52175 Payroll Expenses	\$ 107,300.00
52200 Postage & Shipping	\$ 100.00
52300 Professional Development	\$ 2,500.00
52350 Professional Services	\$ 7,425.00
52500 Travel & Entertainment	\$ 2,500.00
52700 Utilities & Telephone	\$ 1,500.00
59050 Bank charges/fees	\$ 125.00
Contingency Reserve	\$ 2,058.00
<b>Total Expenditures</b>	<b>\$ 202,608.00</b>
 <b>Net Revenue</b>	 <b>\$ -</b>