



Board of Directors Joint Meeting Agenda

Date of Meeting:	11/15/2023	Time:	4:00 PM
Board Chairs:	David Boring/Barrett Lipomi	Location:	953 10 th Street
1. Discussion Items			
#	Topics	Presenter	
1	Open Meeting and Introductions (10 min)	David B. & Barrett L.	
2	DID Approval of Minutes (2 min)	David B.	
3	DMP Approval of Minutes (2 min)	Barrett L.	
4	Public Comments (The Board of Directors welcomes participation in meetings. This time on the agenda is provided for members of the public to address the Board of Directors of DMP on matters of concern that fall within the jurisdiction of the Board that are not on the agenda. Speakers are encouraged to consult with management prior to agenda preparation regarding any DMP operation or responsibility. As per the Brown act, no action can be taken on non-agenda issues. It is not required, but speakers may provide their name and address. Because these are non-agenda matters, no discussion or comment by the Board should be expected except to properly refer the matter for review or action as appropriate. Public Comments will be limited to five minutes per speaker.) (5 min)	Any	
5	Downtown Administrative Report (Recap of recent activities and upcoming initiatives: Transition of downtown organizations, Mod Shop, RAD Card, DMP Annual Report, 2024 Annual Action Plan, and DMP 2023 Event Recap) (20 Min)	Heidi S., Barrett L.	
6	DID Action: Discuss Financials (10 Min)	Heidi S.	
7	DMP Action: Discuss Financials (10 Min)	Barrett L.	
8	City of Modesto – Community & Economic Development Report (10 Min)	Jessica Hill	
9	DMP Action: Executive Team Recommendation – Discuss FY 2024 Operating Budget (10 min)	Heidi S.	
10	DMP Action: Executive Team Recommendation – Discuss 2024 Board Member and Officer Nominations (10 min)	Heidi S.	
11	Board Member Forum (15 min)	Any	
12	Adjourn Regular Meeting	David B./Barrett L.	

2. Pre-work/Preparation (documents/handouts to bring, reading material, etc.)

Description	Brought by
DID 09/19/23 Board Meeting Minutes	Elizabeth B.
DMP 05/17/23 Board Meeting Minutes	Elizabeth B.
DMP 09/20/23 Board Meeting Minutes	Elizabeth B.
Admin Report Materials	Elizabeth B.

DID Financials through 10/31/2023	Elizabeth B.
DMP Financials through 10/31/2023	Elizabeth B.
DMP 2024 Operating Budget	Elizabeth B.
2024 DMP Board and Officer Nominations	Elizabeth B.



Board of Directors Meeting Minutes

Date of Meeting:	09/19/2023	Time:	3:30 PM
Minutes Prepared By:	Heidi Savage	Location:	1016 12th Street

Attendance

Present David Boring, Maria Apodaca, Amanda Heitlinger, Paul Adams, Charles Doll, Esperanza Vargas

Absent Sarah Aaronson, Julie Betts-Albert

Others Heidi Savage

Discussion

#	Topics	
1	Open Meeting - David opened the meeting at 3:44 p.m.	David B.
2	DID Approval of 05/17/2023 Minutes - David called for approval of the minutes for the meeting of 05/17/2023 o Board approved the minutes as presented (P. Adams/A. Heitlinger; Unanimous, with Paul Adams voting as proxy for Esperanza Vargas).	David B.
3	Public Comments No public comments were made	Any
4	DID Action: Discuss Financials - Heidi presented the year-ending financials for 2022-2023 to the board and recommended approval. o Board approved financials for YTD 6/30/2023 as presented. (A. Heitlinger / C. Doll; Unanimous, with Paul Adams voting as proxy for Esperanza Vargas).	Heidi S.
5	DID Action: Discuss Financials - Heidi presented the financials to the board and recommended approval o Board approved financials for YTD 8/30/2023 as presented. (A. Heitlinger / C. Doll; Unanimous, with Paul Adams voting as proxy for Esperanza Vargas).	Heidi S.
6	DID Action: Discuss Budget - Heidi presented City of Modesto Finance letter acknowledging DID overpayment in 2022-2023 of \$20,983.49. o Board authorized Executive Director to keep the already approved budget taking \$20,983.49 from the Reserves account and put into the operating account. (C. Doll / A. Heitlinger; Unanimous, with Paul Adams voting as proxy for Esperanza Vargas).	Heidi S.
7	DID Action: Discuss Roles and Capacity of the Downtown Organizations - The board discussed the need for DMP and DID executive committees and staff to meet to discuss roles and capacity. o No action taken.	David B.

8	DID Action: Discuss Upcoming Promotions and Funding - After discussion the board recommended executing a Small Business Saturday promotion instead of Pink Friday. o No action taken.	Heidi S.
9	DID Action: Discuss DID Website - Heidi explained that the DID's website is old and must be re-built and the board agreed. o No action taken.	Heidi S.
10	Downtown Administrative Report Heidi recapped recent activities and upcoming initiatives.	Heidi S.
11	Adjourn Regular Meeting - David adjourned the meeting at 5:49 pm	David B.



Board of Directors Meeting Minutes

Date of Meeting:	05/17/2023	Time:	4:00 PM
Minutes Prepared By:	Heidi Savage	Location:	953 10 th Street (Greens)

Attendance

Present	DID: Julie Betts-Albert, David Boring, Maria Apodaca, Amanda Heitlinger, Paul Adams, Esparanza Vargas DMP: Barrett Lipomi, Blake Humble, Ann Endsley, David Boring, Josh Bridegroom, Sue Zwahlen, Blaine Cox
Absent	DID: Charles Doll DMP: Erin Doran, David Darmstandler, Kathryn Davis, Charles Doll
Others	Heidi Savage, Sarah Aaronson, Lana Wilkerson

Discussion

#	Topics	
1	Open Meeting - Barrett opened the meeting at 4:05 p.m.	Barrett L.
2	DID Approval of 03/15/2023 Minutes - David called for approval of the minutes for the meeting of 03/15/2023 o Board approved the minutes as presented (A. Heitlinger/ J. Betts-Albert; Unanimous)	David B.
3	DMP Approval of 03/15/2023 Minutes - Barrett called for approval of the minutes for the meeting of 03/15/2023 o Board approved the minutes as presented (B. Cox/ A. Endlsey; Unanimous)	David B.
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.
6	DMP Action: Discuss Financials - Josh presented the financials to the board and recommended approval o Board approved financials for YTD 4/30/2023 (B. Cox/ B. Humble; Unanimous)	Josh B.
7	DID Action: Discuss Financials - Heidi presented the financials to the board o Board approved financials for YTD 4/30/2023 with corrections (A. Heitlinger/ E. Vargas; Unanimous)	Heidi S.
8	DMP Action: Discuss Sponsorship of Gallo Center Brown Bag Series. DMP Board approved sponsorship for \$2,000 as presented (S. Zwahlen/ B. Humble; Unanimous)	Barrett L.

9	DMP Action: Executive Team Recommendation - Discuss Sponsorship Limits of CEO. DMP Board approved sponsorship limit of \$2500. (S. Zwahlen/ B. Humble; Unanimous)	Josh B.
10	<p>DID Action: Discuss removing Bart Barringer and adding Charles Doll as a signer for all DID bank accounts.</p> <ul style="list-style-type: none"> - Heidi explained that since Bart Barringer has been replaced as Vice Chair on the DID board, the bank requires a board action allowing Charles Doll to become a signer on all accounts. <ul style="list-style-type: none"> o DID Board approved as presented (E. Vargas/ A. Heitlinger; Unanimous) 	Heidi S.
11	<p>DID Action: Discuss recommendation of 2023/24 budget.</p> <ul style="list-style-type: none"> - Heidi presented a draft of the DID 2023-2024 budget. <ul style="list-style-type: none"> o DID Board approved with corrections. (E. Vargas/ M. Apodaca; Unanimous) 	Heidi S.
12	<p>DID Action: Discuss donation to Modesto Garden Club for 100th Year Anniversary Celebration</p> <ul style="list-style-type: none"> - Heidi explained that the Modesto Garden Club wishes to replant the flower clock at the Centre Plaza in 2024 as part of their centennial celebration. <ul style="list-style-type: none"> o Board approved donating \$3000 from the reserve account as presented. (P. Adams/M. Apodaca; Unanimous) 	Heidi S
13	<p>Board Member Forum</p> <ul style="list-style-type: none"> - There was general discussion around the table. 	Any
14	<p>Adjourn Regular Meeting</p> <ul style="list-style-type: none"> - Barrett adjourned the meeting at 5:30 pm 	Barrett L.

Board of Directors Meeting Minutes

Date of Meeting:	9/20/2023	Time:	4:00 PM
Minutes Prepared By:	Elizabeth Buenrostro	Location:	1217 J Street Modesto

Attendance

Present DMP: Barrett Lipomi, Ann Endsley, Kathryn Davis, Charles Doll, Sue Zwahlen, David Boring, Blaine Cox

Absent DMP: David Darmstandler, Erin Doran, Blake Humble

Others Stephanie Foster, Sara Dominguez, Elizabeth Buenrostro, Nicole Duffy

Discussion

#	Topics	
1	Open Meeting - Barrett opened the meeting at 4:09 p.m.	Barrett L.
2	Public Comments Public comments were made by Mike Moridain who discussed the betterment of J Street	Any
3	Approval of 8/24/23 Minutes - Barrett called for approval of the minutes for the meeting of 8/24/23 - Board approved the minutes as presented (C. Doll/ Sue Zwahlen; Unanimous)	Barrett L.
4	Downtown Administrative Report - Barrett and DMP staff recapped recent activities and upcoming initiatives	Barrett L./ Staff
5	DMP Action: Discuss Financials - Barrett presented financials to the board - Board approved the financials YTD 8/31/23 as presented (K. Davis/ B. Cox; Unanimous)	Barrett L./ Kathryn D.
6	DMP Action: 2024 Board Member Nominations - Barrett presented to have the executive team field the 2024 nominations to the board - Board approved to have the executive team field the 2024 nominations as presented (S. Zwahlen/ B. Cox; Unanimous)	Barrett L.
7	Board Member Forum - There were no further discussions made.	All
8	Adjourn Regular Meeting - Barrett adjourned the meeting at 5:34 pm	Barrett L.
9	*Closed Session - Discuss RAD Card (Action Item)	

- Discuss Interim CEO (Action Item)

NEXT MEETING (if applicable)

Date: 11/15/2023

Time: 4:00 p.m.

Location: 1003 10th St.

Downtown Modesto Partnership
Budget v Actual 10/31/23
General Administration

	YTD Actual	YTD Budget	YTD Variance	Annual Budget	% of Annual Budget
Revenue					
31020 Board Donatons	-	-	-	1,200.00	0.00%
31030 CBD Income	727,012.33	727,012.33	-	750,000.00	96.93%
31040 Contracted Services	37,380.15	41,666.67	(4,286.52)	50,000.00	74.76%
Events & Activities	13,699.50	13,699.50	-	35,200.00	38.92%
Micro-Enterprises Net (detail)***	-	-	-	5,360.50	0.00%
Proceeds from Sale of Asset	26,500.00	-	26,500.00	-	0.00%
RAD Admin Reallocation	-	-	-	50,000.00	0.00%
31015 Bank Interest	331.71	625.00	(293.29)	750.00	44.23%
Total Revenue	804,923.69	783,003.50	21,920.19	892,510.50	90.19%
Expenditures					
Bank Fees	54.72	-	54.72	-	0.00%
41010 Benefits					
Health Insurance	33,638.73	35,000.00	(1,361.27)	42,000.00	80.09%
Pension	13,223.90	13,370.83	(146.93)	16,045.00	82.42%
41020 Board Meetings & Convenings	-	833.33	(833.33)	1,000.00	0.00%
41040 Dues, Subscriptions & Licenses	6,080.01	4,166.67	1,913.34	5,000.00	121.60%
41041 Employee Parking	5,130.00	4,800.00	330.00	4,800.00	106.88%
41050 Events/Activities	26,320.16	25,330.00	990.16	30,396.00	86.59%
41070 Liability Insurance	1,990.44	3,833.33	(1,842.89)	4,600.00	43.27%
41090 Office Improvements & Maint.	3,435.24	4,166.67	(731.43)	5,000.00	68.70%
41100 Office Equipment & Supplies	8,408.50	7,500.00	908.50	9,000.00	93.43%
41110 Outside Services					
Auditor/CPA	7,990.00	5,500.00	2,490.00	5,500.00	145.27%
Accounting	23,050.00	25,000.00	(1,950.00)	30,000.00	0.00%
Legal	42,087.48	-	42,087.48	-	0.00%
Advertising/Marketing	6,888.75	14,220.75	(7,332.00)	17,064.90	40.37%
Eco Counter	-	7,304.17	(7,304.17)	8,765.00	0.00%
Rank Security	18,924.00	20,000.00	(1,076.00)	24,000.00	78.85%
SinglePoint	7,939.45	7,083.33	856.12	8,500.00	93.41%
StreetPlus	193,668.26	187,500.00	6,168.26	225,000.00	86.07%
41120 Payroll	273,904.98	267,416.67	6,488.31	320,900.00	85.36%
41130 Payroll Tax Expense	23,261.20	26,741.67	(3,480.47)	32,090.00	72.49%
41140 Postage & Delivery	-	333.33	(333.33)	400.00	0.00%
41150 Professional Development	-	4,166.67	(4,166.67)	5,000.00	0.00%
41155 Public Space Beautification	-	8,333.33	(8,333.33)	10,000.00	0.00%
41160 Rent	40,490.00	41,208.00	(718.00)	49,449.60	81.88%
41170 Sponsorship	7,000.00	8,333.33	(1,333.33)	10,000.00	70.00%
41170 Travel & Entertainment	3,770.46	7,500.00	(3,729.54)	9,000.00	41.89%
41180 Utilities	11,110.24	10,833.33	276.91	13,000.00	85.46%
41190 Vehicle Expenses	1,942.14	2,500.00	(557.86)	3,000.00	64.74%
41200 Workers Compensation	1,502.57	2,500.00	(997.43)	3,000.00	50.09%
Total Expenditures	761,811.23	745,475.42	16,335.81	892,510.50	85.36%
Net Revenue	43,112.46				
DoMo Walls YTD	2,375.58				
First Fridays YTD	21,836.49				
Food Tour YTD	(10,803.03)				
Adjust to P&L	56,521.50				
Valley First Credit Union	90,986.96				
Oak Valley Savings	393,602.03				
Total Cash On Hand	484,588.99				

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

**Downtown Modesto Partnership
 Projected 2024 General Operating Budget
 Rad Administration**

	YTD Actual	YTD Budget	YTD Variance	Annual Budget	% of Annual Budget
Carryover Balance	349,463.02			350,000.00	
Revenue					
RAD Income - Admin Fees	-	125,000.00	(125,000.00)	150,000.00	0.00%
RAD Interest Income	-	-	-	-	0.00%
Total Revenue	-	125,000.00	(125,000.00)	500,000.00	0.00%
Expenditures					
Customer Service	4,970.00	-	4,970.00	-	0.00%
Amazon Web Services	916.77	208.33	708.44	250.00	366.71%
App Development	83,624.00	100,000.00	(16,376.00)	120,000.00	69.69%
Credit Card Fees	315.55	208.33	107.22	250.00	126.22%
Professional Fees	2,244.00	-	2,244.00	-	0.00%
Bank Fees	315.00	-	315.00	-	0.00%
Subscriptions	-	416.67	(416.67)	500.00	0.00%
Insurance - Cyber Liability	20,633.34	5,000.00	15,633.34	6,000.00	343.89%
Payroll (Liz & Sara)	9,909.98	42,041.67	(32,131.69)	50,450.00	19.64%
Payroll - New Position	-	16,666.67	(16,666.67)	20,000.00	0.00%
Payroll - Chief Administrator	-	100,000.00	(100,000.00)	120,000.00	0.00%
Payroll Tax	-	15,870.83	(15,870.83)	19,045.00	0.00%
Pension	-	7,935.42	(7,935.42)	9,522.50	0.00%
Health Insurance	-	16,041.67	(16,041.67)	19,250.00	0.00%
RAD Management	9,909.98	-	9,909.98	238,267.50	4.16%
DoMo Admin Realloc	-	-	-	50,000.00	0.00%
Marketing & Website	4,028.00	40,000.00	(35,972.00)	48,000.00	8.39%
Total Expenditures	126,956.64	145,833.33	(18,876.69)	463,267.50	27.40%

Net Revenue (126,956.64) 36,732.50 Remaining Balance - 1

Balance Remaining 222,506.38

Per Josh - \$50K to be allocated to DoMo from this profit for 2023

**Downtown Modesto Partnership
Projected 2024 General Operating Budget**

	YTD Actual	YTD Budget	YTD Variance	2023 Annual Budget	Projected 2024 Budget	% of Annual Budget
Revenue						
31020 Board Donations	-	-	-	1,200.00	1,000.00	0.00%
31030 CBD Income	727,012.33	727,012.33	-	750,000.00	792,392.00	91.75%
31040 Contracted Services	37,380.15	35,500.00	1,880.15	50,000.00	42,600.00	87.75%
Events & Activities	13,699.50	13,699.50	-	35,200.00	75,000.00	18.27%
Micro-Enterprises Net (detail)***	-	-	-	5,360.50	-	0.00%
Proceeds from Sale of Asset	26,500.00	-	26,500.00	-	-	0.00%
RAD Admin Reallocation	-	-	-	50,000.00	-	0.00%
31015 Bank Interest	331.71	333.33	(1.62)	750.00	400.00	82.93%
Total Revenue	804,923.69	776,545.16	28,378.53	892,510.50	911,392.00	88.32%
Expenditures						
Bank Fees	54.72	-	54.72	-	-	0.00%
41010 Benefits						
Health Insurance	33,638.73	33,333.33	305.40	42,000.00	40,000.00	84.10%
Pension	13,223.90	14,583.33	(1,359.43)	16,045.00	17,500.00	75.57%
41020 Board Meetings & Convenings						
41040 Dues, Subscriptions & Licenses	6,080.01	6,250.00	(169.99)	5,000.00	7,500.00	81.07%
41041 Employee Parking	5,130.00	4,800.00	330.00	4,800.00	3,520.00	145.74%
41050 Events/Activities	26,320.16	33,333.33	(7,013.17)	30,396.00	40,000.00	65.80%
41070 Liability Insurance	1,990.44	8,333.33	(6,342.89)	4,600.00	10,000.00	19.90%
41090 Office Improvements & Maint.	3,435.24	2,916.67	518.57	5,000.00	3,500.00	98.15%
41100 Office Equipment & Supplies	8,408.50	7,500.00	908.50	9,000.00	9,000.00	93.43%
41110 Outside Services						
Auditor/CPA	7,990.00	10,000.00	(2,010.00)	5,500.00	10,000.00	79.90%
Accounting	23,050.00	25,000.00	(1,950.00)	30,000.00	30,000.00	0.00%
Legal	42,087.48	-	42,087.48	-	15,000.00	0.00%
Advertising/Marketing	6,888.75	4,166.67	2,722.08	17,064.90	5,000.00	137.78%
Eco Counter	-	-	-	8,765.00	-	0.00%
Rank Security	18,924.00	20,000.00	(1,076.00)	24,000.00	24,000.00	78.85%
SinglePoint	7,939.45	7,083.33	856.12	8,500.00	8,500.00	93.41%
StreetPlus	193,668.26	216,666.67	(22,998.41)	225,000.00	260,000.00	74.49%
41120 Payroll	273,904.98	245,000.00	28,904.98	320,900.00	294,000.00	93.16%
41130 Payroll Tax Expense	23,261.20	29,166.67	(5,905.47)	32,090.00	35,000.00	66.46%
41140 Postage & Delivery	-	416.67	(416.67)	400.00	500.00	0.00%
41150 Professional Development	-	4,166.67	(4,166.67)	5,000.00	5,000.00	0.00%
41155 Public Space Beautification	-	4,166.67	(4,166.67)	10,000.00	5,000.00	0.00%
41160 Rent	40,490.00	41,400.00	(910.00)	49,449.60	49,680.00	81.50%
41170 Sponsorship	7,000.00	8,333.33	(1,333.33)	10,000.00	10,000.00	70.00%
41170 Travel & Entertainment	3,770.46	3,333.33	437.13	9,000.00	4,000.00	94.26%
41180 Utilities	11,110.24	11,666.67	(556.43)	13,000.00	14,000.00	79.36%
41190 Vehicle Expenses	1,942.14	-	1,942.14	3,000.00	-	0.00%
41200 Workers Compensation	1,502.57	2,500.00	(997.43)	3,000.00	3,000.00	50.09%
Total Expenditures	761,811.23	744,950.00	16,861.23	892,510.50	904,700.00	84.21%
Net Revenue	43,112.46			-	6,692.00	
DoMo Walls YTD	2,375.58					
First Fridays YTD	21,836.49					
Food Tour YTD	(10,803.03)					
Adjust to P&L	56,521.50					
Valley First Credit Union	90,986.96					
Oak Valley Savings	393,602.03					
Total Cash On Hand	484,588.99					

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